

AMENDED AND RESTATED BY LAWS OF
SOUTHERN WEST VIRGINIA COMMUNITY COLLEGE FOUNDATION, INC.

ARTICLE I

Section 1. Name. The name of this corporation shall be, pursuant to its corporate charter issued by the State of West Virginia, The Southern West Virginia Community College Foundation, Inc.

ARTICLE II

Section 1. Principal Office. The principal office of the corporation will be located at the Logan Campus of the Southern West Virginia Community College at Dempsey Branch, Route 5, Logan, Logan County, West Virginia. The corporation may have such other offices, either within or without the State of West Virginia, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE III

Section 1. Charter Members. The charter membership of the corporation shall be the seven charter members whose names were affixed to the agreement of incorporation heretofore filed with the State of West Virginia, to-wit: Tom Orr, C. O. McCormick, Jr., Hon. Harvey Oakley, Paul Walker, M.D., Donald Staker, D.D.S., Arthur Levy, M.D. and William F. Blackburn.

Section 2. New Members. Additional members of the corporation may be elected by a majority vote of the members present and voting at any regular or special meeting of the members; provided, however, that at no time shall the corporation have more than a total of 30 such members.

Section 3. Duration of Membership. Membership in the corporation shall be for a period of four years from the date of election to such membership, and members may be re-elected for one or more subsequent terms.

Section 4. Transfer of Membership. Membership in this corporation is not transferable or assignable.

Section 5. Resignation of Members. Any member may resign by filing a written resignation with the Secretary of the corporation.

Section 6. Termination of Membership. The members, by affirmative vote of two-thirds of all the members, may expel a member for good cause after an appropriate hearing. The chairman of the Board of Directors shall preside at such a hearing. All memberships shall terminate at the end of the fourth year after election to membership, unless such member is re-elected as set forth above.

Section 7. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE IV

Section 1. Meetings of Membership. The annual meeting of the members shall be held at the principal office of the corporation, or at such other place as the Board of Directors may designate, not later than December 31 of each year, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the date fixed for said annual meeting is a legal holiday, such meeting shall be held on the next succeeding business day.

Section 2. Special Meetings.

(a) The corporation must hold a special meeting of members entitled to vote at the meeting: (1) On call of its board of directors or the person or persons authorized to do so by the articles of incorporation or these Bylaws; or (2) if the members holding at least five percent, or other number or proportion as is provided in these Bylaws, of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the corporation one or more written demands for the meeting describing the purpose or purposes for which it is to be held. If a call for a special meeting is not issued within fifteen days after receipt of a members' request, members may call the meeting.

(b) The record date for determining members entitled to demand a special meeting is the date the first member signs the demand.

(c) Special meetings of members may be held in or out of this state at the place stated in or fixed in accordance with these Bylaws. If no place is stated or fixed in accordance with the bylaws, special meetings are to be held at the corporation's principal office.

(d) Only business within the purpose or purposes described in the meeting notice required by Section four (4) of these Bylaws may be conducted at a special meeting of members.

Section 3. Place of Meeting. The Board of Directors may designate any place, within the State of West Virginia, as the place of meeting for any special meeting of the members called by the Board of Directors. Unless otherwise specified in the notice of a meeting, all meetings of the members shall be held at the principal office of the corporation, but if all the members shall meet

at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice.

(a) The corporation shall notify members entitled to vote of the date, time and place of each annual, regular and special meeting no fewer than ten nor more than sixty days before the meeting date. The corporation is required to give notice only to members entitled to vote at the meeting.

(b) Notice of an annual or regular meeting need not include a description of the purpose or purposes for which the meeting is called, except that, unless stated in a written notice of the meeting: (1) No bylaw may be brought up for adoption, amendment or repeal; and (2) no matter, other than the election of directors at an annual meeting, may be brought up which expressly requires the vote of members.

(c) Notice of a special meeting of members must include a description of the purpose or purposes for which the meeting is called.

(d) The record date for determining members entitled to notice of and to vote at an annual, regular or special meeting is the day before the first notice is delivered to members.

(e) Any member may participate in a regular or special meeting by any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5. Action Without Meeting; Validity of Actions at Meetings not Properly Called.

Any action which, under any provision of Chapter 31E of the West Virginia Code, may be taken at a meeting of members may be taken without a meeting if one or more members consents in writing, setting forth the action taken or to be taken, signed by all of the persons who would be entitled to vote upon the action at a meeting, or by their duly authorized attorneys which action for purposes of this subsection is to be referred to as “unanimous written consent.” The secretary shall file the consent or consents, or certify the tabulation of the consents and file the articles, with the minutes of the meetings of the members. A unanimous written consent must have the same force and effect as a vote of the members at a meeting duly held, and may be stated as having the same force and effect as a vote of the members in any articles or document filed under Chapter 31E of the West Virginia Code.

Section 6. Quorum. (a) Members entitled to vote on a matter may take action on the matter at a meeting only if a quorum of those members exists with respect to that matter. The members entitled to vote on the matter who are present at the meeting, either in person or by proxy, of these Bylaws, constitute a quorum for action on the matter. Once a member is represented for any purpose at a meeting, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting. If a quorum exists, action on a matter, other than the election of directors, by the members entitled to vote on the matter is approved if the votes cast by the members voting favoring the action exceed the votes cast by the members.

Section 7. Conduct of the Meeting.

(a) At each meeting of members, a chair must preside. The chair is to be appointed by the board of directors.

(b) The chairperson shall determine the order of business and has the authority to establish rules for the conduct of the meeting.

(c) Any rules adopted for, and the conduct of, the meeting are to be fair to members.

(d) The chair of the meeting shall announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls are to be deemed to have closed upon the final adjournment of the meeting. After the polls close, no ballots, proxies or votes, nor any revocations or changes to a ballot, proxy or vote, may be accepted.

(e) Any or all of the members may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members may simultaneously hear each other during the meeting.

ARTICLE V

Section 1. General Powers. The affairs of this corporation shall be managed by its Board of Directors. Directors need not be residents of West Virginia or members of the corporation.

Section 2. Number and Tenure. The number of directors shall be nine. Each director shall hold office for a period of three years, and until his successors shall have been elected and qualified. At the annual meeting at which these amended by-laws are adopted, three directors shall be elected for a term of two years, three for a term of four years, and three for a term of six

years. Thereafter, all directors whose terms expire at the annual meeting shall be elected for terms of six years each.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the state of West Virginia, for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified

in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Action. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

ARTICLE VI

Section 1. Officers. The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, all of whom shall be chosen by the Board of Directors. All officers shall be chosen from among the directors. Any two of the above-named offices, except those of president and secretary, may be held by the same person at the discretion of the directors, but no officer shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required by law or by these by-laws to be executed, acknowledged, verified or countersigned by two or more officers. The Board of Directors may elect or appoint one or more assistant

secretaries and treasurer, such officers having the authority to perform the duties prescribed from time to time by the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting to the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by those by-laws or by statute to such other

officer or agent of the corporation; and in general he shall perform all duties incident to the office of president and such other duties as otherwise prescribed by the Board of Directors from time to time.

Section 6. Vice-President. In the absence of the president or in event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice president in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be

custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of one corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

ARTICLE VII

Section 1. Committees of Directors. The board of directors, by resolution adopted by a majority of the full board of directors, may designate one or more committees, each of which consist of two or more directors, and to the extent provided in such resolution, shall have and may exercise all the authority of the board of directors, except that no such committee shall have the authority of the board of directors in reference to (i) amending, altering or repealing the bylaws; (ii) electing, appointing or removing any member of any such committees or any director or officer of the corporation; (iii) amending the articles of incorporation, restating articles of incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation; (iv) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; (v) authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; (vi) adopting a plan for the distribution of the assets of the corporation; or (vii) amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authorities shall not operate to relieve the board of directors, or any individual director of any responsibility imposed upon it or him by law.

Section 2. Executive Committee. The corporation shall have an executive committee consisting of up to nine (9) individuals, each of whom shall be appointed by the Board of Directors and shall serve as a committee member for a period of no more than two (2) six-year terms, and until his or her successors shall have been appointed and qualified; provided, however, that no employee of the College other than the President of the College shall serve as a member of the Executive Committee.

Section 3. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VIII

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instance.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contributions, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificate shall be signed by the president or a vice president and by the secretary or an assistant secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificates shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

ARTICLE X

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI

The fiscal year of the corporation shall begin on the first day of January and on the last day of December in each year.

ARTICLE XII

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words “Corporate Seal.”

ARTICLE XIII

Whenever any notice is required to be given by law or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Generally. These by-laws may be amended, repealed, or altered, in whole or in part, by a majority vote of the members, at any regular meeting, or at any special meeting where such action has been announced in the call and notice of said meeting.

ARTICLE XV

Section 1. Contracts With Directors and Officers. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, is void or voidable solely for this reason or solely because the director or officer is present at or participates in the meeting of the

board or committee thereof which authorizes the contract or transaction or solely because any director's or officer's votes are counted for the purpose, if:

(i) The material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or

(ii) The material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote on the contract or transaction and the contract or transaction is specifically approved in good faith by vote of the members entitled to vote; or

(iii) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee of the board of directors or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction. On any question involving the authorization, approval or ratification of any such contract or transaction, the names of those voting each way shall be entered on the record of the proceedings.

Section 2. Indemnification of Directors and Officers. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or

completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director or officer of the corporation or who, while a director or officer of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee or agent of another domestic or foreign corporation, partnership joint venture, trust, employee benefit plan or other entity, against expenses (including attorneys fees), judgments, fines, taxes and penalties and interest thereon, and amounts paid in settlement actually and reasonably incurred by him in connection with such action or proceeding, if:

- (i) he or she was wholly successful on the merits or otherwise, in the defense of the proceeding; or
- (ii) (A) he or she conducted himself or herself in good faith; and
(B) he or she reasonably believed:
 - (i) in the case of conduct in his or her official capacity, that his or her conduct was in the best interests of the corporation; and
 - (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the corporation; and
- (C) in the case of any criminal proceeding, had he or she no reasonable cause to believe his or her conduct was unlawful.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not determinative that the director did not meet the relevant standard of conduct described in this Section.

Unless ordered by a court, the corporation shall not indemnify a director: (i) in connection with a proceeding by or in the right of the corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct described above; or (ii) in connection with any proceeding with respect to conduct for which he or she was adjudged liable on the basis that he or she received a financial benefit to which he or she was not entitled, whether or not involving action in his or her official capacity.

The corporation may, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding because he or she is a director if he or she delivers to the corporation: (i) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in this Section; and (ii) a written undertaking to repay any funds advanced if he or she is not wholly successful on the merits or in the defense of the proceeding, or if it is determined that he or she is has not met the relevant standard of conduct described in this Section.

Any indemnification provided for herein or authorization to advance funds shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct. Such determination shall be made:

(i) if there are two or more disinterested directors, by the board of directors by a majority vote of all the disinterested directors, a majority of whom constitute a quorum for this purpose, or by a majority of the members of a committee of two or more disinterested directors appointed by a vote;

(ii) by special legal counsel:

(A) selected in the manner prescribed in subsection (i) above; or

(B) if there are fewer than two disinterested directors, selected by the board of directors in which selection directors who do not qualify as disinterested directors may participate; or

(iii) by the members, but shares owned by or voted under the control of a director, who at the time does not qualify as a disinterested director, may not be voted on the determination.

The indemnification provided for herein shall not be deemed exclusive of any other rights to which any member or member may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators.

The directors of the corporation may, from time to time by resolution, provide for such additional indemnification or advancement of expenses as they deem appropriate to any person, acting for or on behalf of the corporation by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such indemnification or advancement of expenses may be authorized in such resolution or resolutions to the extent the directors deem appropriate under the circumstances, but at no time may the directors of the corporation provide for additional

indemnification or advancement of expenses that is contrary to the laws of the State of West Virginia.

Section 3. Inspection of Books and Records. Any member is entitled to inspect, during regular business hours at the corporation's principal office, any of the following records of the corporation, if he or she gives the corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect:

(i) the corporation's Articles or Restated Articles of Incorporation and all amendments thereto currently in effect;

(ii) the corporation's bylaws or restated bylaws and all amendments thereto currently in effect;

(iii) resolutions adopted by the corporation's board of directors creating one or more classes or series of shares and fixing their relative rights, preferences and limitations if shares issued pursuant to those resolutions are outstanding;

(iv) the minutes of all members' meetings, and records of all action taken by members without a meeting, for the past three years;

(v) all written communications to members generally within the past three years, including the financial statements furnished for the past three years; and

(vi) a list of the names and business addresses of its current directors and officers.

In addition, a member is entitled to inspect, during regular business hours at a reasonable location specified by the corporation, any of the following records of the corporation if (1) the

member's demand is made in good faith and for a proper purpose, (2) the member describes with reasonable particularity his or her purpose and the records he or she desires to inspect, (3) the records are directly connected with his or her purpose, and (4) the member gives the corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy:

(i) excerpts from minutes of any meeting of the board of directors, records of any action of a committee of the board of directors while acting in place of the board of directors on behalf of the corporation, minutes of any meeting of the members and records of action taken by the members or board of directors without a meeting;

(ii) accounting records of the corporation; and

(iii) the record of members.

Section 4. Waiver of Notice. Unless otherwise provided by law, whenever any notice is required to be given to any member or directors of the corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of the West Virginia Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice and attendance of the person at a meeting shall constitute a waiver of notice, unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Telephonic Attendance and Voting at Meetings. Notwithstanding anything herein contained to the contrary, one or more directors or members may participate in a meeting of the

board, a committee of the board or of the members by means of conference telephonic or similar electronic communication equipment by means of which all persons participating in the meeting can hear each other.

Whenever a vote of the members or directors is required or permitted in connection with any corporate action this vote may be taken orally during this electronic conference. The agreement thus reached shall have like effect and validity as though the action were duly taken by the action of the members or directors at a meeting of members or directors if the agreement is reduced to writing and approved by the members or directors at the next regular meeting of the members or directors after the conference.

Section 6. Usage of Terms. Except as otherwise specifically provided, for the purposes of these bylaws, the term majority shall mean a number greater than one-half ($\frac{1}{2}$) of the total.

Except as otherwise specifically provided, for the purposes of these bylaws, and as the context may require, the use of pronouns of the masculine gender shall be deemed to include pronouns of the feminine and neuter genders, and the use of pronouns of the feminine gender shall be deemed to include pronouns of the masculine and neuter genders.

The foregoing amendments were adopted by the members of the Southern West Virginia Community College Foundation, Inc. at its October 14, 2005 meeting.