

———— Board of Directors ————

HANDBOOK



WEST VIRGINIA
ENVIRONMENTAL COUNCIL

Table of Contents

Introduction to the West Virginia Environmental Council (WVEC)	3
WVEC Mission/Purpose	3
WVEC’s 501 (c)(4) Nonprofit Status	3
West Virginia Fund for the Environment, WVEC’s 501(c)(3) Partner.....	4
WVEC’s Key Activities that Support the Mission/Purpose	5
Lobbying at the West Virginia State Legislature.....	5
Communicating with WVEC Members and the Broader Public.....	5
WVEC Environmental Day (E-Day) at the State Capitol.....	6
Supporting Other Organizations’ Activities, Events, and Initiatives.....	6
WVEC Membership	6
Brief History of WVEC	6
WVEC Board of Directors’ Responsibilities	8
Structure of the WVEC Board of Directors (BOD)	9
WVEC Board of Directors Members.....	9
WVEC Board of Directors’ Terms of Office and Elections.....	9
WVEC Board of Directors Officers: President, Vice-President, Immediate Past President, Secretary and Treasurer.....	10
Option to Hire an Executive Director.....	10
WVEC Standing Committees: Executive, Finance and Governmental Affairs	10
Additional Committees: Legislative Oversight and Hiring Committees.....	11
Roles and Responsibilities of Officers	12
President.....	12
Vice-President.....	13
Immediate Past President.....	14
Secretary.....	14
Treasurer.....	15
Additional Information about the Roles and Responsibilities of At-Large and Organizational Board Members	15
General Responsibilities of At-Large and Organizational Board Members.....	15
Help Identify and Recruit New Members.....	16
Support WVEC’s Legislative/Lobbying Efforts.....	16
Removal from the Board	16
Board of Directors’ Meeting Information	17
How WVEC is Funded	17
Building on the Past and Looking to the Future	17
Appendix A	18
Appendix B	24
Appendix C	27

Introduction to the West Virginia Environmental Council (WVEC)

Welcome to the WVEC Board! This handbook is an orientation for new West Virginia Environmental Council (WVEC) board members and a reference guide for current board members. It offers information about WVEC's mission/purpose, history, organizational structure, membership, funding sources and activities, as well as the roles, responsibilities, and tasks of board members and officers. The handbook draws information from the WVEC 2013 Bylaws, the WVEC website, and input from current board officers and members.

In addition to the information in this handbook, we recommend you review the WVEC Bylaws, included in Appendix A, and WVEC's legislative accomplishments since 1990, provided at wvecouncil.org/about and in Appendix B. A list of current board members is available at wvecouncil.org/bod.

WVEC Mission/Purpose

WVEC is a coalition of organizations and at-large members interested in advocating for environmental protection and justice. Through its lobbying and advocacy efforts, which are its primary activities, WVEC has been an influential voice at the West Virginia Legislature and state & federal agencies since 1989.

WVEC's mission is to "promote environmental protection and policies for a sustainable future in West Virginia by organizing concerned citizens and fostering collaboration among environmental organizations. Through education, advocacy, and legislative outreach, we work toward influencing policy decisions to preserve and protect West Virginia's environment."

WVEC's 501 (c)(4) Nonprofit Status

WVEC is incorporated as a 501(c)(4) organization under the 501(c)(4) Internal Revenue Code (IRC) – i.e., the Internal Revenue Service tax code—which provides a tax-exempt status. This IRC allows for the exemption of civic leagues or organizations not organized for profit but operated exclusively to promote social welfare, i.e., to "promote the common good and general welfare of the people of the community as a whole." According to the 501(c)(4) designation:

- The organization "may not allow any part of their net earnings to inure to the benefit of any private shareholder or individual;"
- "Contributions to organizations under 501(c)(4) are...not tax deductible by donors" (there are exceptions, but they do not apply to WVEC);
- "Social welfare organizations [such as WVEC] are not precluded from engaging in business activities as a means of financing their social welfare programs" as long as conducting business with the general public is not its primary activity.

"Organizations exempt under 501(c)(4) are generally allowed greater latitude than that allowed to organizations exempt under 501(c)(3)." For example, "organizations exempt under 501(c)(4)

may engage in germane lobbying activities without the restrictions imposed on IRC 501(c)(3) organizations.” (SOURCE: www.irs.gov/pub/irs-tege/eotopici03.pdf (“IRC 501 (c)(4) Organizations” 2003)

West Virginia Fund for the Environment, WVEC’s 501(c)(3) Partner

West Virginia Fund for the Environment (WVFE) is a 501(c)(3) organization that works closely with WVEC as a partner organization. As a 501(c)(3), WVFE is considered a charitable organization and is eligible to receive tax-deductible contributions that help to fund educational (c)(3) activities. WVEC and WVFE share expenses on various activities, personnel, goods, and services. It has a separate Board of Directors.

Other requirements of a 501(c)(3) organization include:

- “None of its earnings may inure to any private shareholder or individual.”
- “It may not be an action organization, i.e., it may not attempt to influence legislation as a substantial part of its activities and it may not participate in any campaign activity for or against political candidates.” This means it can only spend a limited amount (20%) of its budget on grassroots or direct lobbying activities.

(SOURCE: *Exemption Requirements - 501(c)(3) Organizations*. 2017. Internal Revenue Service. www.irs.gov/charities-non-profits/charitable-organizations/exemption-requirements-501c3-organizations)

As stated in the 2022 Memorandum of Understanding between the two groups, *Agreement for Allocation of Costs and Reimbursement of Expenses between West Virginia Environmental Council and West Virginia Fund for the Environment*:

“WVFE is organized and operated for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (“Code”), including, but not limited to, conducting and distributing research, studies, and analysis related to environmental and economic issues. WVEC is organized and operated for social welfare purposes within the meaning of section 501(c)(4) of the Code, including, but not limited to, developing and advocating legislation, regulations, and government programs to improve the environment, protect natural resources, and stimulate the economy.”

“WVFE and WVEC have agreed that it is in their mutual best interests to minimize duplicative expenses and to carry out their complementary purposes in an economical and efficient manner, including the sharing of employees whose skills and knowledge will assist both organizations and the sharing of office space and equipment...and agree to share a variety of personnel, facilities, goods and services...”

WVEC's Key Activities that Support the Mission/Purpose

Lobbying at the West Virginia State Legislature

WVEC's principal activity is hiring and overseeing a lobby team that advocates for the legislative priorities of WVEC members during the West Virginia state legislature's annual 60-day session. Since 2021, WVEC has also retained one lobbyist on a part-time basis throughout the year to monitor legislative activities, represent our members' interests during legislative interims, and provide feedback to WVEC. Staffing beyond the regular session is maintained as funding allows.

To determine which issues and legislation to focus on, WVEC surveys its members yearly to assess their priorities, i.e., which legislation to work for or against. In September 2022, WVEC, in partnership with WVFE, expanded on this effort by holding a statewide summit to discuss and assess legislative priorities with a broader group of organizations and concerned citizens. This more in-depth, focused event helped lay a foundation for approaching the legislative session more proactively and strategically. WVEC will continue working closely with its lobby team and other partners to increase its focus on implementing proactive legislative strategies.

In its legislative efforts, WVEC works closely with its member organizations. Sometimes, WVEC takes the lead on issues. At other times, member organizations take the lead, and WVEC assists in the background. A small team of board members, the Legislative Oversight Committee (LOC), oversees WVEC lobbyists' work during the session. During the legislative session, the LOC meets weekly via phone with WVEC lobbyists and representatives from other organizations who share our interests to plan strategies for addressing our goals and emerging issues. The LOC meets monthly throughout the remainder of the year. WVEC continues to seek out environmentally focused groups engaged in lobbying or concerned about legislation to join these weekly meetings to hear reports from WVEC and other lobbyists, share information, and discuss strategies for addressing challenges and opportunities to increase our collective effectiveness at the legislature.

Communicating with WVEC Members and the Broader Public

WVEC carries out several communication activities to support its lobbying and legislative efforts and update members and the general public. These activities, described below, include maintaining a website, producing and disseminating online publications, updates and alerts via email and social media posts, and conducting other outreach.

- The newsletter, [G.R.E.E.N.](#) (Grass Roots Environmental Efforts Newsletter), is published online every other month throughout the year to keep members updated on WVEC, the legislature, and related activities.
- Legislative Updates are published weekly during the 60-day legislative session, offering the latest news on legislative activities.

- Action Alerts encourage WVEC members to contact their legislators to advocate for or against specific legislation or take other actions as appropriate.
- [Facebook](#) (group and page) (1,650 followers), Twitter, and Instagram at @WVECouncil
- The [WVEC Website](#) offers up-to-date access to all publications, alerts and posts, an activity calendar, selected resources, issues we work on, and contact information.

WVEC Environmental Day (E-Day) at the State Capitol

WVEC’s “E-Day” at the Capitol is our annual day of citizen advocacy. It allows WVEC members to meet at the state Capitol, set up displays and exhibits showcasing their work and activism, and meet with legislators to discuss issues of concern. Supportive legislators give brief presentations during the E-Day “rally.” In 2023, we expanded our focus and invited students from West Virginia colleges and universities to attend, display their environmental work and meet with their legislators. This is part of WVEC’s emerging effort to engage with students, learn about and support their environmental protection and justice work, and share information about West Virginia’s many environmental organizations and opportunities to get involved.

Supporting Other Organizations’ Activities, Events, and Initiatives

WVEC receives many requests from other organizations to support, sponsor, or sign on to activities, events, or initiatives. If the proposal aligns with WVEC’s purpose and goals, board members are made aware of the request and have the opportunity to agree or object to granting it.

WVEC Membership

WVEC membership comprises a coalition of approximately 15 organizations and individuals who support the purposes of WVEC. A majority of the Board of Directors (BOD) must approve membership of organizations. See a list of current WVEC member groups at wvecouncil.org/member-groups.

Brief History of WVEC

In 1989, concerned citizens formed the West Virginia Environmental Council. Issues galvanizing them included environmental threats from mountaintop removal mining, out-of-state garbage mega-landfills, medical incinerators, and landowners’ rights from oil and gas expansion. A tradition of Different Shades of Green was born, meaning people have different perspectives on environmental issues, and it was essential to create an umbrella organization where all voices could be heard. It was also more effective to show up at the legislative session with a united voice for environmental justice.

WVEC’s history is one of standing up against entrenched interests like coal and corruption in the state legislature to protect our environment. Our motto is “lobbying for people who want clean

air to breathe and clean water to drink”. Among WVEC’s first major victories was defeating out-of-state garbage from being shipped into the state and forming mega-landfills – via the comprehensive Solid Waste Act, which set up county Solid Waste Authorities funded by a per-ton fee on solid waste dumped into landfills and gave counties a referendum vote on siting Class A landfills in their counties; chemical and hazardous waste landfills; and medical waste incinerators. The Groundwater Protection Act was also another early victory of the Council.

Another early issue was the 130-mile Corridor H roadway through West Virginia from I-79 in Weston through Elkins to I-66 in Virginia. Corridor H was part of the federal Appalachian Highway Development System, whose goal was to build a road network connecting the mountainous Appalachian region to the rest of the country to spur economic development. WVEC joined many environmental groups in this decades-long fight (led by WV Highlands Conservancy) to reroute and help prevent Corridor H from endangering pristine trout streams, wilderness areas, historical sites, rivers, forests, and remote rural communities. The fight is still ongoing along sections of Corridor H.

“In the last 15 years, as the country and our state has become more deeply divided, WVEC has been forced to become more reactive to try and stop things from happening to the environment. Giant out-of-state corporate industries with deep pockets have more money and power than citizens and citizen organizations, making it more difficult to move forward proactively. But we recognize this and go on,” said Greg Carroll, past WVEC president.

Although fighting for rights and environmental justice was always its crucial focus, WVEC has navigated through differing philosophies of struggle and organizational principles. Member groups and individuals often had different issue priorities and strong ideas and personalities. There has been both coordination and conflict. “We’ve had to learn to work together to organize and make a go of it,” said Carroll. “We’ve had to deal with the realities of the ‘coal empire’ and its influence in our state, along with deciding how much to come out against strip mining and labor unions, which are very difficult issues. It’s been important not to attack working people.”

Early on, WVEC leaders realized that campaign contributions from polluters could influence legislators. The People’s Election Reform Coalition (PERC) was formed by WV Citizen Action, the Ohio Valley Environmental Organization, the League of Women Voters, and others, to push for good government legislation to even the playing field.

Some of WVEC’s early leaders were Norm Steenstra, Gary Zuckett, Chuck Wyrostock, Frank Young, and Karen Yarnell. It was housed in Charleston’s old WV Citizen Action office for the first decade. Led by an all-volunteer board, the WVEC has, for decades, raised the money to fund a lobby team to represent its member groups at the West Virginia legislative session. At its annual fall meeting, the WVEC discusses and votes on legislative priorities for the upcoming session. Other events include artists (who donate designs for T-shirts and posters), musicians for concerts and benefits, and E-Day at the state Capitol each year, a day for citizens to lobby on environmental issues.

WVEC Board of Directors' Responsibilities

WVEC's Board of Directors is integral to WVEC continuing its proud tradition. Its members are responsible for ensuring the health and future of WVEC. Board members create and/or follow governing and financial policies, hold regular meetings, and vote on organizational issues. WVEC accomplishes its goals with the support and expertise of its volunteer board members. It relies heavily on board members for their expertise in environmental issues, policy, lobbying, strategic planning and many other areas. Board members need to contribute time throughout the year, serve on committees, and provide input and legwork to ensure that we achieve our goals. Being a board member offers the opportunity to make a difference and an impact on our state.

Board members' general responsibilities include (a) ensuring WVEC fulfills its mission/purpose and follows the bylaws, (b) working on strategy, (c) setting goals and objectives, (d) managing donations and funds, (e) overseeing programs and activities, (f) discussing matters that affect the organization, and (g) providing other input as needed. More details are provided in the Bylaws:

ARTICLE IV. Board of Directors. Section 3. Rights and Responsibilities.

"The Board of Directors shall establish policies and procedures and shall manage the property and affairs of the Council in such manner as may be prescribed by law or by its bylaws including, but not limited to the following:

- a. To accept, hold, administer, invest, and disburse such funds and properties as may be given to it to further the purposes of the Council;
- b. To have the authority, and it shall be its duty, to hold and apply the corpus and income of any donation, grant, devise or bequest, in such manner as may have been stipulated in the instrument creating such donation, grant, devise, or bequest;
- c. To have the authority to refuse to accept income, donations, grants, bequests, devises, gifts, or other assets that may create or appear to create an improper obligation on the part of the Council, or may compromise or appear to compromise the authority of the Council, or otherwise hinder and impede the prescribed function of the Council;
- d. To employ and to dismiss from employment such proper employees, agents, experts, consultants, accountants, and other staff necessary to achieve the purposes of the Council; and
- e. in general, to do all things that appear necessary and useful, given the exercise of judgment and care under the circumstances then prevailing which persons of prudence, discretion, and intelligence generally exercise, in accomplishing the purposes of the Council and in achieving the goals, priorities, and programs established at the annual meeting."

Section 5. Quorum states, "One-third of the Board shall constitute a quorum for the transaction of business...The board shall strive to achieve consensus. If a decision by consensus cannot be reached, a two-thirds vote shall be required for any action."

Generally, BOD members (in any organization) are expected to adhere to three legal duties to ensure their votes and decisions are in the organization's best interest:

- The "duty of loyalty" calls for board members to make decisions based on the organization's best interest, not personal interests.
- The "duty of obedience" calls for board members to follow local, state, or federal laws relevant to the organization and advance the organization's mission/purpose.
- The "duty of care" means actively participating in decision-making using one's best judgment and overseeing the organization's resources for the good of the organization.

Structure of the WVEC Board of Directors (BOD)

Note: Information about the structure of the Board of Directors and the accompanying responsibilities are outlined in the bylaws. However, due to various circumstances at certain points in time, including a limited number of members serving on the board and/or limited availability or willingness of board members to undertake certain responsibilities or activities, some requirements outlined in the bylaws have been modified or altered in practice. It remains the goal of WVEC to adhere to the bylaws and ensure that board members and officers are in place to carry out the designated responsibilities and activities.

WVEC Board of Directors Members

There are two types of WVEC Board of Directors (BOD) members: (1) At-Large Directors and (2) Organizational Directors. Descriptions of the directors are provided in the bylaws:

ARTICLE IV. Board of Directors. Section 9. At-Large Directors. "A minimum of four At-Large Directors may be selected by the Board for terms of up to three years in recognition of significant environmental leadership. At-Large Directors shall have all rights and responsibilities of other Board members, including participation in Executive Committee meetings and decisions."

ARTICLE IV. Board of Directors. Section 10. Organizational Directors. "Representatives of state or local environmental organizations that wish to support the purposes of the Council may be seated on the Board as Organizational Directors for terms to be determined by the Member Organization. Organizational Directors shall have all rights and responsibilities of Board members."

In addition, no person who serves as paid staff or independent contractors to the Council may serve on the Board of Directors.

WVEC Board of Directors' Terms of Office and Elections

The bylaws state that "No one individual shall serve for more than two consecutive terms (6 years) as an At-Large director of the Board, except in the case of an individual who after two consecutive terms on the Board is elected an officer, and as such may serve one additional

three-year term. Exceptions may be made by decision of the Board. As determined by the Board, terms shall be staggered so that one-third of the positions will be refilled each year. The Board may fill vacancies in any unexpired term.” (ARTICLE IV. Board of Directors. Section 2. Term of office.)

WVEC Board of Directors Officers: President, Vice-President, Immediate Past President, Secretary and Treasurer

According to the bylaws, “The officers of the Council shall be President, Vice-President, Immediate Past President, Secretary, and Treasurer and such other officers as the Board shall determine. Officers shall be elected by the Board from its membership at the first Board meeting after the annual meeting. Terms of office will be for two years. The Vice-President will be elevated to President, who shall be elevated to Immediate Past President at the end of the respective terms. No two offices shall be held simultaneously by the same person. (ARTICLE V. Officers. Section 1. Officers)

“In the event of absence or disability of any officer, or for any reason that the Board may deem sufficient, the Board may delegate those powers and duties to any other person qualified to perform the required duties.” (ARTICLE 5. Section 7. Incapacity.)

Option to Hire an Executive Director

WVEC does not currently have an Executive Director, although the bylaws lay out the option to hire one (ARTICLE 5. Section 6. Executive Director). If hired, an Executive Director would be the Council's chief operating officer and be responsible to the BOD for the day-to-day management of WVEC’s affairs and properties.

NOTE: Specific roles and responsibilities of BOD officers are discussed below in “Roles and Responsibilities of Officers.”

WVEC Standing Committees: Executive, Finance and Governmental Affairs

WVEC’s three standing committees – Executive, Finance and Governmental Affairs – are appointed by the board to serve for one year. Each committee shall comprise two or more BOD members and may include persons not on the board. Committees may act on behalf of the Council only with a specific resolution to that effect by the board. (ARTICLE VI. COMMITTEES. Section 1.)

The bylaws describe the functions and responsibilities of the Executive, Finance and Governmental Affairs Committees:

ARTICLE VI. COMMITTEES. Section 2. Executive Committee. "The Executive Committee (ExCom) shall consist of the officers of the Council, and three at-large Directors selected by the Board. The Executive Committee shall initiate and/or implement the ordinary and reasonable daily business of the Council and shall have and exercise the authority of the Board in the management of the Council. If deemed necessary, members of the Executive Committee may be polled by telephone to authorize such action. The Secretary of the Board shall act as Secretary of the Executive Committee and shall keep minutes of Executive committee actions and shall report them to the next meeting of the Board for its approval, revision, or disapproval of any action taken; but any such revision or disapproval shall be without prejudice to any third person, and failure to submit the minutes or receive approval from the Board shall not invalidate any completed or uncompleted action taken by the Council upon authorization of the Executive Committee. The rules regarding quorum and majority vote for actions shall be the same as for the Board."

(NOTE: At-Large ExCom members do not have to be At-Large Board Members, they can represent an organization. Sometimes, the ExCom meets between board meetings to take care of specific business. For example, for approving letter sign-on. At-Large Executive Committee terms are for two years, and their election parallels officer elections.)

ARTICLE VI. COMMITTEES. Section 3. Finance Committee. "The Finance Committee shall be composed of the Treasurer and at least two other Directors. It shall prepare and submit to the Board an annual budget covering the programs and activities of the Council for the ensuing fiscal year and shall have such other duties as assigned by the Board."

ARTICLE VI. COMMITTEES. Section 4. Governmental Affairs. "The Governmental Affairs Committee shall through recommendations of the Council, the environmental community and appropriate government officials develop a list of prospective legislative and government agency action to achieve the purposes of the Council. The committee shall keep the Council informed of the progress of legislation and of appropriate advocacy efforts. Subcommittees dealing with specific items of legislation may be designated and directed by the Board or by the Executive Committee to negotiate to achieve, as nearly as possible, the goals, priorities, and programs of the Council."

Additional Committees: Legislative Oversight and Hiring Committees

In addition to standing committees, other committees, standing or ad hoc, may be created by the Board or the Executive Committee as needed to meet timely goals and objectives. (ARTICLE VI. COMMITTEES. Section 5. Other Committees.) WVEC currently has two such committees.

Legislative Oversight Committee (LOC)

The Legislative Oversight Committee provides oversight, guidance, and strategic planning for WVEC's lobbying efforts during the WV legislative session and throughout the year as needed. Members include BOD members and external partners and collaborators who share WVEC

legislative goals and want to work in coalition during the legislative session. The LOC meets weekly via phone during the session and more often as necessary.

Hiring Committee

The Hiring Committee comprises several BOD members and provides advice and oversight related to WVEC hiring practices and decisions. WVEC employs a lobby team annually and additional personnel if funding allows (for example, a Communications Coordinator). The hiring committee also assists in identifying and recruiting potential applicants for these positions.

Roles and Responsibilities of Officers

President

The bylaws state, “The President shall be the chief executive officer of the Council and shall preside at Board meetings. The President shall be responsible for the management of the Council subject to supervision and direction of the Board and shall see that all orders and resolutions of the Board are carried into effect.” (ARTICLE V. OFFICERS. Section 2. President.)

President’s Responsibilities / Tasks
General Oversight & Management
<ul style="list-style-type: none"> ● Ensure WVEC activities comply with and further its mission/purpose/goals. ● Manage the BOD and inform and support members in carrying out their governance activities. ● Plan, create agendas, conduct and preside over quarterly and annual meetings. ● Provide advance communication to BOD in preparation for meetings, as per the bylaws. ● Lead strategy discussions and activities. ● Lead planning discussions and activities. ● Seek board approval as needed to support or engage in activities. ● Develop and/or oversee the development of annual and other reports as needed. ● Assure ongoing recruitment, development and contributions of board members as necessary. ● Chair the Executive Committee.
Financial Management
<ul style="list-style-type: none"> ● Oversee finances by ensuring the development, implementation, monitoring and evaluation of sound financial management practices. ● Oversee business affairs. ● Write, manage and administer grants as needed. ● Oversee and conduct fundraising campaigns and other activities as necessary - with the help of the Fundraising Chair.

Hiring and Personnel Management
<ul style="list-style-type: none"> ● Recruit and hire lobbyists and other personnel with the assistance of the Hiring Committee. ● Develop contracts with the assistance of the Hiring Committee. ● Manage lobbyists. ● Manage other personnel, including the webmaster.
Oversee WVEC Lobbying and Related Efforts
<ul style="list-style-type: none"> ● Lead efforts to identify WVEC legislative priorities. ● Oversee Legislative Oversight Committee. ● Oversee and assist lobbyists in planning and implementing strategies during both the legislative session and interims. ● Ensure legislation is being tracked (or delegate this task.) ● Oversee weekly lobby meetings during the legislature. ● Oversee planning and execution of E-Day events at the Capitol.
Communications, Media and Other Outreach
<ul style="list-style-type: none"> ● Serve as primary point-of-contact and spokesperson for the organization. ● Serve as primary media contact and oversee all media-related outreach, responses, and press events. ● Oversee the development and implementation of all communication activities - with Communications Coordinator. <ul style="list-style-type: none"> ○ Oversee & manage the website and webmaster. ○ Oversee & manage publication of G.R.E.E.N. and Legislative Updates. ○ Oversee & manage social media activities. ○ Oversee & manage Action Alerts.
Manage Partnership Efforts
<ul style="list-style-type: none"> ● Champion WVEC and advocate its mission to internal and external stakeholders. ● Manage outreach and partnership efforts. ● Develop and maintain beneficial relationships and interactions with donors, funders, supporters, partners, allies and other stakeholders, including regulators. ● Monitor and address incoming requests to WVEC/for WVEC support.

Vice-President

According to the bylaws, “The Vice-President shall assume the duties of the President in the absence, incapacity, or resignation of the President. The Vice-President shall be responsible for organizing the annual meeting program and shall have such other duties as assigned by the Board...The Vice-President will be elevated to President, who shall be elevated to Immediate

Past President at the end of the respective terms. No two offices shall be held simultaneously by the same person.” (ARTICLE V. Section 3. Vice-president)

Vice-President’s Responsibilities:

- Help ensure WVEC meets its mission/purpose/goals.
- Organize annual meeting program and other events in conjunction with the President.
- Fill in for the President as needed.
- Assist and/or consult with the President in all activities, tasks, and responsibilities as needed.
- Provide strategy and planning input as necessary.
- Serve on the Executive Committee.

Immediate Past President

Immediate Past President’s Responsibilities:

- Advise and serve at the discretion of the President as necessary.
- Advise the President, other officers and Board members on past practices, general operations, and other matters to ensure the organization’s smooth operation.

Secretary

“The Secretary shall be responsible for recording the minutes of the annual meeting and the Board meetings. The Secretary shall be responsible for all correspondence, including notices of meetings, and shall perform such duties as assigned by the Board.”

(ARTICLE V. Section 4. Secretary)

Secretary’s Responsibilities:

- Take meeting minutes and present them to the board for review and approval at all board or Executive Committee meetings.
- Manage and update documents, including:
 - List of current board members and all contact information
 - List of current committee members and all contact information
- Archive documents in the WVEC DropBox; maintain/update the Dropbox (including WVEC and WVFE business docs.)
- Maintain and update emails, groups and listservs:
 - WVEC business listserv on Google groups
 - Finance Committee listserv on Google groups
 - LOC listserv on Google groups
- Assist the President as necessary.
- Serve on Planning Committees as necessary.
- Serve on the Executive Committee as necessary.

Treasurer

“The Treasurer shall receive the funds of the Council, including all cash, securities, or other property. The Treasurer shall keep the funds of the Council in the name of the Council in such bank or other depository as may be designated by the Board. All checks, drafts or other orders for payment issued in the name of the Council shall be signed by the Treasurer and/or by such other officers or agents of the Council as shall be determined by the Board. The Treasurer or any other person duly authorized by the Board shall pay all bills which have been approved by the Board, the Executive Committee, or by such other persons and by such other procedures as the Board may determine. The Treasurer shall keep an account of all receipts, disbursements, fiscal and financial transactions and shall furnish statements thereon when and as required by the Board, Executive Committee, or the President. At the annual meeting, the Treasurer shall present complete financial statements reporting the financial condition and results of operations for the preceding year.” (ARTICLE V. Section 5. Treasurer)

Treasurer’s Responsibilities:

- Manage the organization’s finances.
- Compile and track the annual budget - with the help of the Finance Committee.
- Keep the books and reconcile the checkbook.
- Prepare a financial report before each board meeting and present it to the board (approx. four times/year.)
- Pay bills (approx. three-four bills/month.)
- Check and pick up mail at WVEC Post Office Box.
- Deposit checks and donations.
- Enter deposits and member information updates in the database.
- Send out 1099s each January.
- File 1096 each January.
- File 990 each May.
- File corporate registration each June.
- Send out thank you notes for donations.
- Conduct outreach to selected member groups requesting donations as necessary
- Serve on the Executive Committee.
- Chair the Finance Committee, as necessary.

See a list of current WVEC Board Officers wvecouncil.org/bod.

Additional Information about the Roles and Responsibilities of At-Large and Organizational Board Members

General Responsibilities of At-Large and Organizational Board Members

- Attend quarterly and annual meetings.
- Review/approve meeting minutes.

- Provide strategic direction and oversight.
- Understand the fiduciary requirements of the organization, as stated in the bylaws.
- Assess financial statements.
- Provide effective oversight as outlined in the bylaws.
- Ensure WVEC follows policies and procedures as per the bylaws.
- Serve on planning and other committees.
- Represent your organization's perspective to WVEC.
- Provide other input as needed or as requested by the President.

Help Identify and Recruit New Members

- Assist in identifying and/or recruiting new board members, new organizational members, potential lobbyists and other experts who can support the work of WVEC.

Support WVEC's Legislative/Lobbying Efforts

- Be familiar with legislation that WVEC follows and advocates for and against, i.e. WVEC's legislative priorities.
- Provide input to the Legislative Oversight Committee.
- Assist the Legislative Oversight Committee as possible.

For board members who serve on the Legislative Oversight Committee or are interested in keeping abreast of legislation before and throughout the session, some ways to do that include:

- Tracking legislation and attending legislative committee meetings and hearings (in person or virtually online) during the session via the WV Legislature website: www.wvlegislature.gov.
- Participating in various policy workgroup meetings throughout the year, conducted by multiple WV environmental organizations, on topics including public lands, renewable energy, water and air quality, climate, and WV Department of Environmental Protection-focused meetings.
- Staying up-to-date with the information WVEC provides about its legislative priorities, including through its G.R.E.E.N. newsletter and Legislative Updates and during selected quarterly/annual meetings in which WVEC invites legislators and experts to present information and answer WVEC members' questions.

Removal from the Board

“Board members who are no longer able or willing to complete their duties should submit their resignation in writing to the Board President, who will notify the Board of the vacancy. Those members who are physically absent from three consecutive meetings of the Board without explanation satisfactory to the Board, will be deemed to have resigned.”
(ARTICLE IV. Board of Directors. Section 8. Removal)

Board of Directors' Meeting Information

The BOD must hold one regular meeting and one annual meeting per year. Annual meetings shall set WVEC's broad goals, priorities, and program objectives. The board has traditionally held four quarterly meetings in addition to the annual meeting.

One-third of the board shall constitute a quorum for the transaction of business.

A Board of Directors member who cannot attend a meeting may designate another person as a proxy who may vote on behalf of that board member by notifying the president or secretary before the meeting, except that no person may have more than one vote.

How WVEC is Funded

WVEC receives funding from various sources:

- Contributions from member organizations
- Fundraising activities, including appeals conducted yearly (or more often as needed) for donations/monetary support to members and others via direct mail or email
- Revenue collected from events, auctions, raffles, and sales (for example, WVEC T-shirt sales)
- Online donations

Building on the Past and Looking to the Future

For decades, the WVEC has run on the energy of its volunteer Board members. Our voices have created positive change in our state. In an ever-changing political climate, one thing remains: the people of West Virginia deserve to live in a clean environment, and it's our job to hold legislators and public agencies to task.

It is also our job to amplify the voices of impacted communities across the state. We do this by communicating with and providing important information to our members, helping them to participate in political and community actions to help improve their world and raise their voices.

The WVEC must continue to adapt to its changing environment. We must engage all of West Virginia's people in our mission and on our board. We continue to strive to diversify our board and meet the ongoing need to add voices of young people, people of color, and new West Virginia organizations.

Thank you for joining us on this journey! We need you! West Virginia's environment needs you!

Appendix A

WVEC Bylaws

2013 BY-LAWS OF THE WEST VIRGINIA ENVIRONMENTAL COUNCIL

ARTICLE I. Name, Location, Purposes, and Fiscal Year.

Section 1. Name. This organization shall be known as the West Virginia Environmental Council, Inc. (hereinafter called Council).

Section 2. Location. The Council shall have and continuously maintain in the State of West Virginia a registered office and a registered agent at that office. The Council may have such other offices within or without the State of West Virginia as the Board of Directors may from time to time determine.

Section 3. Purposes. The purposes of the Council shall be to facilitate communication and cooperation among citizens in promoting environmental protection in West Virginia, to assist in organizing grass-roots groups and facilitating interaction among established environmental organizations, and to correspond with all appropriate local, state, and federal agencies involved in the management of West Virginia's environment.

Section 4. Fiscal year. The fiscal year for the Council shall be determined by the Board of Directors (hereinafter called Board).

ARTICLE II. Membership.

Section 1. The Council shall be a collaboration of groups. Individuals who support the purposes of the Council shall be known as supporters and can serve on the Board in an at-large capacity as determined in Article IV, Section 9. The Board shall have the authority to determine the benefits and costs of each classification of organizational membership.

Section 2. The Board shall determine the eligibility of any organization applying for membership. Applications shall be accepted if approved by a majority of the Board.

ARTICLE III. Meetings.

Section 1. Annual Meeting. The annual meeting of the Council shall be held each year. The date and time of the meeting will be determined by the Board. Notice of the annual meeting and its agenda shall be announced via Council publications at least 30 days before the annual meeting. Annual meetings shall attempt to set the broad goals, priorities, and program objectives of the Council.

Section 2. Special Meetings. Special meetings may be called by the Executive Director or by resolution of the Board. Notice of special meetings shall be announced seven (7) days in advance of the meeting and shall state the purpose for which the meeting was called.

Section 3. Consensus. Consensus recommendations of the annual meeting sponsored by the Council shall guide the Board of Directors. In the event that a decision by consensus cannot be reached, the Council shall also present a minority opinion or opinions drafted for inclusion with the majority decision.

ARTICLE IV. Board of Directors.

Section 1. Qualifications. No person who serves as paid staff or as independent contractors to the Council may serve on the Board of Directors, except that persons already on the Board as of June 16, 2012 may complete their current term of office.

Section 2. Term of office. No one individual shall serve for more than two consecutive terms (6 years) as an at-large director of the Board, except in the case of an individual who after two consecutive terms on the Board is elected an officer, and as such may serve one additional three-year term. Exceptions may be made by decision of the Board. As determined by the Board, terms shall be staggered so that one-third of the positions will be refilled each year. The Board may fill vacancies in any unexpired term.

Section 3. Rights and Responsibilities. The Board of Directors shall establish policies and procedures and shall manage the property and affairs of the Council in such manner as may be prescribed by law or by its bylaws including, but not limited to the following:

- a. To accept, hold, administer, invest, and disburse such funds and properties as may be given to it to further the purposes of the Council;
- b. To have the authority, and it shall be its duty, to hold and apply the corpus and income of any donation, grant, devise or bequest, in such manner as may have been stipulated in the instrument creating such donation, grant, devise, or bequest;
- c. To have the authority to refuse to accept income, donations, grants, bequests, devises, gifts, or other assets that may create or appear to create an improper obligation on the part of the Council, or may compromise or appear to compromise the authority of the Council, or otherwise hinder and impede the prescribed function of the Council;
- d. To employ and to dismiss from employment such proper employees, agents, experts, consultants, accountants, and other staff necessary to achieve the purposes of the Council; and
- e. in general, to do all things that appear necessary and useful, given the exercise of judgment and care under the circumstances then prevailing which persons of prudence, discretion, and intelligence generally exercise, in accomplishing the purposes of the Council and in achieving the goals, priorities, and programs established at the annual meeting.

Section 4. Meetings. The Board shall hold at least one regular meeting in each calendar year, date to be determined at the annual meeting. Additional meetings of the Board may be called at any time by the President or by any three Directors.

Section 5. Quorum. One-third of the Board shall constitute a quorum for the transaction of business. When a quorum is not present at a duly called meeting, the Directors present may adjourn and reconvene at a convenient time when a quorum is present without further notice and may conduct any business which was to be transacted at the adjourned meeting. A director who is unable to attend a meeting may designate another person as a proxy who may vote on behalf of that director, by notifying the President or Secretary in advance of the meeting, except that no person may have more than one vote.

Section 6. Action. The board shall strive to achieve consensus. In the event that a decision by consensus cannot be reached, a two-thirds vote shall be required for any action of the Board and the Board shall also present a minority opinion or opinions drafted for inclusion with the majority decision. Any action which may lawfully be taken at a meeting of the Board may be taken without a meeting if consent is granted via e-mail or a conference call by a

quorum of the Directors entitled to vote, provided that each such action is ratified at the next Board meeting.

Section 7. Executive session. The Board shall be called into Executive session in the course of any meeting as provided in the agenda or by a majority vote of those voting members present. The President shall excuse any person from such session as appropriate.

Section 8. Removal. Board members who are no longer able or willing to complete their duties should submit their resignation in writing to the Board President, who will notify the Board of the vacancy. Those members who are physically absent from three consecutive meetings of the Board without explanation satisfactory to the Board, will be deemed to have resigned.

Section 9. At-Large Directors. A minimum of four at-large Directors may be selected by the Board for terms of up to three years in recognition of significant environmental leadership. At-large Directors shall have all rights and responsibilities of other Board members, including participation in Executive Committee meetings and decisions.

Section 10. Organizational Directors. Representatives of state or local environmental organizations that wish to support the purposes of the Council may be seated on the Board as Organizational Directors for terms to be determined by the Member Organization. Organizational Directors shall have all rights and responsibilities of Board members.

ARTICLE V. Officers.

Section 1. Officers. The officers of the Council shall be President, Vice-President, Immediate Past President, Secretary, and Treasurer and such other officers as the Board shall determine. Officers shall be elected by the Board from its membership at the first Board meeting after the annual meeting. Terms of office will be for two years. The Vice President will be elevated to President, who shall be elevated to Immediate Past President at the end of the respective terms. No two offices shall be held simultaneously by the same person.

Section 2. President. The President shall be the chief executive officer of the Council and shall preside at Board meetings. The President shall be responsible for the management of the Council subject to supervision and direction of the Board and shall see that all orders and resolutions of the Board are carried into effect.

Section 3. Vice-president. The Vice-president shall assume the duties of the President in the absence, incapacity, or resignation of the President. The Vice President shall be responsible for organizing the annual meeting program and shall have such other duties as assigned by the Board.

Section 4. Secretary. The Secretary shall be responsible for recording the minutes of the annual meeting and the Board meetings. The Secretary shall be responsible for all correspondence, including notices of meetings, and shall perform such duties as assigned by the Board.

Section 5. Treasurer. The Treasurer shall receive the funds of the Council, including all cash, securities or other property. The Treasurer shall keep the funds of the Council in the name of the Council in such bank or other depository as may be designated by the Board. All checks, drafts or other orders for payment issued in the name of the Council shall be signed by the Treasurer and/or by such other officers or agents of the Council as shall be determined by the Board. The Treasurer or any other person duly authorized by the Board shall pay all bills which

have been approved by the Board, the Executive Committee, or by such other persons and by such other procedures as the Board may determine. The Treasurer shall keep an account of all receipts, disbursements, fiscal and financial transactions and shall furnish statements thereon when and as required by the Board, Executive Committee, or the President. At the annual meeting, the Treasurer shall present complete financial statements reporting the financial condition and results of operations for the preceding year.

Section 6. Executive Director. An Executive Director may be hired by the Board to serve at the pleasure of the Board. The Executive Director shall be the chief operating officer of the Council and shall be responsible to the Board for the day-to-day management of the Council's affairs and properties. The Executive Director may sign, with the Secretary or other appropriate officer of the Council authorized by the Board or required by law, all contracts or other documents on behalf of the Council. He or she shall be the chief staff officer of the Board and of all Board committees and may serve as an ex-officio, nonvoting capacity at the Board's discretion. His or her compensation shall be fixed by the Board. With approval of the Board, the Executive Director may designate a member of the staff who shall assume the duties and responsibilities of the Executive Director in the latter's absence, and who shall be authorized to perform all duties attending that office.

Section 7. Incapacity. In the event of absence or disability of any officer, or for any reason that the Board may deem sufficient, the Board may delegate those powers and duties to any other person qualified to perform the required duties.

ARTICLE VI. COMMITTEES

Section 1. The standing committees of the Council shall be the Executive, Finance, Governmental Affairs, and such other committees as may be created by the Board. Except as otherwise stated in these by-laws, standing committees shall be appointed by the Board and shall serve for a term of one year and shall be composed of two or more Directors and may include persons not on the Board. Committees may act on behalf of the Council only with a specific resolution to that effect by the Board.

Section 2. Executive Committee. The Executive Committee shall consist of the officers of the Council, and three at-large Directors selected by the Board. The Executive Committee shall initiate and/or implement the ordinary and reasonable daily business of the Council and shall have and exercise the authority of the Board in the management of the Council. If deemed necessary, members of the Executive Committee may be polled by telephone to authorize such action. The Secretary of the Board shall act as Secretary of the Executive Committee and shall keep minutes of Executive committee actions and shall report them to the next meeting of the Board for its approval, revision, or disapproval of any action taken; but any such revision or disapproval shall be without prejudice to any third person, and failure to submit the minutes or receive approval from the Board shall not invalidate any completed or uncompleted action taken by the Council upon authorization of the Executive Committee. The rules regarding quorum and majority vote for actions shall be the same as for the Board.

Section 3. Finance Committee. The Finance Committee shall be composed of the Treasurer and at least two other Directors. It shall prepare and submit to the Board an annual budget covering the programs and activities of the Council for the ensuing fiscal year and shall have such other duties as assigned by the Board.

Section 4. Governmental Affairs. The Governmental Affairs committee shall through recommendations of the Council, the environmental community and appropriate government officials develop a list of prospective legislative and government agency action to achieve the purposes of the Council. The committee shall keep the Council informed of the progress of legislation and of appropriate advocacy efforts. Subcommittees dealing with specific items of legislation may be designated and directed by the Board or by the Executive Committee to negotiate to achieve, as nearly as possible, the goals, priorities, and programs of the Council.

Section 5. Other Committees. Other committees, standing or ad hoc, may be created from time to time by the Board or by the Executive Committee. The President with approval of the Board shall appoint the members of such committees, except that if any such committee shall have and exercise the authority of the Board in the management of the Council, such committee and its members shall be appointed by resolution of the Board.

ARTICLE VII. BOOKS, RECORDS, AUDITS, CONTRACTS, AND CONFLICTS OF INTEREST.

Section 1. Books, Records, and Audits. The books of account of the Treasurer and the corporate books and the records of the Secretary shall be open to inspection by any Director or officer of the Council for any purpose at any reasonable time. Records, accounts, and property of the Council in the hands of any officer shall be delivered by them to their successors in office. As soon as practicable after the close of the fiscal year, the books of account and financial affairs of the Council shall be reviewed or audited by an independent accountant designated by the Board.

Section 2. Contracts. The Board may authorize by resolution any officer or officers, agent or agents of the Council to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Council.

Section 3. Conflicts of Interest. No transactions involving remuneration or benefit to a Director or officer, or to an organization in which a Director or officer has an interest, shall be entered into by the Council without full disclosure by the interested Director or officer and the approval of the Executive Committee. An interest shall be defined as that where the Director or officer or any member of his or her immediate family is a director, officer, partner, and/or holds or controls 10 % or more of the voting securities of an organization and the Council purchases more than \$1000.00 per year from that organization. No Director so involved may have a vote in such approval or be counted as part of a quorum in which such vote was made.

ARTICLE VIII. AMENDMENTS.

Section 1. Whenever it appears desirable to amend these by-laws, the Board shall adopt a resolution setting forth the proposed amendment. A printed or typed notice of the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director and to each registrant at the annual meeting. Such amendment shall be adopted if it receives a two-thirds affirmative vote of those present and eligible to vote at the next Board meeting.

ARTICLE IX. DISSOLUTION.

Section 1. Upon dissolution of the Council, the Board shall, after paying or making provisions for the payment of all liabilities of the Council, dispose of all of the assets of the Council exclusively for the purposes of the Council to the State of West Virginia or to other

environmental/conservation organizations which would then qualify under the provisions of Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended and which holds a valid tax exemption permit issued by the West Virginia State Tax Commissioner.

Appendix B

List of WVEC's Legislative Accomplishments

A Few Proud Accomplishments

2023:

Passed: **HB 3189**, the PFAS Protection Act, provides steps for the West Virginia Department of Environmental Protection (WV DEP) to conduct follow-up studies and create action plans to address the public health threat of PFAS or “forever chemicals” at their source.

Passed: **HB 3110** secures more funding for the WV DEP's Office of Oil and Gas. Creates consistent annual funding to increase the number of inspectors from 10 to around 20 to oversee the state's 75,000+ wells.

Re-amended: **SB 468** continues the Cabwaylingo State Forest Trail System while prohibiting DNR from “establishing any additional ATV, ORV, or UTV trail systems within state parks and state forests.” While connector trails from Cabwaylingo will allow ATVs, ORVs, and UTVs, further expansion of these vehicles on our state's public lands was defeated.

Defeated: **HB 2896** would have made WV an Agreement State with the U. S. Nuclear Regulatory Commission. It passed the House but died in Senate Finance. We successfully removed section F (allowing WV to store nuclear waste) but are glad the state legislature did not take on the over \$9 million program.

Defeated: **HB 3294** and **SB 595** would have changed the Managed Timberland Program and effectively killed the opportunity and incentive for WV landowners to enter into carbon capture agreements, which enables landowners to practice stewardship and gain forestry support to maintain their managed timberland.

2022:

Defeated **HB 2598**, the Above Ground Storage Tank Act. This bill sought to deregulate oil and gas waste tanks closest to our drinking water intakes, putting health at risk.

Defeated **HB 4553**, a bill that would have exempted wholesale generators – nuclear, coal, solar, wind, geothermal – from local zoning codes and ordinances. Stopping this bill preserves local control and protects communities.

Amended **HB 4408**, the Public Lands Privatization bill. The bill now requires a public hearing, reduced the contract period from 50 to 40 years, prohibits the WV Department of Natural Resources (WVDNR) director from leaving their position and going to work for a newly contracted company within the first year, and requires any new contract to be approved by the Secretaries of the Department of Commerce, the Department of Tourism, and the Department of Economic Development.

Passed **SB 480** out of the Senate though it died in House Finance. This bill secured funding for the WVDEP's Office of Oil and Gas. The bill would have established an annual oversight fee of \$100 for wells to increase the current number of 9 inspectors within the WVDEP's Office of Oil and Gas to 20 inspectors.

Defeated **SB 554**, the Solid Waste Management Bill. This bill was tabled and aimed to transfer the duties and responsibilities of the Solid Waste Management Board to the WVDEP.

2021:

Defeating the exemption of oil and gas tanks from regular inspection under the Aboveground Storage Tank Act – **HB 2598**.

Legalizing Power Purchase Agreements for on-site solar power – **HB 3310**.

Creating a program to reduce energy usage in State buildings – **HB 2667**.

Defeating a restrictive voter access bill – **SB 565**.

Co-creating the first People's Public Hearing.

2020:

Establishing priorities for expenditures for plugging abandoned gas or oil wells.

Creating a program to further development of renewable energy resources.

Creating Critical Needs/Failing Systems Sub Account.

Disposition of funds from oil and natural gas wells due to unknown/unlocatable interest owners.

2016:

Revising exceptions from FOIA (Freedom of Information Act) provided for in Aboveground Storage Tank Act.

Modifying certain air pollution standards.

2015:

Restoration of "Category A" status to the lower 72-mile stretch of the Kanawha River.

Requiring public water utilities to develop and submit source water protection plans.

Development of an affordable recycling program for businesses.

2014:

Creating the Above Ground Storage Tank Act.

Future Fund Bill.

2013:

Making the Supreme Court Public Campaign Financing Act a permanent program as a member group of West Virginians for Clean Elections

Monongahela Act.

Complete Streets Act.

Some of the Bad Legislation We Have Helped Stop:

2021:

Stopped the exemption of oil and gas tanks from inspection under the Aboveground Storage Tank Act.

Stopped suppressive voter access bill.

2020:

Stopped the exemption of oil and gas tanks from inspection under the Aboveground Storage Tank Act.

HB 4690 – Relating to solid waste facilities.

2018:

Stopped State Parks Logging Bill.

Stopped The Regulatory Reform Act of 2018.

Stopped the abolishment of Environmental Advocate at DEP.

Stopped the Appointment of Industry Advocate at DEP.

Stopped bill that would have allowed industrial energy users and manufacturers to negotiate discounted rates at the expense of ratepayers.

2016:

Stopped bill allowing well pad and road construction with only a storm water permit for oil and gas activities.

2015:

Stopped bill regarding permits for stationary sources of air pollution.

See the History Archive for more at wvecouncil.org/about/archive

Appendix C

Link to WVEC's Current Board Members

wvecouncil.org/bod