

BYLAWS
OF
CLARKSBURG UPTOWN INC.

Article I. Name.

The name of this nonprofit corporation is Clarksburg Uptown Inc.

Article II. Offices.

The corporation may have such offices, either within or without the State of West Virginia, as the board of directors may designate or as the business of the corporation may require from time to time.

Article III. Purpose.

The purposes for which this corporation is formed is to promote and institute any and all things for the economic and social betterment of Downtown Clarksburg, the Glen Elk area and North Central West Virginia, and all other purposes as set forth in the Articles of Incorporation.

Article IV. Members.

Section 1. Qualifications. Membership in this corporation shall be open to those persons or entities engaged in business and/or owning real property within the Central Business district, Glen Elk District and Glen Elk District II of the City of Clarksburg, West Virginia, and to one representative of the City of Clarksburg, and which are accepted as a member by the board of directors. Further qualifications for membership may be promulgated by resolution of the board of directors from time to time. Candidates for membership shall apply to the board of directors.

On approval of an application by 2/3 vote of the board of directors and payment of the required membership fee as may be set by the board of directors, the applicant shall become a member of the corporation. A member in good standing is one who is current in payment of membership fees and any other obligations owed to the corporation.

Section 2. Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Termination of Membership. The board of directors, by affirmative vote of two-thirds (2/3) of all members of the board, may suspend or expel a member for cause after an appropriate hearing, and by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel a member who shall be in default in the payment of dues for the period fixed hereinafter.

Section 4. Rights of Members. Members shall act in an advisory capacity only, as members shall only have the right to vote or act on any business or affairs of the corporation at the annual meeting of members or duly noticed special meeting of members. Membership in this corporation is not transferable and shall cease upon the death, dissolution, liquidation or bankruptcy of such member.

Section 5. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay

any dues, assessments, or other charges theretofore accrued and unpaid.

Article V. Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held on the first Friday of May in each year, beginning with May 4, 2012 at 9:00 a.m. at the location designated by the board of directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Special Meetings. Special Meetings of the members may be called by the president, board of directors, or not less than one-fourth ($\frac{1}{4}$) of the members at such place designated by the board of directors or officer within the State of West Virginia. If no designation is made, the place of meeting shall be the principal office of the corporation within the State of West Virginia as may be designated by the board of directors. The notice of special meetings of members of the corporation shall state the business to be transacted, and no business other than that included in the notice or incidental thereto shall be transacted at any such meeting.

Section 3. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally, by facsimile, electronically via email, or by mail to each member entitled to vote at such meeting, not less than ten (10) nor more than thirty (30) days before the date of such meeting, by or at the direction of the president, or the secretary or the officers or persons calling the meeting. In case of a special meeting or

when required by statute or these bylaws, the purpose or purposes for which meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation with postage prepaid, or by facsimile or electronic mail to such telephone number or electronic mail address for such director as shown in the corporation's records. Notice of all meetings shall also be posted upon the corporation's website not less than ten (10) nor more than thirty (30) days before the date of such meeting.

Section 4. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. Members constituting at least one-third (1/3) of the total membership of the corporation present at any annual meeting shall constitute a quorum at such meeting. Members constituting at least fifty-one percent (51%) of the total membership of the corporation present at any special annual meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Proxies. At any meeting of members entitled to vote any member may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after six months from the date of execution, unless otherwise provided in the proxy. Only members in good standing and current in payment of membership fees and any other obligations owed to the corporation may vote by proxy.

Article VI. Board of Directors.

Section 1. General Powers. The business and affairs of the corporation shall be managed by its board of directors.

Section 2. Composition of the Board. From the time of the adoption of these Bylaws until the next annual meeting of Members subsequent to the adoption of these Bylaws, the number of directors is and shall be ten (10), namely Steve Haning, Martin Howe, Robin Claudio, Michael Malfregeot, Eric Leaseburg, Trey Hornor, Nancy Stinard, Cathy Goings, Larry Policano, and Bill Ford. Three Director positions, specifically those held by Trey Hornor, Martin Howe, and Steve Haning, shall have a term of office of three years from the date of the adoption of these Bylaws; three Director positions, specifically those held by Bill Ford, Larry Policano, and Eric Leaseburg, shall have a term of office of two (2) years from the date of the adoption of these Bylaws; and, the remaining Director positions, specifically those held by Michael Malfregeot, Cathy Goings, Nancy Stinard, and Robin Claudio, shall have a term of office of one (1) year from the date of the adoption of these Bylaws. At the next annual meeting of members subsequent to the adoption of these Bylaws, the number of directors shall be nine (9). At the next annual meeting of members subsequent to the adoption of these Bylaws, the members shall elect Directors for three (3) Director positions ~~seats~~ for a three year term each. Thereafter all Director positions open at the end of an ~~regular~~ expired term (or the two year and three year terms as described above) shall be elected at the annual meeting of members for a term of three years. A Director position that becomes open prior to the expiration of its respective term shall be replaced by the Board of Directors in accordance with Section 11 below. Directors shall be selected from the membership of the corporation existing at the

time of the election. Directors need not be residents of the State of West Virginia. A director may resign at any time by delivering written notice of resignation to the President.

Section 3. Annual and Regular Meetings. A regular meeting of the board of directors shall be held without any other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. Regular meetings of the board of directors shall be scheduled and conducted at least quarterly. The board of directors may provide, by resolution, for the time and place for the holding of additional regular meetings without other notice than such resolution. All meetings of the Board of Directors, shall be open to the membership of the corporation, unless the Board of Directors determines by a majority of directors present to conduct an executive session closed to the membership.

Section 4. Special Meetings. Special meetings of the board of directors may be held at any time by the call of the President of the corporation or one-third (1/3) of the directors.

Section 5. Notice. Notice of any special meeting shall be given at least ten (10) days previously thereto by written notice delivered personally or mailed to each director at his or her address shown in the corporation's records, or by facsimile or electronic mail to such telephone number or electronic mail address for such director as shown in the corporation's records. Notice of all meetings shall also be posted upon the corporation's website at least ten (10) days prior to such meeting.

A director's presence at or participation in a meeting shall constitute a waiver of notice of such meeting as to that director, except when a director at the beginning of the meeting or promptly upon his or her arrival at the meeting objects to holding of the meeting or transaction of business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting except that such notice must set forth the nature of the business intended to be transacted if such business is amending the Articles of Incorporation or these Bylaws or authorizing the sale of all or substantially all of the assets of the corporation.

Section 6. Quorum. A majority of the number of directors in office immediately before the meeting exists shall constitute a quorum for the transaction of business at any meeting of the board of directors.

Section 7. Voting. The act of the 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 these Bylaws or by law; provided, however, that in the event any matter should come before the board of directors as to which one of the directors has or may have a conflict of interest, said director shall abstain from voting thereon, and the remaining directors, as the case may be, shall have full and complete authority to consider and vote upon such matter, and such vote shall be binding upon the corporation.

Section 8. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless: (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival at the meeting, to holding the meeting or transacting business at the meeting; (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or, (c) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment

of the meeting. Such right of dissent or abstention shall not be available to a director who votes in favor of such action.

Section 9. Meeting by Electronic Communication. One or more directors may participate in a meeting of the directors by means of conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can simultaneously hear each other. Whenever a vote of the directors is required or permitted in connection with any corporate action this vote may be taken orally during this conference. The agreement thus reached shall have like effect and validity as though the action were duly taken by the action of the directors at a meeting of directors. A director participating in a meeting by electronic means is deemed to be present in person at the meeting.

Section 10. Informal Action. Whenever the vote of directors at a meeting thereof is required or permitted to be taken in connection with any corporate action, the meeting and vote of the directors may be dispensed with if all the directors agree in writing to the corporate action being taken. The agreement shall have like effect and validity as though the actions were duly taken by the unanimous action of all directors at a meeting of the directors duly called and legally held.

Section 11. 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 appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. Each such appointment by the board shall be subject to the approval or disapproval of the members at the next regular or special meeting of the members.

Article VII. Committees of the Board of Directors.

The board of directors, at its discretion, may constitute and appoint committees of two or more of its directors to assist in the supervision, management, and control of the affairs of the corporation, with responsibilities and powers appropriate to the nature of the committees and as provided by the board of directors in the resolution of appointment or in subsequent resolutions and directives. All committee members must be directors of the corporation. Each committee so constituted and appointed by the board shall serve at the pleasure of the board of directors. In addition to such obligations and functions as may be expressly provided for by the board of directors, each committee so constituted and appointed by the board shall from time to time report to and advise the board on matters within its particular area of responsibility and interest.

Unless otherwise specifically provided in a resolution of the board of directors, no committee of the board of directors shall have decision-making power or the authority to bind or obligate the corporation in any way and all such committees shall make recommendations to the board of directors with regard to matters of its responsibility and interests.

No committee of the board of directors shall have the authority to: (a) adopt, amend, alter or repeal the Bylaws; (b) elect, appoint, remove or fill a vacancy with respect to a committee member, director or officer; (c) amend or restate the articles of incorporation; (d) adopt or approve a plan of merger or consolidation; (e) authorize the sale, lease, exchange, mortgage or other disposition of all or substantially all of the property or assets of the corporation; or (f) authorize or approve the dissolution of the corporation.

Each committee shall hold meetings upon at least five (5) days notice to each committee member, and a majority of the committee members shall constitute a quorum. All committees shall

keep written minutes of their meetings and shall provide the same at each meeting of the board of directors.

Article VIII. Officers.

Section 1. Number. The officers of the corporation shall be the President, the Vice President, the Secretary, and the Treasurer, each of whom shall be elected by the board of directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the corporation shall be elected by the board of directors at the annual meeting of the board of directors. If the election of officers shall not be held at such annual meeting, such election shall be held as soon thereafter as is convenient at a regular or special meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed. The board of directors may at any time remove, for cause or not for cause, an officer from his or her office.

Section 3. 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 4. The President. The President shall be the principal executive officer of the corporation. Subject to the control of the board of directors, the President shall in general supervise and control all of the business and affairs of the corporation. He or she may sign, individually, or with the Secretary or any other proper officer of the corporation thereunto authorized by the board

of directors, any contracts or other instruments for the corporation, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time.

Section 5. The Vice President. The Vice President shall, in the absence of the President or in the event of the President's death, inability or refusal to act, 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. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the board of directors.

Section 6. The Secretary. The Secretary shall: (a) keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) 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 the corporation under its seal is duly authorized; (d) keep a register of the address of each director which shall be furnished to the Secretary by such director; (e) have general charge of the record books of the corporation; (f) authenticate records of the corporation; and (g) 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 or her by the President or by the board of directors.

Section 7. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts and monies

due and payable to the corporation from any source whatsoever and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors or authorized officers; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the board of directors.

Section 8. Assistant Officers. The board of directors shall have the power, in its discretion, to appoint any qualified person to act as assistant to any officer of the corporation. Such assistant shall perform such duties as the board of directors shall prescribe, including the performance of the duties of the principal officer when the incumbent is unable to act or it is impractical for him or her to act personally, subject to any restrictions on such authority as may be imposed by the board. The acts of such assistant officer, within the scope of his or her authority as delineated by the board, shall be the acts of the corporation to the same extent as if done by the principal officer.

Article IX. Contracts, Checks and Deposits.

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents, 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 instances.

Section 2. Checks and Drafts. All checks, drafts or other 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.

Section 3. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

Article X. Indemnity.

Through the purchase of insurance or to the extent of funds available therefor, directors and officers of the corporation shall be indemnified to the extent permitted under West Virginia Code §§ 31E-8-850-858.

Article XI. Seal.

The board of directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state and year of incorporation, and the words "Corporate Seal", but the board may adopt a different seal from time to time.

Article XII. Waiver of Notice.

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

Article XIII. Amendments.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the

board of directors at any meeting of the board of directors.

Dated: 5/20/11

Em J Fey
Secretary