

West Virginia Cooperative Associations

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This research is intended to provide detailed information on specific provisions of the West Virginia Cooperative Associations law. The table of contents provides a list of provision topics addressed. The descriptions of the statute provisions include legal citations to the specific part of the statute where the topic is addressed so users can easily look at the statute language. A URL for the statute is also provided when it is available.

This research has been provided by a private individual and does not represent official policy of the U.S. Department of Agriculture or any other government agency. The research is presented only to provide summary information to persons interested in the state statutory treatment of West Virginia cooperatives. Individuals considering organizing a cooperative are advised to seek professional advice from an expert on cooperative law who is familiar with the specifics of the individual's situation.

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1. Cooperative Statute: Policy, Purposes, Powers

1.1. State and Statute Title. Please name the state and the title of the cooperative organization law. Provide a nickname for the cooperative law using the state abbreviation hyphenated with a brief statute descriptor

- Cooperative Associations; WV-Coop

1.2. Statute Nickname, Legal Citation, and URL. Please provide a full legal citation to the statute and, if available, a uniform resource locator (URL) address where the statute may be accessed for free.

- W. Va. Code § 19-4;
<http://www.legis.state.wv.us/wvcode/ChapterEntire.cfm?chap=19&art=4>

1.3. Application of General Law. Briefly describe whether general corporate law or general limited liability company law applies to cooperatives organized under the statute.

- WV-Coop § 19-4: General corporate law: Much of the statute was passed prior to LLC law and § 19-4-29 states that the provisions of the business corporation laws in Chapter 31-D or nonprofit corporation laws in Chapter 31-E apply. (LLC law is Chapter 31-B, and not mentioned.)

1.4. Conflict of Laws. Briefly describe any provisions addressing any conflict between the cooperative statute and general corporate or general limited liability company law.

- WV-Coop § 19-4-20: Any provision of laws in conflict do not apply.

1.5. Construction of Law. Briefly describe any reference to how the statute should be construed.

- WV-Coop § 19-4-20: Conflicting laws do not apply.

1.6. Declaration of Statutory Policy. Briefly state any broad declaration of statutory policy (i.e., description of conditions in agriculture or in the economy prompting the enactment of the cooperative statute).

- WV-Coop § 19-4: NA.

1.7. Statutory Qualification as a Cooperative. Briefly describe any statement indicating that a cooperative is an entity that qualifies under this particular statute.

- WV-Coop § 19-4: A cooperative association may be organized to engage in one or more qualified activities in connection with the marketing or selling of agricultural products or the goods and services of its members or those purchased from other persons; or in connection with the manufacturing, selling or supplying to its members of machinery, equipment or supplies; or in securing and disseminating market information; or in the financing directly, through agricultural credit associations, and/or otherwise, the above-enumerated activities; or in any one or more of the activities specified herein. An agricultural credit association may be organized hereunder to finance qualified persons or to finance any cooperative association, or both, whether formed under the laws of this or any other state.

1.8. Cooperative Operational Description. Briefly describe any provision that gives a general, operational description of a cooperative.

- WV-Coop § 19-4: Three or more qualified persons engaged in the production of agricultural products or the provision of goods and services may form a cooperative association with or without capital stock. Three or more cooperative associations may form an agricultural credit association, with or without capital stock, under this article and in compliance with the credit union provisions of chapter thirty-one-c of this code.

1.9. "Nonprofit" Nature of Cooperative. Briefly describe any reference to the "nonprofit" nature of the cooperative inasmuch as it is organized to pass margins to users rather than to make profit for itself.

- WV-Coop § 19-4: NA.

1.10. Cooperative Purpose. List any specific purpose(s) of the cooperative.

- WV-Coop § 19-4: A cooperative association may be organized to engage in one or more qualified activities in connection with the marketing or selling of agricultural products or the goods and services of its members or those purchased from other persons; or in connection with the manufacturing, selling or supplying to its members of machinery, equipment or supplies; or in securing and disseminating market information; or in the financing directly, through agricultural credit associations, and/or otherwise, the above-enumerated activities; or in any one or more of the activities specified herein. An agricultural credit association may be organized hereunder to finance qualified persons or to finance any cooperative association, or both, whether formed under the laws of this or any other state.

1.11. Perpetual Duration and Succession. Does a cooperative have perpetual duration and succession?

- WV-Coop § 19-4: Not addressed in statute.

1.12. General Powers. State briefly any general power mentioned (e.g., the power to do all things necessary or convenient to carry out the cooperative's business).

- WV-Coop § 19-4: To engage in any qualified activity in connection with any agricultural products or goods and services provided; or any activity in connection with the purchase, hiring or use by its members of supplies, machinery or equipment; or in securing and disseminating market information; or in the financing, directly, through agricultural credit associations any qualified activities.
- All transactions with nonmembers shall be on terms fixed by the association and nonmembers shall not otherwise participate in any benefits derived from such transactions; to do each and everything necessary, suitable or proper for the accomplishment of any one of the purposes or the attainment of any one or more of the subjects herein enumerated, or conducive to or not contrary to the interest or benefit of the association; and to contract accordingly; and, in addition, to exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the association is organized or to the activities in which it is engaged, and any other rights, powers, and privileges granted by the laws of this state to ordinary corporations, except such as are inconsistent with the purposes of this article; and to do any such thing anywhere. An agricultural credit association shall have all of the powers given to a cooperative association under the provisions of subdivision (b), section four of this article, and in general shall have power to do and perform any act or thing, not inconsistent with law, which may be appropriate to promote and attain the objects and purposes of such credit association.

1.13. Specific Powers. Please list any specific powers mentioned (e.g. buy/sell/produce/process products, handle byproducts, make purchases for members, manufacture, enter contracts, act as agent, own property, sue and be sued, develop and own patents, trademarks, and copyrights, borrow and lend money, invest, etc.).

- WV-Coop § 19-4: Generally, to borrow money; make advances to members; to make, accept, endorse and guarantee promissory notes, bills of exchange, drafts, warrants, certificates, mortgages, and other forms of obligation; to become guarantor, maker, and/or endorser for bills, notes, securities and other evidences of debt of any association or person; to act as agent of members; to purchase or guarantee the payment of dividends or interest on, or the retirement or redemption of, shares of the capital stock or bonds of any organization engaged in the warehousing or handling or marketing of products handled by the cooperative; to establish and invest reserves in accordance with the bylaws; to own real or personal property; to develop and own intellectual property.

1.14. Inter-Association Agreements. Briefly describe any provision that permits activities between or among two or more cooperatives.

- WV-Coop § 19-4: Any association may, upon resolution adopted by its board of directors, enter into all necessary and proper contracts and agreements and make all necessary and proper stipulations, agreements and contracts and arrangements with any other cooperative corporation, association or associations, formed in this or in any other state, for the cooperative and more economical carrying on of its business or any part or parts thereof. Any two or more associations may, by agreement between them, unite in employing and using, or may separately employ and use, the same personnel, methods, means and agencies for carrying on and conducting their respective business.

1.15. Prohibited Powers. State briefly (list) powers denied to the cooperative.

- WV-Coop § 19-4: Only that a farmers' marketing association for the sale of farm products is prohibited from using the terms "cooperative," "cooperative," or "co-op" if not in compliance with the statute.

1.16. Prohibited Lines of Business. State briefly (list) prohibited lines of business.

- WV-Coop § 19-4: Anything other than: producing, preserving, harvesting, drying, processing, manufacturing, canning, packing, grading, storing, handling, utilizing, marketing, financing, selling, distributing, shipping, procuring or providing of agricultural products, or other goods and services, or the by-products thereof.

1.17. Emergency Powers. State briefly any emergency powers.

- WV-Coop § 19-4: NA.

1.18. Ultra Vires. Briefly describe any provision addressing when a cooperative exceeds its legal purpose.

- WV-Coop § 19-4: NA.

1.19. Quo Warranto Proceeding. Describe briefly any provision addressing any inquiry into the legitimacy of an association's operation as a cooperative.

- WV-Coop § 19-4: No association organized under this article and complying with the terms thereof shall be deemed to be a conspiracy or a combination in restraint of trade or an illegal monopoly or an attempt to lessen competition or to fix prices arbitrarily; nor shall the marketing contract and agreements between the association and its members or any agreements authorized in this article be considered illegal as such or in unlawful restraint of trade or as part of a conspiracy or combination to accomplish an improper or illegal purpose.

1.20. Miscellaneous. Describe any other provision(s) that address cooperative powers or their limits.

- WV-Coop § 19-4: NA.

2. Cooperative Association Formation

2.1. Specific Cooperative Forms. Name any specific cooperative forms mentioned by the statute (e.g., worker cooperative, agricultural cooperative, value-added producer cooperative, etc.).

- WV-Coop § 19-4: Agricultural cooperative.

2.2. Number of Organizers. Is a minimum number of organizers required?

- WV-Coop § 19-4: Three.

2.3. Requirements for Organizers. Are there any other requirements for organizers (e.g. an organizer must be a "person," a "natural person," an "association," must be a state resident, must be a certain age, must produce agricultural products, etc.)?

- WV-Coop § 19-4: Three or more qualified persons engaged in the production of agricultural products or the provision of goods and services may form a cooperative association with or without capital stock. Three or more cooperative associations may form an agricultural credit association, with or without capital stock, under this article and in compliance with the credit union provisions of chapter thirty-one-c of this code.

2.4. Promoter Activities, Expenses. Briefly describe any provisions that address the activities and/or expenses of individuals ("promoters") engaged in assisting in the organization of the cooperative.

- WV Ag-Coop § 19-4: NA.

2.5. State Filing Requirements. Briefly state where and how to file the articles of incorporation or organization.

- WV Ag § 19-4: The articles shall be signed and filed in accordance with the provisions of the business or nonprofit corporation laws of this state. These laws require an executed document be delivered to secretary of state's office for filing, along with any franchise tax or filing fee.

2.6. State Fees. State the fee amount for starting a cooperative.

- WV-Coop: § 19-4: \$50.

2.7. Start of Legal Existence. When does the cooperative's legal existence begin?

- WV-Coop § 19-4: Date received at secretary of state's office, even if filed later.

2.8. Cooperative Name. Is "cooperative" or another term of art required as part of the association's Name?

- WV-Coop § 19-4: Yes, either: "cooperative," "co-operative," or "co-op."

2.9. Additional Name Requirements. Is the cooperative's Name required to be unique?

- WV-Coop § 19-4: No.

2.10. Permitted Businesses. Are there restrictions on types of business entities that can be called a cooperative?

- WV-Coop § 19-4: Cannot use cooperative, co-operative, or co-op, unless incorporated under this statute

2.11. Nonstock Cooperatives. Are nonstock cooperatives permitted?

- WV-Coop § 19-4: Yes.

2.12. Stock Cooperatives. Are stock cooperatives permitted?

- WV-Coop § 19-4: Yes.

2.13. Prerequisites to Formation. State briefly any special prerequisites to forming a cooperative (e.g. requirement of certain percentage of capital paid prior to organization/incorporation or requirement that a permit be obtained).

- WV-Coop § 19-4: NA.

2.14. Annual Renewal. Is an annual renewal of the organization/incorporation required?

- WV-Coop § 19-4: NA.

2.15. Annual Report. Is an annual report required?

- WV-Coop § 19-4: Yes.

2.16. Annual Report Content. Briefly describe any provisions stating the required content in the annual report.

- WV-Coop § 19-4: Sent to Chapter 59 of the Code for general information on annual reports.

2.17. Failure to File. Briefly describe any provision that addresses consequences for failure to file an annual report.

- WV-Coop § 19-4: Chapter 59 includes that late fees accrue with failure to file.

2.18. State Assistance. Briefly describe any provision that allows for state assistance to individuals contemplating forming a cooperative.

- WV-Coop § 19-4: NA.

2.19. Foreign Cooperatives. Briefly describe any provisions on permission for an out-of-state cooperative to do business in the state.

- WV-Coop § 19-4: Limited to rights and remedies, which apply to similar associations of other states.

2.20. Domestic Cooperatives. Briefly describe any provision allowing a domestic cooperative to do business in another state.

- WV-Coop § 19-4: NA.

2.21. Miscellaneous. Briefly describe any other provision addressing the start of a cooperative that was not addressed by the previous questions.

- WV-Coop § 19-4: NA.

3. Cooperative Articles of Association

3.1. Signatures and Acknowledgment. Briefly describe any provision that requires that the articles be signed, subscribed, acknowledged, or notarized.

- WV-Coop § 19-4: NA.

3.2. Cooperative Name. Do the organizing documents/articles of incorporation require the cooperative's name?

- WV-Coop § 19-4: Name of association required, with words "cooperative," "co-operative," or "co-op."

3.3. Cooperative Purpose. Are the organizing documents/articles required to state a purpose for the cooperative?

- WV-Coop § 19-4: Yes.

3.4. Place of Business. Is the place of business required?

- WV-Coop § 19-4: Yes.

3.5. Term of Existence. Briefly describe any provision requiring that the term of existence of the organization be required in the articles.

- WV-Coop § 19-4: The period, if any prescribed, for the duration of the corporation.

3.6. Incorporators, Subscribers. Briefly describe any provision that requires that the names and addresses of incorporators and/or subscribers be identified in the articles.

- WV-Coop § 19-4: NA.

3.7. Number of Directors. Briefly describe any provision requiring a statement in the articles of the number and of directors.

- WV-Coop § 19-4: Not required in articles, but board of no less than three directors is required.

3.8. Director Term. Briefly describe any provision requiring that the term of the directors be specified in the articles.

- WV-Coop § 19-4: NA.

3.9. Registered Agent. Is the name of a registered agent required?

- WV-Coop § 19-4: NA.

3.10. Limitations of Power. Briefly describe any required/permitted provisions in the organizing document limiting the powers of the cooperative, its board, and/or its members.

- WV-Coop § 19-4: NA.

3.11. Limitations of Liability. Briefly describe any required/permitted organizing document provision(s) regarding limitation of liability with respect to the organizers/incorporators, officers, members, and/or shareholders.

- WV-Coop § 19-4: NA.

3.12. Membership Definition. Briefly describe any statutory reference to defining membership in the organizing document.

- WV-Coop § 19-4: If organized without capital stock, whether the property rights and interest of each member are equal or unequal; and if unequal, the general rules applicable to the classes of members whose property rights and interest are determined and fixed; and provision for the admission of new members who may be entitled to share in the property of the association with the old members, in accordance with the general rules. This provision of the articles of incorporation may not be altered, amended or repealed except by the written consent or vote of three fourths of the members.

3.13. Member Classes. Is a description of member classes required/permitted?

- WV-Coop § 19-4: Not required, and not enumerated. Permissible.

3.14. Member Property Rights. Is a description required/permitted regarding member property rights?

- WV-Coop § 19-4: NA.

3.15. Member Voting Rights. Is a description required/permitted regarding member voting rights?

- WV-Coop § 19-4: If association issues more than one class of stock, then a statement of the powers, preferences, rights, qualifications, limitations, or restrictions that are permitted with respect to the class of stock.

3.16. Membership Certificates. Is a statement required/permitted on whether the cooperative is organized with membership certificates?

- WV-Coop § 19-4: NA.

3.17. Capital Stock. Is a statement required/permitted that the cooperative is organized with capital stock?

- WV-Coop § 19-4: No, but if it is organized with capital stock and authorized to issue only one class of stock, details must be provided (similar to the details required if more than one class of stock)

3.18. Amount of Capital Stock. Is a description of the amount of capital stock required/permitted?

- WV-Coop § 19-4: Total number of shares and par value.

3.19. Par Value. Is a statement of par value required/permitted?

- WV-Coop § 19-4: Yes.

3.20. Authorized Classes of Stock. Is a description of other authorized classes of stock required/permitted?

- WV-Coop § 19-4: Description isn't required, but number of shares of each class and par value is.

3.21. Par Value of Authorized Classes of Stock. Is a statement of par value required/permitted for other authorized classes of stock?

- WV-Coop § 19-4: Required.

3.22. Acquire/Recall Stock. Is a statement of a reservation of right for the cooperative to acquire/recall stock required/permitted?

- WV-Coop § 19-4: NA.

3.23. Voting Rules. State briefly if a description of voting rules is required/permitted.

- WV-Coop § 19-4: NA.

3.24. Distributions/Appportionments. Is a description of distribution or apportionment of dividends, earnings, and losses required/permitted?

- WV-Coop § 19-4: NA.

3.25. Capital Accounts. Is a description of a cooperative's capital account(s) required/permitted?

- WV-Coop § 19-4: NA.

3.26. Asset Distribution on Liquidation. Is a statement on distribution of assets on liquidation required/permitted?

- WV-Coop § 19-4: NA.

3.27. Miscellaneous Provisions. Briefly describe any additional important provisions.

- WV-Coop § 19-4: The articles may also contain any provisions managing, defining, limiting or regulating the powers and affairs of the association, the directors, the stockholders or members of the association

3.28. Amendment Initiation. Briefly describe the initiation of an amendment to the organizing document.

- WV-Coop § 19-4: At any regular meeting or any special meeting called for that purpose.

3.29. Notice of Amendment. Briefly describe notice requirements regarding an amendment to the organizing document.

- WV-Coop § 19-4: NA.

3.30. When Amendments Occur. Briefly describe any requirement regarding when the amendments must be made (e.g. during the annual membership meeting).

- WV-Coop § 19-4: At any regular meeting or special meeting called for the purpose of amending articles.

3.31. Quorum Requirements. Briefly describe any quorum requirements for an amendment.

- WV-Coop § 19-4: Approval by 2/3 of directors then adopted by a vote representing majority of members.

3.32. Margin Required for Approval. State briefly whether a majority or supermajority is required for approval of an amendment and state amount (e.g., 51 percent, 2/3 majority, etc.).

- WV-Coop § 19-4: 2/3 of directors, then majority of members.

3.33. Voting Members. List types of members who can vote on the amendment.

- WV-Coop § 19-4: All members.

3.34. Board Authority. Describe briefly any authority of the board of directors to make amendments.

- WV-Coop § 19-4: Amendment must first be approved by 2/3 of directors.

3.35. Filing of Amendment. Describe briefly how an amendment is executed and filed.

- WV-Coop § 19-4: Filed in accordance with provisions of general corporation laws in WV.

3.36. Restrictions on Amendment. Describe briefly any restrictions on changes to the articles of organization/incorporation other than supermajority requirements.

- WV-Coop § 19-4: NA.

3.37. Miscellaneous Rules. Describe briefly any miscellaneous rules regarding amendments to the articles of organization.

- WV-Coop § 19-4: NA.

4. Cooperative Definitions

4.1. Cooperatives Defined in Statute. Please list specific types of cooperatives defined in the statute (e.g., worker cooperative, consumer cooperative, producer cooperative).

- WV-Coop § 19-4: Agricultural products, or provision of goods or services. While worker cooperative and consumer cooperative aren't mentioned, the list of qualified activities allows these options and multi-stakeholder cooperatives in WV.

4.2. Agricultural Cooperative Definition. Please provide a brief summary of any definition of an agricultural cooperative.

- WV-Coop § 19-4: NA., but limited to "qualified persons" doing "qualified activities":(e) "Qualified person" means a person who is engaged in the producing, preserving, harvesting, drying, processing, manufacturing, canning, packing, grading, storing, handling, utilizing, marketing, financing, selling, distributing, shipping, procuring or providing of agricultural products, or other goods and services, or the by-products thereof. (f) "Qualified activity" means those engaged in the producing, preserving, harvesting, drying, processing, manufacturing, canning, packing, grading, storing, handling, utilizing, marketing, financing, selling, distributing, shipping, procuring or providing of agricultural products, or other goods and services, or the by-products thereof.

4.3. Worker Cooperative Definition. Please describe briefly any worker cooperative definition.

- WV-Coop § 19-4: NA.

4.4. Other Cooperative Definitions. Please describe briefly any other definitions of types of cooperatives.

- WV-Coop § 19-4: NA.

4.5. Agricultural Products Definitions. Please list any agricultural products defined.

- WV-Coop § 19-4: Not defined, but activities related to products include: producing, preserving, harvesting, drying, processing, manufacturing, canning, packing, grading, storing, handling, utilizing, marketing, financing, selling, distributing, shipping, procuring or providing of agricultural products

4.6. Other Definitions. Please describe briefly any unique or unusual definitions unlikely to be addressed in other parts of the surveys.

- WV-Coop § 19-4: NA.

5. Cooperative Bylaws

5.1. **Bylaw Requirement.** Briefly describe any provisions addressing whether a cooperative is required to adopt bylaws

- WV-Coop § 19-4: Required.

5.2. **Adoption Time Requirements.** Describe any time requirements regarding adoption of the bylaws.

- WV-Coop § 19-4: Within 30 days of incorporation.

5.3. **Adoption Approval.** Briefly describe any provisions addressing the approval of the bylaws by vote or written assent including the margin of approval required.

- WV-Coop § 19-4: Majority vote of members or stockholders, or written assent, is necessary.

5.4. **Who May Adopt Bylaws.** Briefly describe who may adopt the bylaws (e.g., members, stockholders, organizing members).

- WV-Coop § 19-4: Members or stockholders.

5.5. **Filing Bylaws.** Briefly describe any requirements regarding filing and/or where bylaws must be kept.

- WV-Coop § 19-4: NA.

5.6. **Bylaw Purposes.** Briefly describe any statutory statements regarding the purpose of the bylaws.

- WV-Coop § 19-4: NA.

5.7. **Bylaw Contents.** Briefly describe any general statutory statement regarding the contents of the bylaws.

- WV-Coop § 19-4: Bylaws must provide for at least one regular annual meetings. Bylaws MAY provide for (generally): (a) The time, place and manner of calling and conducting meetings; (b) the number constituting a quorum; (c) The right of members to vote by proxy, mail or both; the effect of such votes; (d) the number of directors constituting a quorum; and, (if authorized by the articles of incorporation) the total number of directors; (e) the qualifications, compensation, duties and term of office of directors and officers; time of election and the mode and manner of giving notice thereof; (f) penalties for bylaw violation; (g) the amount of entrance, organization and membership fees, how collected, and how used; (h) the amount which each member must pay for cooperative services or to carry on the cooperative business; and the marketing contract; (i) The number and qualification of members; the manner of permitting member withdrawal or stock transfer; the conditions upon which membership ceases; valuation of membership interest and purchase by cooperative or eligible person.

5.8. Member Admission. Briefly describe permitted/mandated bylaw provisions regarding conditions for member admission.

- WV-Coop § 19-4: Bylaws may provide number and qualifications of members or stockholders and conditions precedent to membership.

5.9. Membership Rights. Briefly describe permitted/mandated bylaw provisions regarding a description of membership rights.

- WV-Coop § 19-4: The method, time and manner of permitting members to withdraw or the holders of common stock to transfer their stock; the manner of assignment and transfer of the interest of members and of the shares of common stock; the conditions upon which and time when membership of any member shall cease.

5.10. Fees, Service Charges. Briefly describe permitted/mandated bylaw provisions regarding fees and service charges by the cooperative.

- WV-Coop § 19-4: NA.

5.11. Membership Suspension/Cessation. Describe any provisions in the bylaws regarding suspension or cessation of membership.

- WV-Coop § 19-4: Bylaws may provide for: the conditions upon which and time when membership of any member shall cease; the automatic suspension of the rights of a

member when he ceases to be eligible to membership in the association; the mode, manner and effect of the expulsion of a member; the manner of determining the value of a member's interest, and provision for its purchase by the association, at its option, upon the death or withdrawal of a member or stockholder, or upon the expulsion of a member or forfeiture of his membership, or, at the option of the association, the purchase at a price fixed by conclusive appraisal by the board of directors, or at the election of the board, such property interests may be sold at public auction to the association itself, or to any person eligible to membership in such association and the proceeds of such sale paid over to the personal representative of such deceased member, or to the member withdrawing or expelled, as the case may be.

5.12. Membership Termination Interests. Please describe any bylaw requirements regarding membership interests at termination.

- WV-Coop § 19-4: Bylaws may provide for: the manner of determining the value of a member's interest, and provision for its purchase by the association, at its option, upon the death or withdrawal of a member or stockholder, or upon the expulsion of a member or forfeiture of his membership, or, at the option of the association, the purchase at a price fixed by conclusive appraisal by the board of directors, or at the election of the board, such property interests may be sold at public auction to the association itself, or to any person eligible to membership in such association and the proceeds of such sale paid over to the personal representative of such deceased member, or to the member withdrawing or expelled, as the case may be.

5.13. Meeting Requirements. Briefly describe whether the bylaws are required to state meeting requirements.

- WV-Coop § 19-4: Bylaws must provide for one or more regular meetings annually.

5.14. Annual Meetings. Briefly describe whether the bylaws are required to provide for annual meetings.

- WV-Coop § 19-4: Yes.

5.15. Special Meetings. Briefly describe whether the bylaws are required to provide for special meetings.

- WV-Coop § 19-4: The board of directors shall have the right to call a special meeting at any time, and ten percent of the members or stockholders may file a petition stating the

specific business to be brought before the association and demand a special meeting at any time.

5.16. Meeting Location. Describe briefly whether a meeting location is required to be stated in the bylaws.

- WV-Coop § 19-4: NA.

5.17. Quorum. Describe briefly bylaw provisions permitted/mandated regarding quorum requirements.

- WV-Coop § 19-4: Bylaws may provide: The number of stockholders or members constituting a quorum; the number of directors constituting a quorum; and, if authority therefor is given in the articles of incorporation, the total number of directors.

5.18. Mailing and Proxies. Describe briefly bylaw provisions permitted/mandated regarding mailing and proxies, including any rules regarding electronic delivery of proxies.

- WV-Coop § 19-4: Notice of all meetings, together with a statement of the purposes thereof, shall be mailed to each member at least ten days prior to the meeting: Provided, however, That the bylaws may require instead that such notice may be given as provided by this section, namely, as a Class I legal advertisement in compliance with the provisions of article three, chapter fifty- nine of this code, and the publication area for such publication shall be the county in which the principal place of business of the association is located. Bylaws may also provide for: The right of members or stockholders to vote by proxy or by mail or both; and the conditions, manner, form, and effect of such votes.

5.19. Videoconferences. Describe briefly bylaw provisions that permit/mandate electronic options for meetings (e.g., videoconferences).

- WV-Coop § 19-4: NA.

5.20. District Elections. Describe briefly bylaw provisions permitting/mandating director election by district.

- WV-Coop § 19-4: The bylaws may provide that the territory in which the association has members shall be divided into districts and that the directors be elected either directly

or by district delegates elected by the members in that district. The bylaws shall specify the number of directors to be elected by each district, the manner of reapportioning the directors and the method of redistricting the territory covered by the association. The bylaws may provide that primary elections shall be held in each district to elect the directors apportioned to the districts and that the results of all the primary elections may be ratified during the next regular meeting of the association or may be considered final.

5.21. Director Qualifications. Briefly list required/mandated bylaw provisions regarding directors' qualifications.

- WV-Coop § 19-4: Simply that bylaws may provide for: The qualifications, compensation, duties and term of office of directors and officers; time of their election and the mode and manner of giving notice thereof.

5.22. Special Interest Directors. Briefly describe permitted/mandatory bylaw provisions regarding the appointment of directors that represent special interests or expertise (e.g., the interests of the general public, "investor members," or a specific area of expertise).

- WV-Coop § 19-4: The bylaws may provide that one or more directors may be appointed by a public official, commission or by the other directors. These public directors shall represent the interest of the general public in the associations. The public directors need not be members or stockholders of the association, but shall have the same powers and rights as other directors. The directors shall not number more than one fifth of the entire number of directors.

5.23. Director Duties. Briefly list director duties required/permitted to be described in the bylaws.

- WV-Coop § 19-4: The directors shall elect from their number a president and one or more vice presidents. They shall also elect a secretary and a treasurer, who need not be directors or members of the association; and they may combine the two latter offices and designate the combined office as secretary-treasurer; or unite both functions and titles in one person. The treasurer may be a bank or any depository, and, as such, shall not be considered an officer, but as a function of the board of directors. In such case, the secretary shall perform the usual accounting duties of the treasurer, except that the funds shall be deposited only as and where authorized by the board of directors.

5.24. **Term of Office.** Briefly describe permitted/mandated bylaw provisions on a director's term of office.

- WV-Coop § 19-4: Bylaws may provide for term of office of directors and officers; time of their election and the mode and manner of giving notice thereof.

5.25. **Director's Quorum.** Briefly describe permitted/mandated bylaw provisions on what constitutes a directors' quorum.

- WV-Coop § 19-4: NA.

5.26. **Board Committees.** Briefly describe permitted/mandated bylaw provisions regarding board committees.

- WV-Coop § 19-4: The bylaws may provide for an executive committee and may allot to the committee all the functions and powers of the board of directors, subject to the general direction and control of the board.

5.27. **Officer Qualifications, Duties.** Briefly describe permitted/mandated bylaw provisions related to the qualifications and duties of cooperative officers.

- WV-Coop § 19-4: The directors shall elect from their number a president and one or more vice presidents. They shall also elect a secretary and a treasurer, who need not be directors or members of the association; and they may combine the two latter offices and designate the combined office as secretary-treasurer; or unite both functions and titles in one person. The treasurer may be a bank or any depository, and, as such, shall not be considered an officer, but as a function of the board of directors. In such case, the secretary shall perform the usual accounting duties of the treasurer, except that the funds shall be deposited only as and where authorized by the board of directors.

5.28. **Service Charges.** Briefly describe permitted/mandated bylaw provisions regarding service charges.

- WV-Coop § 19-4: An association may provide a fair remuneration for the time actually spent by its officers and directors in its service and for the service of the members of its executive committee. No director, during the term of his or her office, shall be a party to a contract for profit with the association differing from the contractual terms accorded regular members or holders of common stock of the association.

5.29. Marketing Contracts. Briefly describe permitted/mandated bylaw provisions regarding marketing contracts including provisions allowing liquidated damages for breach.

- WV-Coop § 19-4: Bylaws permit description of marketing contracts. Generally, contracts may require the members to sell (over 20-year time period or less) agricultural products, goods and services or commodities exclusively by means of cooperative. Product or service title passes (except for recorded liens) to cooperative on delivery or other time agreed to in contract. Cooperative may sell goods and services without taking title and pay members after deducting expenses, including interest or dividends on stock, not exceeding eight percent , and any reserves for retiring the stock. Bylaws or contract may provide for injunctive relief and liquidated damages for breach.

5.30. Net Margin Distributions. Briefly describe permitted/mandated bylaw provisions regarding net margins distributions.

- WV-Coop § 19-4: NA.

5.31. Reserves. Briefly describe permitted/mandated bylaw provisions regarding investment of reserves.

- WV-Coop § 19-4: Bylaws may provide for establishing reserves and to invest the funds thereof in bonds or in such other property.

5.32. Stock Ownership Limits. Describe permitted/mandated bylaw provisions regarding stock ownership limits.

- WV-Coop § 19-4: An association in its bylaws may limit the amount of common stock which one member may own. No member or stockholder shall be entitled to more than one vote, regardless of the number of shares of common stock owned by him or her.

5.33. Stock/Membership Restrictions. Describe permitted/mandated bylaw provisions regarding stock/membership restrictions.

- WV-Coop § 19-4: Articles describe cooperative classe(s) of stock and whether any class has or one or more series of stock, as well as any limitations. Cooperative may issue preferred stock, with or without the right to vote, which may be sold to any person,

member or nonmember, and may be redeemable or retireable by the association on such terms and conditions as may be provided for by the articles of incorporation and printed on the face of the certificate. The bylaws shall prohibit the transfer of the common stock of the association to persons who are not qualified persons, or organizations that are not engaged in qualified activities handled by the association, or to persons or organizations that are not members of credit associations financing such products; and such restrictions shall be printed upon every certificate of stock subject thereto.

5.34. Stock Dividends. Describe permitted/mandated bylaw provisions regarding stock dividends.

- WV-Coop § 19-4: NA., but cooperatives have the explicit power to: purchase or otherwise acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge, or guarantee the payment of dividends or interest on, or the retirement or redemption of, shares of the capital stock or bonds of any corporation or association engaged in any related activity or in the warehousing or handling or marketing of any of the products handled by the association.

5.35. Membership Cessation. Describe permitted/mandated bylaw provisions regarding cessation of membership.

- WV-Coop § 19-4: Bylaws may include the conditions upon which and time when membership of any member shall cease.

5.36. Membership Suspension. Describe permitted/mandated bylaw provisions regarding suspension of membership.

- WV-Coop § 19-4: Bylaws may include: the automatic suspension of the rights of a member when he ceases to be eligible to membership in the association; the mode, manner and effect of the expulsion of a member.

5.37. Interests at Termination. Describe permitted/mandated bylaw provisions regarding member interests at termination of the cooperative.

- WV-Coop § 19-4: NA.

5.38. **Bylaw Amendments.** Describe how the bylaws may be amended.

- WV-Coop § 19-4: Amendments are only mentioned with regard to Articles of Incorporation: The articles of incorporation may be altered or amended at any regular meeting or any special meeting called for that purpose. An amendment must first be approved by two thirds of the directors and then adopted by a vote representing a majority of all the members of the association. Amendments to the articles of incorporation, when so adopted, shall be filed in accordance with the provisions of the general corporation laws of this state.

5.39. **Bylaw Violations.** Describe mandated/permitted bylaw terms that address penalties for bylaw violations.

- WV-Coop § 19-4: Bylaws may provide for penalties for violation of the bylaws.

5.40. **Miscellaneous.** Describe any other mandated/permitted bylaw terms.

- WV-Coop § 19-4: NA.

6. Cooperative Members

6.1. **Member Identified.** List who may be a member (e.g., person, corporation, partnership, association, trust, executor, administrator, receiver, political subdivision, producer, tenant, etc.).

- WV-Coop § 19-4: Only qualified persons, employees, volunteers and persons engaged in qualified activities, including the production, sale, creation, distribution, aggregation or cooperative marketing of the agricultural products or the goods and services to be handled by or through the association, and any lessor or landlord who receives as rent all or any part of a crop raised on the leased premises; and under the terms and conditions prescribed in the bylaws adopted by it, an agricultural credit association may admit any person as a member. Other than natural persons may also be members as indicated by: If a member of a nonstock association be other than a natural person, the member may be represented by an individual, associate, officer or manager or member thereof.

6.2. Farmer Membership. Describe briefly any provisions defining members as agricultural producers.

- WV-Coop § 19-4: .Producers are one kind of member, since one kind of qualified activity is production of agricultural products.

6.3. Tenant Member. Briefly describe any provisions defining a member as a tenant of land used for agricultural production.

- WV-Coop § 19-4: Any lessor or landlord who receives as rent all or any part of a crop raised on the leased premises.

6.4. Worker Member. Briefly describe any provision defining a member as a worker.

- WV-Coop § 19-4: None explicitly, but it is possible to do a worker-owned cooperative because qualified persons doing qualified activities could be workers in agricultural production/marketing, service industry, or making any "product." "Qualified person" means a person who is engaged in the producing, preserving, harvesting, drying, processing, manufacturing, canning, packing, grading, storing, handling, utilizing, marketing, financing, selling, distributing, shipping, procuring or providing of agricultural products, or other goods and services, or the by-products thereof. "Qualified activity" means those engaged in the producing, preserving, harvesting, drying, processing, manufacturing, canning, packing, grading, storing, handling, utilizing, marketing, financing, selling, distributing, shipping, procuring or providing of agricultural products, or other goods and services, or the by-products thereof.

6.5. Non-Patron Members. Describe briefly any provisions allowing non-patron members (e.g., an "investor member," etc.)?

- WV-Coop § 19-4: NA.

6.6. Nonmember Interests. Briefly describe any definition(s) of (a) nonmember(s) who may hold shares or proprietary interests in the cooperatives.

- WV-Coop § 19-4: NA,: however, any association organized with stock under this article may issue preferred stock, with or without the right to vote. Such stock may be sold to any person, member or nonmember.

6.7. Other Membership Definitions. Briefly describe any other membership definitions.

- WV-Coop § 19-4:NA.

6.8. Fostering Membership. Describe any provision that allows the cooperative to foster membership by advertising, education, or other lawful means.

- WV-Coop § 19-4: NA.

6.9. Membership Fee. Briefly describe any provision that addresses the membership fees.

- WV-Coop § 19-4: No member shall be liable for the debts of the association to an amount exceeding the sum remaining unpaid on his or her membership fee or his or her subscription to the capital stock, including any unpaid balance on any promissory notes given in payment thereof. When a member of an association established without capital stock has paid his or her membership fee in full, he or she shall receive a certificate of membership. Bylaws may include the amount of membership fees.

6.10. New Members. Briefly describe provisions on the admission of new members.

- WV-Coop § 19-4: NA., but Articles of Incorporation must include: provision for the admission of new members who may be entitled to share in the property of the association with the old members.

6.11. Membership Limitations. Briefly describe any limitation on the number of members.

- WV-Coop § 19-4: NA.

6.12. Membership Transfers. Briefly describe any restrictions on membership transfers.

- WV-Coop § 19-4: NA.

6.13. **Membership Contribution.** Describe briefly any provision that addresses ongoing membership contributions.

- WV-Coop § 19-4: NA.

6.14. **Member Distribution Rights.** Briefly describe any provision addressing a member's distribution rights.

- WV-Coop § 19-4: NA.

6.15. **Stock/Membership Certificates.** Briefly describe any provisions addressing how membership is evidenced (e.g., by stock or membership certificates).

- WV-Coop § 19-4: Membership certificate.

6.16. **Certificate Information.** Describe briefly if any provision that addresses whether any particular information is required to appear on the stock or membership certificates.

- WV-Coop § 19-4: NA.

6.17. **Member Property/Equity Rights.** Briefly describe any provisions addressing a member's property/equity rights in the cooperative.

- WV-Coop § 19-4: NA.

6.18. **Non-Patron Equity.** Briefly describe any provision addressing equity rights of a non-patron.

- WV-Coop § 19-4: NA.

6.19. **Voting.** Briefly describe any statutory reference to "one member, one vote."

- WV-Coop § 19-4: An association in its bylaws may limit the amount of common stock which one member may own. No member or stockholder shall be entitled to more than one vote, regardless of the number of shares of common stock owned by him or her.

6.20. Patronage Voting. Briefly describe whether the cooperative statute permits/requires patronage voting.

- WV-Coop § 19-4: NA.

6.21. Director Elections. Briefly describe any statutory requirements regarding the election of directors by patron members.

- WV-Coop § 19-4: NA.

6.22. Investor Members. Briefly describe any limitations on voting by non-patron equity stakeholders/"investor members."

- WV-Coop § 19-4: NA.

6.23. Patronage Dividends. Briefly describe member rights to receive patronage dividends.

- WV-Coop § 19-4: NA.

6.24. Retained Allocations. Briefly describe member rights to receive per-unit retained allocations.

- WV-Coop § 19-4: NA.

6.25. Nonmember Rights. Briefly describe a nonmember's right to receive patronage dividends and/or per-unit retained allocations.

- WV-Coop § 19-4: NA.

6.26. Nonmember Limitations. Briefly describe any limitations on the cooperative's business with nonmembers (including how the limitations are measured).

- WV-Coop § 19-4: No limitations described in statute, but should be set by cooperative. All transactions with nonmembers shall be on terms fixed by the association and nonmembers shall not otherwise participate in any benefits derived from such transactions.

6.27. Allocations. Briefly describe any required rules regarding the allocation of profits and losses among patron and non-patron members.

- WV-Coop § 19-4: NA.

6.28. Derivative Suit. Briefly describe any provision addressing whether a member has the right to bring a derivative action.

- WV-Coop § 19-4: NA.

6.29. Liability Limitation. Briefly describe any limitation on a member's liability.

- WV-Coop § 19-4: NA.

6.30. Records Inspection. Briefly describe a member's right to inspect cooperative records and/or audits.

- WV-Coop § 19-4: NA.

6.31. Membership Suspension. Briefly describe any provisions regarding membership suspension.

- WV-Coop § 19-4: Only the automatic suspension of the rights of a member when he ceases to be eligible to membership in the association

6.32. Membership Termination. Briefly describe any provisions regarding when membership terminates (e.g., expulsion, death, withdrawal).

- WV-Coop § 19-4: No specifics on when in statute; however, expulsion, death, and withdrawal are all mentioned as options for bylaws to include.

6.33. Termination Procedure. Briefly describe any procedural requirements regarding membership termination.

- WV-Coop § 19-4: NA.

6.34. Member Termination Rights. Briefly describe a former member's rights on termination.

- WV-Coop § 19-4: NA.

6.35. Membership Valuation. Briefly describe any provisions regarding membership valuation.

- WV-Coop § 19-4: NA.

6.36. Miscellaneous. Please address any issues related to this section that have not been addressed by the previous questions.

- WV-Coop § 19-4: NA.

7. Cooperative Association Control and Voting

7.1. Voting Definition. Briefly describe any provisions defining "voting."

- WV-Coop § 19-4: NA.

7.2. Voting Rights. Briefly describe any statutory requirements regarding individual member voting rights including whether there is one vote per member or equal voting required.

- WV-Coop § 19-4: No member or stockholder shall be entitled to more than one vote, regardless of the number of shares of common stock owned by him or her.

7.3. Patronage Voting. Briefly describe provisions regarding voting based on member patronage.

- WV-Coop § 19-4: NA.

7.4. Patronage Voting Exceptions. If there is voting based on the amount of a member's patronage, describe any exceptions or limitations.

- WV-Coop § 19-4: NA.

7.5. Equity Voting. Is voting permitted based on the amount of a member's equity?

- WV-Coop § 19-4: No association shall issue stock to a member until it has been fully paid for. The promissory notes of the members may be accepted by the association as full or partial payment. The association shall hold the stock as security for the payment of the note; but such retention as security shall not affect the member's right to vote.

7.6. Membership Classes. Briefly describe any provisions listing more than one membership class.

- WV-Coop § 19-4: NA.

7.7. Class Voting. If there is more than one class of members, briefly describe the voting rights of each class.

- WV-Coop § 19-4: NA.

7.8. Entity Voting. Briefly describe whether the statute allows for voting by "non-natural" persons (e.g., partnerships, limited liability companies, corporations, and other cooperative associations including federated cooperatives).

- WV-Coop § 19-4: Not explicitly stated, but because the statute is "one member, one vote" and it allows for non-natural members; if a member of a nonstock association is other than a natural person, the member may be represented by an individual, associate, officer or manager or member thereof, duly authorized in writing, then one can assume that non-natural persons can vote.

7.9. Federated Voting. Briefly describe statutory provisions on voting by federated cooperatives.

- WV-Coop § 19-4: NA.

7.10. Federated Conflicts. Briefly describe any provisions that address conflicts of interest with respect to federated cooperatives.

- WV-Coop § 19-4: NA.

7.11. Proxy Voting. Briefly describe provisions allowing for proxy voting.

- WV-Coop § 19-4: Bylaws may include: The right of members or stockholders to vote by proxy or by mail or both; and the conditions, manner, form, and effect of such votes.

7.12. Mailing Ballots. Briefly describe provisions permitting voting by mail.

- WV-Coop § 19-4: NA., but it is allowed if described in bylaws

7.13. Electronic Voting. Briefly describe any telecommunications permitted in the voting process including electronic transmission of votes.

- WV-Coop § 19-4: NA.

7.14. Liens. Briefly describe any provisions that address voting when there is a lien on a member's stock.

- WV-Coop § 19-4: No association shall issue stock to a member until it has been fully paid for. The promissory notes of the members may be accepted by the association as full or partial payment. The association shall hold the stock as security for the payment of the note; but such retention as security shall not affect the member's right to vote.

7.15. Subscriber Voting. Describe briefly if voting is permitted by subscribers who have committed to buying stock but have not purchased it yet.

- WV-Coop § 19-4: NA., but again promissory notes by members where co-op holds stock as security payment of the note, will not affect member's right to vote. This applies to members, though, not non-members.

7.16. Cumulative Voting. Briefly describe any cumulative voting permitted.

- WV-Coop § 19-4: NA.

7.17. District Voting. Briefly describe any rules regarding voting by district or region.

- WV-Coop § 19-4: When a vacancy on the board of directors occurs other than by expiration of term, the remaining members of the board, by a majority vote, shall fill the vacancy, unless the bylaws provide for an election of directors by district. In that case the board of directors shall immediately call a special meeting of the members or stockholders in that district to fill the vacancy. In case the bylaws provide for election of directors by districts with primary elections in each district, then the petition for removal of a director must be signed by twenty percent of the members residing in the district from which he was elected. The board of directors must call a special meeting of the members residing in that district to consider the removal of the director; and by a vote of the majority of the members of that district the director in question shall be removed from office.

7.18. Miscellaneous. Briefly describe any other rules regarding voting.

- WV-Coop § 19-4: NA.

7.19. Membership Meetings. Briefly describe any requirements that the cooperative have membership meetings.

- WV-Coop § 19-4: Membership meetings not described, but each association shall provide for one or more regular meetings annually.

7.20. First Meeting. Briefly describe any statutory requirements regarding the first meeting.

- WV-Coop § 19-4: NA.

7.21. Special Meetings. Briefly describe any provisions on special meetings.

- WV-Coop § 19-4: The board of directors shall have the right to call a special meeting at any time; and ten percent of the members or stockholders may file a petition stating the specific business to be brought before the association and demand a special meeting at any time. Such meeting must thereupon be called by the directors.

7.22. Attendance Rules. Briefly describe meeting attendance rules for different classes of membership.

- WV-Coop § 19-4: NA.

7.23. Notice Requirements. Briefly describe any meeting notice requirements.

- WV-Coop § 19-4: Notice of all meetings, together with a statement of the purposes thereof, shall be mailed to each member at least ten days prior to the meeting: Provided, however, That the bylaws may require instead that such notice may be given as provided by this section, namely, as a Class I legal advertisement in compliance with the provisions of article three, chapter fifty- nine of this code, and the publication area for such publication shall be the county in which the principal place of business of the association is located.

7.24. Notice Requirement Termination. Briefly describe any rules addressing when notice is no longer required (e.g., after several delivery failures).

- WV-Coop § 19-4: NA.

7.25. Meeting Location. Briefly describe provisions that mandate a particular location for meetings.

- WV-Coop § 19-4: None, aside from: When a vacancy on the board of directors occurs other than by expiration of term, the remaining members of the board, by a majority vote, shall fill the vacancy, unless the bylaws provide for an election of directors by district. In that case the board of directors shall immediately call a special meeting of the members or stockholders in that district to fill the vacancy.

7.26. Teleconferences. Can meetings occur by electronic transmission (teleconferencing)?

- WV-Coop § 19-4: NA.

7.27. District Meetings. Are meetings permitted by geographic district?

- WV-Coop § 19-4: Elections of directors apportioned to the districts are permitted by district.

7.28. Quorum Requirements. Briefly describe quorum requirements for meetings.

- WV-Coop § 19-4: The number of directors, and members or stockholders that constitute a quorum may be specified in bylaws.

7.29. Referendum Requirements. Briefly describe requirements regarding any referendum.

- WV-Coop § 19-4: Upon demand of one third of the entire board of directors, made immediately and so recorded, at the same meeting at which the original motion was passed, any matter of policy that has been approved or passed by the board must be referred to the entire membership or the stockholders for decision at the next special or regular meeting; and a special meeting may be called for the purpose.

7.30. Miscellaneous. Describe any other provision regarding meetings.

- WV-Coop § 19-4: NA.

7.31. Miscellaneous. Please describe any other provision that relates to this section that has not been addressed by the previous questions.

- WV-Coop § 19-4: NA.

8. Cooperative Directors

8.1. Director Number. Briefly describe whether a particular number of directors is required.

- WV-Coop § 19-4: Not less than 3.

8.2. Office Term. Briefly describe any requirements regarding a director's term of office.

- WV-Coop § 19-4: Terms may be outlined in bylaws.

8.3. Director Qualifications. Briefly describe any qualification requirements for directors (e.g., must be a member of the cooperative, must be a natural person).

- WV-Coop § 19-4: Just need to be elected by members.

8.4. Special Directors. Are any special categories of directors permitted (e.g., nonmember initial directors, "investor-members," members who represent community interests, or who have special expertise).

- WV-Coop § 19-4: Public directors who represent the interest of the general public in the co-op. They are appointed by a public official, commission, or by the other directors. Cannot be more than 1/5 of number of directors, do not need to be members or stockholders, and have the same powers and rights as other directors. Public directors not required, but could be outlined in bylaws. The bylaws may provide that the territory in which the association has members shall be divided into districts and that the directors be elected either directly or by district delegates elected by the members in that district. The bylaws shall specify the number of directors to be elected by each district, the manner of reapportioning the directors and the method of redistricting the territory covered by the association. The bylaws may provide that primary elections shall be held in each district to elect the directors apportioned to the districts and that the results of all the primary elections may be ratified during the next regular meeting of the association or may be considered final.

8.5. Director Voting Restrictions. Are there any restrictions with respect to voting imposed on any category of director?

- WV-Coop § 19-4: NA.

8.6. Elector Qualifications. Briefly describe any qualification requirements for a person electing any director(s).

- WV-Coop § 19-4: Member or stockholder.

8.7. Election Rules. Briefly describe any rules on how elections occur.

- WV-Coop § 19-4: NA.

8.8. District Elections. Briefly describe if elections may be conducted by district and whether the director must come from that district.

- WV-Coop § 19-4: The bylaws may provide that the territory in which the association has members shall be divided into districts and that the directors be elected either directly or by district delegates elected by the members in that district. The bylaws shall specify the number of directors to be elected by each district, the manner of reapportioning the directors and the method of redistricting the territory covered by the association. The bylaws may provide that primary elections shall be held in each district to elect the directors apportioned to the districts and that the results of all the primary elections may be ratified during the next regular meeting of the association or may be considered final.

8.9. Delegate Elections. Briefly describe if delegates may be elected to choose directors.

- WV-Coop § 19-4: Directors can be elected either directly or by district delegates.

8.10. Director Remuneration. Briefly describe any provisions addressing whether a director is entitled to remuneration for services.

- WV-Coop § 19-4: An association may provide a fair remuneration for the time actually spent by its officers and directors in its service and for the service of the members of its executive committee. No director, during the term of his or her office, shall be a party to a contract for profit with the association differing from the contractual terms accorded regular members or holders of common stock of the association. The bylaws may provide that no director, except the president and secretary, shall occupy a position in the association on regular salary or substantially full-time pay.

8.11. Director Reimbursement. Briefly describe any provisions that address whether directors may be reimbursed for expenses.

- WV-Coop § 19-4: An association may provide a fair remuneration for the time actually spent by its officers and directors in its service and for the service of the members of its executive committee. No director, during the term of his or her office, shall be a party to a contract for profit with the association differing from the contractual terms accorded regular members or holders of common stock of the association. The bylaws may provide that no director, except the president and secretary, shall occupy a position in the association on regular salary or substantially full-time pay.

8.12. Director Insurance. Briefly describe any provisions addressing reimbursement for director insurance.

- WV-Coop § 19-4: NA.

8.13. Miscellaneous. Briefly describe any other provision addressing director compensation.

- WV-Coop § 19-4: NA.

8.14. Director Responsibilities. Briefly describe any provisions that address a director's responsibilities.

- WV-Coop § 19-4: Electing officers: The directors shall elect from their number a president and one or more vice presidents. They shall also elect a secretary and a treasurer, who need not be directors or members of the association; and they may combine the two latter offices and designate the combined office as secretary-treasurer; or unite both functions and titles in one person. The treasurer may be a bank or any depository, and, as such, shall not be considered an officer, but as a function of the board of directors. In such case, the secretary shall perform the usual accounting duties of the treasurer, except that the funds shall be deposited only as and where authorized by the board of directors.

8.15. Director Powers. Briefly describe any provisions addressing director powers.

- WV-Coop § 19-4: Altering or amending articles of incorporation: An amendment must first be approved by two thirds of the directors and then adopted by a vote representing a majority of all the members of the association Also, the right to call a special meeting.

8.16. Special Committees. Briefly describe whether directors may create special purpose committees.

- WV-Coop § 19-4: NA., only executive committee is described.

8.17. Committee Restrictions. Briefly describe any restrictions on special committee membership (e.g., to individuals who are directors, etc.).

- WV-Coop § 19-4: NA.

8.18. Meeting Notice. Briefly describe any provisions addressing notice requirements for director meetings.

- WV-Coop § 19-4: NA.

8.19. Quorum Requirements. Briefly describe any provisions addressing quorum requirements for director meetings.

- WV-Coop § 19-4: NA.

8.20. Director Voting. Briefly describe any provisions addressing director voting.

- WV-Coop § 19-4: NA.

8.21. Videoconferencing. Briefly describe any provisions that address electronic meetings (videoconferencing).

- WV-Coop § 19-4: NA.

8.22. Special Director Action. Briefly describe any provisions that address director action without a meeting.

- WV-Coop § 19-4: NA.

8.23. Miscellaneous. Describe briefly any meeting provision not addressed in the prior questions.

- WV-Coop § 19-4: NA.

8.24. Director Vacancy. Briefly describe any provisions that address filling a director vacancy.

- WV-Coop § 19-4: When a vacancy on the board of directors occurs other than by expiration of term, the remaining members of the board, by a majority vote, shall fill the vacancy, unless the bylaws provide for an election of directors by district. In that case the board of directors shall immediately call a special meeting of the members or stockholders in that district to fill the vacancy.

8.25. Director Removal. Briefly describe any provision that addresses the removal of a director.

- WV-Coop § 19-4: A member may file charges against an officer or director with cooperative secretary, together with removal petition signed by five percent of members. Removal takes place upon a majority member vote at the next regular or special meeting. Prior to meeting director or officer shall be informed in writing of the charges and shall have an opportunity at the meeting to be heard in person or by counsel and to present witnesses; person bringing charges also has the opportunity to be heard and present witnesses. In case the bylaws provide for election of directors by districts with primary elections in each district, then the petition for removal of a director must be signed by twenty percent of the members residing in the district from which he was elected. The board of directors must call a special meeting of the members residing in that district to consider the removal of the director; and by a vote of the majority of the members of that district the director in question shall be removed from office.

8.26. Removal Procedure. Briefly describe any procedural requirements regarding the removal of a director (e.g., the requirement of a hearing, the requirement that a vote occur at a meeting).

- WV-Coop § 19-4: Petition for vote must be signed by 5 % of members. Director informed in writing of charges prior to meeting Director has right at meeting to be heard in person or by counsel and to present witnesses, and those bringing charges have same opportunity Vote by majority of members at a regular or special meeting required to remove director If district director, then petition must be signed by 20% of those in district, and special meeting of members residing in that district must be called by board of directors. Majority vote to remove.

8.27. Director Replacement. Briefly describe any provisions that address replacing the removed director.

- WV-Coop § 19-4: The association simply "fill[s] the vacancy."

8.28. **Miscellaneous Director Removal.** Briefly describe any other provision addressing director removal that has not been addressed by the prior questions.

- WV-Coop § 19-4: NA.

8.29. **Miscellaneous.** Please describe any provisions not addressed by the previous questions.

- WV-Coop § 19-4: NA.