

STATE OF WEST VIRGINIA

At a regular term of the Supreme Court of Appeals continued and held at Charleston, Kanawha County, on the 13<sup>th</sup> day of September 2011, the following order was made and entered:

**IN RE: Approval of Amendments to the By-Laws of The West Virginia State Bar**

On a former day, to wit, July 13, 2011, the Court published for comment proposed amendments to the By-Laws of the West Virginia State Bar relating to its power to hold property and to borrow money, as proposed by Anita R. Casey, Executive Director of The West Virginia State Bar. The proposed amendments were previously approved by the Board of Governors, and subsequently approved at the State Bar Annual Business Meeting on April 15, 2011. Comments were filed by Robert William Schulenberg, III.

The proposed amendments were submitted as an addition to Article IX of the by-laws, entitled "Miscellaneous Provisions." The proposed amendments added three sections to Article IX, §11, §12, and §13, as follows:

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§11. The West Virginia State Bar is empowered to borrow monies, on behalf of this West Virginia State Bar, in such amount and for such period of time and upon such terms and rate of interest as approved by the board of governors. The power to borrow as herein provided shall include the power to execute promissory notes, bonds and other evidences of indebtedness and to secure the same by granting any security therefore which the board of governors may deem necessary or advisable in connection with exercising powers as

provided herein, including the pledging of assets or granting deeds of trust or trust indentures.

§12. The West Virginia State Bar is empowered to (i) purchase, acquire, own, lease or otherwise hold such property, real or personal, deemed useful for the operations of the West Virginia State Bar, upon such terms, conditions and for such price as approved by the board of governors; (ii) acquire, construct, equip, maintain and operate buildings, structures, projects and appurtenant facilities, of any type or types deemed useful for the operations of the State Bar, upon such terms, conditions and for such price as approved by the board of governors; and (iii) sell, encumber or dispose of any property, real or personal, held or owned by the West Virginia State Bar.

§13. The West Virginia State Bar is empowered to do all things reasonable and necessary to carry out the foregoing powers.

On this day came the Court, on its own motion and proceeded to consider the proposed amendments, together with the comments filed. Article IV of the by-laws is entitled “Board of Governors.” Section one of Article IV sets forth the powers and duties of the board and plainly states: “The powers of the state bar shall be exercised by the board of governors.” Upon review, the Court is of the opinion that the subject matter of the proposed amendment relates to the powers and duties of the board of governors and therefore the proposed amendment more properly should become part of Article IV of the by-laws. The Court is further of the opinion that any authority granted to the board relating to real property is subject to the approval of the Court. Accordingly, the Court

does hereby adopt the following amendment to the by-laws of the West Virginia State Bar, effective immediately. Insertions are indicated by underscoring:

Article IV. BOARD OF GOVERNORS. §1. Powers and duties.

“The powers of the state bar shall be exercised by the board of governors.

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The board shall fix salaries and provide for the payment thereof and of other necessary expenses of the state bar. It shall cause proper books of account to be kept, have them audited at least annually, and have presented to each annual meeting a statement of the receipts and expenditures of the state bar.

The board may borrow monies, on behalf of this West Virginia State Bar, in such amount and for such period of time and upon such terms and rate of interest as approved by it. The power to borrow as herein provided shall include the power to execute promissory notes, bonds and other evidences of indebtedness and to secure the same by granting any security therefore which the board of governors may deem necessary or advisable in connection with exercising powers as provided herein, including the pledging of assets or granting deeds of trust or trust indentures.

The West Virginia State Bar may (i) purchase, acquire, own, lease or otherwise hold such property, real or personal, deemed useful for the operations of the West Virginia State Bar, upon such terms, conditions and for such price as approved by the board of governors; (ii) acquire, construct, equip, maintain and operate buildings, structures, projects and appurtenant facilities, of any type or types deemed useful for the operations of the West Virginia State Bar, upon such terms, conditions and for such price

as approved by the board of governors; and (iii) sell, encumber or dispose of any property, real or personal, held or owned by the West Virginia State Bar.

Any authority granted herein relating to real property is subject to the approval of the West Virginia Supreme Court of Appeals.

The enumeration above and elsewhere in these by-laws of particular powers or duties of the board, or of officers or committees, shall not be deemed to imply any denial of, or any restriction or limitation upon, the general and plenary powers of the board to govern and administer the state bar and to exercise all its powers.”

A True Copy

Attest:



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Deputy Clerk, Supreme Court of Appeals