

2019

———— WEST VIRGINIA ————
SOCIETY OF ASSOCIATION EXECUTIVES
MEMBERSHIP DIRECTORY

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THE UNION
JUNE 20, 1863



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WWSAE Past Presidents

1980-1981	Robert Worden	1999	Michele Crist
1982-1983	John Hurd	2000	Patricia Moyers, CAE
1984	Floyd Sayre, Jr., CAE	2001	Paul McKown
1985	Richard Stevens	2002	Mike Herron
1986	Jack Harrison	2003	Lisa Dooley
1987	Marilyn Fletcher	2004	Darrell Buttrick
1988	Pat Parsons	2005	Jan Vineyard
1989	William Childress	2006	Marty Chapman
1990	Michael Clowser	2007	Patricia Hamilton, CAE
1991	Thomas A. Winner	2008	Bridget Lambert
1992	Gloria Flowers	2009	Dick Waybright
1993	Thomas Tinder	2010	Gloria Flowers
1994	Bonnie Harold	2011	Amy Clendenin
1995	Doug Maddy, CAE	2012	Karen Price
1996	Nancy Tonkin	2013	Marie Beaver
1997	Tom Gesner, CAE	2014	Marlena Mullins
1998	Clara Clay	2015-2018	Traci Nelson

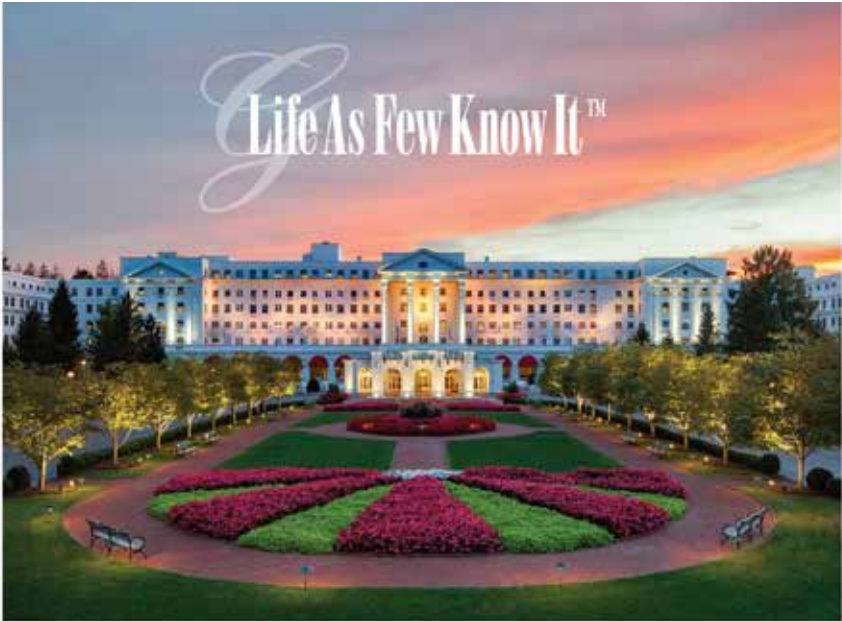


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Purpose of WWSAE

- To encourage high professional standards of service and conduct by its members.
- To broaden public understanding of the proper functions of associations and of their contribution to society and to the American economy.
- To conduct or cooperate in the conduct of courses of study and exchange of ideas relating to the management of associations.
- To undertake such other functions and to cooperate with other associations or organizations in such programs or activities as may be consistent with the purposes set forth in this section of the bylaws.

WWSAE History

In the spring of 1979, several small meetings of association executives began taking place. The executives talked in earnest about forming their own professional organization. A small group of twelve executives met in late summer in Charleston and elected Robert Worden as Chairman of the Steering Committee.

The group voted to proceed in forming the West Virginia Society of Association Executives. Over the next several months, several "hot" issues needed to be resolved and answered in the proposed bylaws. Some of these were: 1) should the membership be open only to the CEOs of an association or open to all management personnel; 2) should suppliers (associates) be permitted, and if so, should there be ratio limits to regular members; 3) should regular membership be open only to 501(c)(6) organizations; 4) defining which organizations fitted the regular membership classification and which ones were associate types such as membership convention bureaus and tax-supported bureaus.

On Tuesday, October 30, 1979, the Society was ready to go. A meeting of some twenty persons was held in Huntington. They approved the bylaws and elected Robert Worden as the first president. All those who joined before the March 1980 meeting were considered charter members. The total charter membership numbered 48 regular members and seven associate members.

The original officers were:

Robert Worden, President
John Hurd, Vice President
Floyd Sayre, Jr., Secretary
Richard Stevens, Treasurer

Mary Neale, Director
Cliff Lantz, Director
Armilda Perry, Director
Marvin Gray, Director
Rex Burford, Director
Barbara McDaniel, Director

by Floyd Sayre, Jr., CAE



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For more information on the CAE program and resources available through WVSAE, contact info@wvsae.org.

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Phone: 304-346-0591

jonathan@wvaco.org

www.wvcounties.org

Member Type: Regular

Marie Beaver

Executive Director

Rea of Hope Fellowship
Home

1429 Lee Street East

Charleston, WV 25301

Phone: 304-205-7883

marie.beaver@reaofhope.org

www.reaofhope.org

Member Type: Regular

B

Patty Barnhart

Office Manager

West Virginia Manufacturers
Association

2001 Quarrier Street

Charleston, WV 25311

Phone: 304-342-2123

patty@wvma.com

www.wvma.com

Member Type: Regular

Anne Bankenship

West Virginia Oil & Natural
Gas Association

10 Hale Street, 5th Floor

Charleston, WV 25301

Phone: 304-343-1609

ablankenship@wvonga.com

Member Type: Regular

Patty Bruce

1444 Wilkie Drive

Charleston, WV 25314

Phone: 304-344-8554

pbruce@suddenlink.net

Member Type: Life

Charlie Burd

Executive Director
Independent Oil & Gas
Association of West Virginia
300 Summers Street
Suite 820
Charleston, WV 25301
Phone: 304-344-9867
cburd@iogawv.com
www.iogawv.com
Member Type: Regular

C

Hope Carroll

General Manager
Holiday Inn & Suites
Charleston West
400 Second Avenue
South Charleston, WV 25303
Phone: 304-744-4641
hcarroll@
discovercharlestonwv.com
Member Type: Associate

Michael Clowser

Executive Director
Contractors Association of
West Virginia
2114 Kanawha Boulevard, E.
Charleston, WV 25311
Phone: 304-342-1166
mclowser@cawv.org
www.cawv.org
Member Type: Regular

Lori Cuthbert

Conference Center Sales
Manager
Tamarack: The Best of
West Virginia
One Tamarack Park
Beckley, WV 25801
Phone: 304-256-6843
x164
lcuthbert@
TamarackWV.com
www.tamarackwv.com
Member Type: Associate

D

Sandy Dungus

President

Drug Testing Centers of
America

100 Lee St., W.

Charleston, WV 25302

Phone: 304-344-8378

sand@drugtestingcenters.
com

www.drugtestingcenters.
com

Member Type: Associate

Steve Drumheller

General Manager

Canaan Valley Resort

230 Main Lodge Road

Davis, WV 26260

Phone: 304-866-4121

drumhellers@

canaanresort.com

www.canaanresort.com

Member Type: Associate

F

Pam Farris

Executive Director

Leadership West Virginia

1624 Kanawha Boulevard,
East

Charleston, WV 25311

Phone: 304-342-1497

wvleaders@

leadershipwv.org

www.leadershipwv.org

Member Type: Regular

Kay Fanok

Conference & Meeting Sales
Manager

Greater Morgantown CVB

341 Chaplin Road

Morgantown, WV 26501

Phone: 304-292-5081

kfanok@

tourmorgantown.com

www.tourmorgantown.com

James Fealy

Executive Director
WV Beer and Wine
Association
300 Summers Street,
Suite 980
Charleston, WV 25301
Phone: 304-342-1891
jfealy@wvreal.com
www.wvbeer.org
Member Type: Regular

Chris Ferro

Charleston Area Alliance
1116 Smith Street
Charleston, WV 25301
Phone: 304-340-4253
cferro@
charlestonareaalliance.org
www.charlestonareaalliance
.org
Member Type: Regular

Carol Fulks

Executive Director
WV Hospitality & Travel
Association
2306 Kanawha Blvd., E.
Charleston, WV 25311
Phone: 304-342-6511
carol@wvhta.com
www.wvhtz.com
Member Type: Regular

G

Andy Gallagher

Executive Director
West Virginia Housing
Institute, Inc.
PO Box 2182
Charleston, WV 25328
Phone: 304-415-4187
andy@wvhi.org
www.wvhi.org
Member Type: Regular

Krissy Garrett

Director of Sales
Morgantown Holiday Inn
1188 Pineview Drive
Morgantown, WV 26505
Phone: 304-241-6649
garrett.krissy@gmail.com
www.holidayinn.com/
morgantownunv
Member Type: Associate

Nicole Guinn

Sales and Catering Manager

The Blennerhassett

320 Market Street

Parkersburg, WV 26101

Phone: 304-865-8658

nguinn@

theblennerhassett.com

www.theblennerhassett.com

Member Type: Associate

Shelley Gutta

Sales Manager

Stonewall Resort

940 Resort Drive

Roanoke, WV 26447

Phone: 304-269-8826

sgutta@stonewallresort.com

www.stonewallresort.com

Member Type: Associate

H

Patti Hamilton, CAE

Owner

Imagine, LLC

18 Norwood Rd.

Charleston, WV 25314

Phone: 304-415-0192

pattihamil10@gmail.com

www.imaginewvllc.com

Member Type: Affiliate

Bonnie Harold

PO Box 2

Spencer, WV 25276

Phone: 304-927-2812

bonnie.harold@frontier.com

Member Type: Life

Samantha Haverty

Director of Sales and

Marketing

Canaan Valley Resort

230 Main Lodge Road

Davis, WV 26260

Phone: 304-866-4121

havertys@canaanresort.com

www.canaanresort.com

Member Type: Associate

***Roseshalla Holmes, CMP,
CHSP, CGMP***

Director of Sales and

Marketing

Four Points by Sheraton

600 Kanawha Blvd., E.

Charleston, WV 25301

Phone: 304-539-9788

rholmes@

fourpointscharleston.com

Member Type: Associate

Alice Hypes

1612 Kanawha Blvd., E.
Charleston, WV 25311
Phone: 304-437-4737
alicehypes@gmail.com
Member Type: Life

J

Melanie Jackson

General Manager
Bridgeport Conference
Center
300 Conference Center Way
Bridgeport, WV 26330
Phone: 304-808-3000
x205
melanie.jackson@
bridgeportconference.com
www.bridgeportconference.
com
Member Type: Associate

Ray Joseph

CEO
WV Realtors Association
2110 Kanawha Blvd., E.
Charleston, WV 25311
Phone: 304-342-7600
evp@wvrealtors.com
Member Type: Regular

K

Pat Kelly

WV Hospital Association
100 Association Drive
Charleston, WV 25311
Phone: 304-344-9744
pkelly@wvha.org
www.wvha.org
Member Type: Regular

Rob Kimes

Executive Director
The West Virginia Funeral
Directors Assn.
400 Allen Drive, Suite 20
Charleston, WV 25302
Phone: 304-345-4711
kimesrob@yahoo.com
www.wvfda.org

Tricia Kingery

Owner/President
Kingery & Company
1 Creative Place
Charleston, WV 25311
Phone: 304-205-5685
tkingery@
kingeryandcompany.com
www.kingeryandcompany.
com
Member Type: Associate

Tori Kozak

Director of Sales
Greater Morgantown CVB
325 Granville Square
Morgantown, WV 26501
Phone: 304-598-0600
tkozak@horizonhospitalityllc.com
www.horizonhospitalityllc.com
Member Type: Associate

L

Bridget Lambert

President
West Virginia Retailers
Association
2110 Kanawha Boulevard,
East, Suite 220
Charleston, WV 25311
Phone: 304-342-1183
wvra@teays.net
www.wvretailers.com
Member Type: Regular

Kim Lapana

Director of Group Rooms
Lakeview Golf Resort & Spa
One Lakeview Drive
Morgantown, WV 26508
Phone: 304-594-9452
klapana@lakeviewresort.com
www.lakeviewresort.com
Member Type: Associate

Chris Long

Director of Sales
The Omni Homestead
7696 Sam Snead Highway
Hot Springs, VA 24445
Phone: 540-8397511
chris.long@omnihotels.com
www.omnihotels.com
Member Type: Associate

M

Rachel Marshall

Director of Sales and Events
Atria's Restaurant and
Tavern
1188 Pineview Drive
Morgantown, WV 26505
Phone: 304-381-9616
rmarshall@atrias.com
www.atrias.com
Member Type: Associate

Pat McDonald

Contractors Association-WV
2114 Kanawha Blvd., E.
Charleston, WV 25311
Phone: 304-342-1166
pmcdonald@cawv.org
www.cawv.org
Member Type: Regular

Patricia McGill

640 Wood Road
Charleston, WV 25302
Phone: 304-546-7056
cowgrls@suddenlink.net
Member Type: Life

Rebecca McPhail

President
West Virginia Manufacturers
Association
2001 Quarrier Street
Charleston, WV 25311
Phone: 304-342-2123
rebecca@wvma.com
www.wvma.com
Member Type: Regular

Adola Miller

AlignHR
1116 Smith Street
Charleston, WV 25301
Phone: 304-926-6600
adola.miller@
alignhumanresources.com
www.alignhumanresources.
com
Member Type: Associate

Jennifer Millstone CGMP

Director of Sales
Marriott Morgantown
Two Waterfront Place
Morgantown, WV 26501
Phone: 304-581-2807
jennifer.millstone@marriott.
com
www.marriott.com
Member Type: Associate

Pat Moyers, CAE

5 Quail Cove Road
Charleston, WV 25314
Phone: 304-346-7964
patm@suddenlink.net
Member Type: Life

N

Traci Nelson

President

WV Oil Marketers &
Grocers Association

2006 Kanawha Boulevard
Charleston, WV 25311

Phone: 304-343-5500

traci@omegawv.com

www.omegawv.com

Member Type: Regular

O

Tom Osina

Executive Director

WV Propane Gas
Association

107 S. West Street, #825
Alexandria, VA 22314

Phone: 888-441-5454

wvpga@aol.com

www.wvpropanegas.org

Member Type: Regular

P

Patrick Parsons

Executive Director

Asphalt Paving Association
of WV

2114 Kanawha Blvd., E.
Charleston, WV 25311

Phone: 304-342-1166

pat@asphaltwv.com

www.asphaltwv.com

Member Type: Regular

Vivian Parsons

Executive Director

County Commissioners'
Association of WV

2007 Quarrier Street
Charleston, WV 25311

Phone: 304-345-4639

vivian@ccawv.org

www.ccawv.org

Member Type: Regular

Jaina Perry

Sales Manager

The Greenbrier

101 West Main Street

White Sulphur Springs, WV
24986

Phone: 304-536-1110

jaina_perry@greenbrier.com

www.greenbrier.com

Member Type: Associate

Maggie Poling, CAE

213 Woodbridge Drive

Charleston, WV 25311

Phone: 304-342-4294

mpoling@suddenlink.net

Member Type: Life

R

John Robertson

General Manager

Charleston Coliseum and

Convention Center

200 Civic Center Drive

Charleston, WV 25301

Phone: 304-345-1500

john.robertson@

charlestonwvciviccenter.com

Member Type: Associate

Pama Rutledge

Sales Manager

Holiday Inn Express

100 Civic Center Drive

Charleston, WV 25301

Phone: 304-345-0600

prutledge@shanercorp.com

Member Type: Associate

S

Peggy Schultz

Executive Director

Defense Trial Counsel of
West Virginia

PO Box 527

Charleston, WV 25322

Phone: 304-344-1611

pschultz@dtcwv.org

www.dtcwv.org

Member Type: Regular

Elaine Secrist

Associate Director

Rea of Hope Fellowship
Home

1429 Lee Street, E.

Charleston, WV 25301

Phone: 304-344-5363

elaine.secrist@reaofhope.org

www.reaofhope.org

Member Type: Regular

Diane Slaughter, APR, CAE

Executive Director
WV Society of Association
Executives
PO Box 4353
Charleston, WV 25364
Phone: 304-984-0308
info@wvsae.org
www.wvsae.org
Member Type: Regular

Lori Miller Smith

Meeting Planner
Independent Oil and Gas
Association of WV
300 Summers Street,
Suite 820
Charleston, WV 25301
Phone: 304-344-9867
lmillersmith@iogawv.com
www.iogawv.com
Member Type: Regular

Gerry Stover

Executive Vice President
WV Academy of Family
Physicians
2632 Main St.
Hurricane, WV 25526
Phone: 304-562-4433
gerry.stover@wvafp.org
www.wvafp.org
Member Type: Regular

Chuck Stump

President
The Performance Group
PO Box 833
Scott Depot, WV 25560
Phone: 304-757-8125
chuck@the
performancegroupinc.com
www.performancegroupinc.
com
Member Type: Associate

T

Marianne Taylor

Executive Director
Summersville Arena &
Conference Center
PO Box 1026
Summersville, WV 26651
Phone: 304-872-3722
marianne@summersvillecvb.
com
www.summersvillecvb.com
www.summersvillearena.
com
Member Type: Regular

Pam Thaxton

Director of Sales
Embassy Suites
300 Court Street
Charleston, WV 25301
Phone: 304-720-5576
pam.thaxton@
atriumhospitality.com
Member Type: Associate

Todd Tinney

General Manager
Distinctive Gourmet at the
Charleston Civic Center
200 Civic Center Drive
Charleston, WV 25301
Phone: 304-357-7400
todd.tinney@centerplate.
com
www.centerplate.com
Member Type: Associate

U

Sandra Underwood

President
The Printing Press
143 Gaylor Lane
Charleston, WV 25312
Phone: 304-744-6771
sandy@printingpressllc.com
Member Type: Associate

W

Kathleen Ward

Sales Executive

Marriott International

200 Lee Street, E.

Charleston, WV 25301

Phone: 304-590-6432

kathleen.ward@

marriott.com

www.marriott.com

Member Type: Associate

Dick Waybright

65 Totem Lane

Ravenwood, WV 26164

Phone: 304-273-4480

dick.waybright@

jacksoncountywv.com

Member Type: Life

Beth White, APR, CAE

Executive Director

WV Association for Justice

208 Capitol Street, Suite 100

Charleston, WV 25301

Phone: 304-344-0692

bethwhite@wvaj.org

Member Type: Associate

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Bridgeport Conference

Center

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Samantha Haverty

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Pat McDonald

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Peggy Schultz

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Kay Fanok

Tori Kozak

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Hope Carroll

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Patti Hamilton CAE

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Assn. of WV

304-344-9867

Charlie Burd

Lori Miller Smith

Kingery & Company LLC

at the Retreat

304-205-5685

Tricia Kingery

Lakeview Golf Resort/Spa

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Kim Lapan

Leadership West Virginia

304-342-1497

Pam Farris

Marriott International

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Kathleen Ward

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Lori Cuthbert

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Jennifer Millstone, CGMP

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Nicole Guinn

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Shelley Gutta

The Printing Press

304-744-6771

Sandra Underwood

Summersville Arena

& Conference Center

304-872-3722

Marianne Taylor

***The WV Funeral Directors
Association***

304-345-4711

Rob Kimes

WV Academy of Family

Physicians

304-562-4433

Gerry Stover

WV Association of Counties

304-346-0591

Jonathan Adler

WV Association of Justice

304-344-0692

Beth White

WV Beer and Wine

Association

304- 342-1891

James Fealy

WV Hospital Association

304-346-4575

Pat Kelly

WV Hospitality & Travel

Association

Carol Fulks

WV Housing Institute, Inc.

304-415-4187

Andy Gallagher

WV Manufacturers

Association

304-342-2123

Patty Barnhart

Rebecca McPhail

WV Oil Marketers

& Grocers Association

304-343-5500

Traci Nelson

WV Propane Gas

Association

888-441-5454

Tom Osina, CAE

WV Realtors Association

304-342-7600

Ray Joseph

WV Retailers Association

304-342-1183

Bridget Lambert

WV Oil & Natural Gas

Association

304-343-1609

Anne Blankenship

Bylaws

Article I

Name and Offices

Section 1. The name of this organization shall be the West Virginia Society of Association Executives, hereinafter called the Society.

Section 2. The governing body of this Society shall be its Board of Directors, hereinafter called the Board.

Section 3. The principal office and place of business of the corporation shall be in Charleston, West Virginia. The Board may change the location of the principal office and of the principal place of business, or either, from time to time as it may deem advisable, and may also establish such offices or places of business elsewhere as in the opinion of the Board may be advisable.

Article II

Purposes, Limitations and Corporate Status

Section 1. The purposes of this Society shall be:

- to encourage high professional standards of service and conduct by its members.
- to broaden public understanding of the proper functions of associations and of their contribution to society and to the American economy.
- to conduct or cooperate in the conduct of courses of study and exchange of ideas relating to the management of associations.
- to undertake such other functions

and to cooperate with other associations or organizations in such programs or activities as may be consistent with the purposes set forth in this section of the bylaws.

Section 2. Neither this Society, its Board of Directors, nor its committees shall take any official position or express any opinion officially on such questions as clearly fall solely within the purview of the individual associations represented in its membership; nor shall the Society take any official position or express any opinion on questions of public policy outside the field of association management.

Section 3. The corporation is, and shall maintain its status as a nonprofit corporation duly organized and in good standing under the laws of the State of West Virginia.

Section 4. The corporation shall not make any direct or indirect transfer of money or other property, or incur any indebtedness to or for the benefit of any of its Directors or officers. This provision, however, shall not prohibit the payment of reasonable compensation for services rendered or the reimbursement of reasonable expenses.

Section 5. This corporation is, and shall maintain its status as a tax-exempt entity under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

Section 6. The corporation shall not participate or intervene directly or indirectly in any

political campaign on behalf of, or in opposition to any candidate for public office and, except as provided in the Internal Revenue Code of 1986, no substantial part of the activities of the corporation shall consist of attempting to influence legislation.

Section 7. No part of the net earnings from the corporation's activities shall inure to the benefit of any of its Directors, officers, or any other individual or entity.

Section 8. The corporation shall operate entirely on a non-discriminatory basis with respect to age, sex, race, religion, national origin, or disability. This policy shall apply to the Board, committees, staff, volunteers, and services.

Article III

Membership

Section 1. Regular Membership — Regular membership shall be individual and limited to paid executive and staff members who represent national, regional, state or local trade or professional associations of educational, philanthropic, technical or similar-type organizations, and chambers of commerce who devote a substantial portion of their working time to association duties. Where there is no paid executive or staff, Regular Membership may be extended to one volunteer representative of that business entity. An unemployed regular member who is seeking employment in association management may continue to hold regular membership for one (1) additional fiscal year past the current membership year for which dues payment has been made.

Section 2. Except as provided hereunder, the following

membership classes shall have neither a vote nor be eligible to hold office in the Society:

(a) Associate Membership — Associate membership shall be limited to any firm, organization or individual proprietorship engaged in providing product, equipment, services or attractions to the Regular Membership. No business entity shall hold more than five (5) Associate Memberships. Policies governing the participation of Associate Members in the West Virginia Society of Association Executives shall be determined by the Board of Directors. Two Associate Member shall be elected as a voting member of the Board of Directors.

(b) Life Member — A Regular Member who has retired from full-time gainful employment in association management and who has been a member of this Society for ten (10) years or more may, upon written application to and by unanimous vote of the Board of Directors be elected Life Member without further payment of dues.

(c) Retired Member — A Retired Member who has been retired from full-time gainful employment in association management for a period of not more than twelve (12) months and who has been a member of this Society, for five (5) cumulative years or more may, upon written application to and by unanimous vote of the Board of Directors, be elected Retired Member. A Retired Member may vote and will pay annual dues equal to one-half the current annual dues assessed to a Regular Member.

Section 3. All applicants for membership must be approved by the Board of Directors.

Article IV

Membership Dues

Section 1. Annual dues for membership and associate membership in the Society shall be established by the Board. A member whose dues are paid shall be a member in good standing in the Society. Membership dues shall be assessed during the first week of December and if not paid by the first day of February, shall be declared delinquent and the member shall not be in good standing.

Article V

Government

Section 1. The Board of Directors shall supervise, control and direct the affairs of the Society; shall determine its policies; and may, in the execution of its powers, delegate certain of its authority and responsibility to the President.

Section 2. The Board of Directors shall consist of eleven (11) voting members and two (2) ex-officio non-voting members. The eleven(11) members shall consist of the President, the President-elect, the Secretary, the Treasurer, the Immediate Past President, four (4) members elected from the regular membership and two (2) members elected from the Associate Membership. Six (6) voting members of the Board of Directors shall constitute a quorum. Two ex-officio (non voting) members will serve on the board of directors in advisory capacity and shall not be counted in determining a quorum. These two ex-officio members shall be selected from Life Member or Retired Member categories. No Regular member shall be eligible for nomination or election as an officer or director if

they are unemployed on the date of the annual Membership meeting

Section 3. The Executive Committee shall be composed of the four (4) elected officers and the Immediate Past-President.

Section 4. A Nominating Committee of three Regular Members shall be appointed by the President. The Nominating Committee shall provide a report nominating officers for the next fiscal year at least twenty (20) days prior to the annual meeting. The report shall be sent either by mail or by electronic transmission to the membership.

Section 5. Elections of the Board of Directors and officers shall be held at the annual meeting of the Society. Only Regular Members present shall be entitled to vote. If there are a greater number of nominees than there are vacancies to be filled, voting shall be done by secret ballot. The President shall appoint inspectors of election to count and announce the vote. Those nominees receiving the largest numbers of votes for the vacancies to be filled shall be declared elected. A tie shall be decided by lot.

Section 6. Special meetings of the Board may be called at any time by the President when requested by three (3) other voting members. Notice of special meetings shall state the purpose of such meeting, and the business shall be confined to such items, except upon approval of a majority of the Board.

Section 7. The Board of Directors shall prepare and adopt an Annual Budget covering all activities of the Society for the business year beginning January 1 and ending on December 31. The accounts of the Society shall be audited annually

by a committee appointed by the President and it shall provide a report thereof to the Board of Directors.

Section 8. The Board of Directors is authorized to employ, set conditions and supervise professional or contract support in carrying out their duties, such as Society staff management, accountants and attorneys.

Section 9. Any Director may resign at any time by delivering written notice of such resignation by the Board of Directors, the President or the corporation. Such a resignation is effective when the notice is delivered, unless the Board agrees to a later effective date.

Section 10. If the death, resignation, suspension, ineligibility, removal or expulsion of any Officer or Director occurs, the Board of Directors shall elect a successor who shall take office immediately and serve for the balance of the fiscal year.

Article VI

Fiscal Year

Section 1. The fiscal year of this Society shall be the calendar year.

Article VII

Officers and Duties

Section 1. The officers of this Society shall consist of a president, president-elect, the immediate past president, secretary and treasurer, who shall assume their duties on the first day of January to serve a term of one year or until their successors have been elected and assumed office. The president cannot succeed himself or herself as President but may serve again as President after one year or more.

Section 2. The President shall call and preside at all meetings of the Society and the Board of Directors; exercise general executive control of affairs of the Society at such times that the Board of Directors is not in session; and appoint all committees and be ex-officio member of all committees of the Society. The President shall survey the membership to determine if the creation of or the elimination of special interest sections within the structure of the Society is needed and worthwhile. Board approval is needed to develop each section and policies for its management or elimination of such section.

Section 3. It shall be the duty of the President-elect to preside and to act as President in case of the absence or disability of the President, and perform all other duties assigned by the president. The President-elect automatically ascends to the position of President upon a vacancy in the position of President for any reason or upon the completion of the President's one full one-year term.

Section 4. The Secretary shall be responsible for keeping the minutes of all Board meetings and the annual meeting, for the serving of notice to all meetings of the Board and the Society, and for the keeping of the records and documents of the Society and other such duties as the President may direct.

Section 5. The Treasurer shall oversee: the Society's funds and records; the collection of members' dues and/or assessments; the establishment of proper accounting procedures for the handling of the Society's funds; and further, shall report on the financial condition of the Society at all meetings of the Board of Directors and at other times

as called upon by the President or the Board of Directors. All disbursements of the funds of the Society shall carry the signature of two (2) of three (3) designees. These designees shall be the Treasurer and the President and one (1) appointed by the Board.

Article VIII

Meetings

Section 1. The annual meeting of this Society shall be held at a time and location determined by the Board of Directors, provided that the membership is notified of the meeting at least sixty (60) days prior. Regular meetings of the membership of this Society shall be held at a time and place to be designated by the Board.

Section 2. Other meetings of the membership (special meetings) may be called by the Board at any time, or shall be called by the President upon written request of ten (10) regular members within fifteen (15) days after the filing of such request with the Secretary. The business to be transacted at such special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3. Notice of all meetings shall be mailed or by electronic transmission to all members at least ten (10) days prior to the date thereof and no more than sixty (60) days prior to the date thereof.

Section 4. The presence of twelve (12) Regular Members shall be required to constitute a quorum at meetings of the membership and a majority of those in attendance shall be required to decide an issue. If a quorum is not present at any meeting, then a majority of

the regular members present may adjourn the meeting from time to time as may be necessary.

Section 5. At all meetings, "Roberts Rules of Order" shall govern.

Section 6. The conduct of the Society shall be governed by West Virginia Nonprofit Corporation Act, W. Va. Code § 31E-1-1, et seq. and other pertinent state and federal laws.

Article IX

Amendments

Section 1. These bylaws may be amended by a two-thirds vote of the regular membership at any meeting of the Society, provided that a quorum is present and that notice of such proposed changes was sent in writing either mailed or by electronic transmission to the Regular Members thirty (30) days before such meeting.

Article X

Dissolution

Section 1. In the event of dissolution of this Society, the net assets remaining after payment of all debts, shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations, or to such one or more organization as, in the opinion of the Board of Directors of this Society, possess objectives similar to those of this Society. Under no circumstances shall any disbursements be made to any member, former member or suspended member.

Article XI

**Limitation of Liability/
Indemnification of Directors and**

Officers.

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

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

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

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

or the members.

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

Section 2. Indemnification of Directors and Officers. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director or officer of the corporation or who, while a director or officer of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee or agent of another domestic or foreign corporation, partnership joint venture, trust, employee benefit plan or other entity, against expenses (including attorneys fees), judgments, fines, taxes and penalties and interest thereon, and amounts paid in settlement actually and reasonably incurred by him in connection with such action or proceeding, if:

(i) he or she was wholly successful on the merits or otherwise, in the defense of the proceeding; or

(ii) (A) he or she conducted himself or herself in good faith; and (B) he or she reasonably believed: (i) in the case of conduct in his or her official capacity, that his or her

conduct was in the best interests of the corporation; and (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the corporation; and (C) in the case of any criminal proceeding, had he or she no reasonable cause to believe his or her conduct was unlawful.

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

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

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

determined that he or she has not met the relevant standard of conduct described in this Section.

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

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

(ii) by special legal counsel: (A) selected in the manner prescribed in subsection (i) above; or (B) if there are fewer than two disinterested directors, selected by the board of directors in which selection directors who do not qualify as disinterested directors may participate; or (iii) by the members, but shares owned by or voted under the control of a director, who at the time does not qualify as a disinterested director, may not be voted on the determination.

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

officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators.

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

Notes

2019

WEST VIRGINIA SOCIETY OF ASSOCIATION EXECUTIVES OFFICERS

President

Jonathan Adler
304-346-0591

Treasurer

Patty Barnhart
304-342-2123

Vice President

Pat McDonald
304-342-1166

Secretary

Lori Miller Smith
304-344-9867

Past President

Traci Nelson
304-343-5500

Membership Information & Meeting Reservations

Contact Diane Slaughter, CAE, APR, Fellow PRSA
Phone: 304-984-0308 • info@wvsae.org

American Society of Association Executives

The ASAE Building • 1575 I St. N.W.
Washington, DC 20005-1103
Phone: 888-950-2723 • Fax: 202-371-8315



West Virginia Society of Association Executives
PO Box 4353
Charleston, West Virginia 25364
304-984-0308 phone
info@wvsae.org