

# **BYLAWS OF PARKERSBURG SOAP BOX DERBY, INC.**

***BRINGING FAMILIES AND COMMUNITY  
TOGETHER ONE RACE AT A TIME***



## Contents

Preamble .....	1
Article 1 – Name .....	1
Article 2 – Purpose.....	1
Article 3 – Offices.....	2
Article 4 – Fiscal Year .....	2
Article 5 – Dedication of Assets .....	2
Article 6 — Membership .....	3
Article 7 – Board of Directors .....	3
Section 1. General Powers and Responsibilities .....	3
Section 2. Number and Qualifications .....	3
Section 3. Compensation.....	3
Section 4. Term of Office.....	3
Section 5. Elections .....	4
Section 6. Vacancies.....	4
Section 7. Resignation.....	4
Section 8. Board Meetings .....	5
Section 9. Notice of Meetings .....	5
Section 10. Agenda and Minutes .....	5
Section 11. Quorum .....	5
Section 12. Proxy.....	5
Article 8 – Officers and Directors .....	6
Section 1. Officers and Duties .....	6
Section 2. President (Chief Executive Officer) and Vice President.....	6
Section 3. Secretary.....	6
Section 4. Treasurer (Chief Financial Officer).....	7
Section 5. Directors and Additional Officers .....	7
Article 9 – Committees.....	8
Article 10 - Standard of Care .....	8
Section 1. General.....	8
Section 2. Loans.....	8
Section 3. Conflict of Interest .....	8
Section 3.1 Duty to Disclose.....	9

Parkersburg Soap Box Derby, Inc. • Bylaws

Section 3.2 Establishing a Conflict of Interest .....9  
Section 3.3 Addressing Conflict of Interest .....9  
Section 3.4 Violations of Conflict-of-Interest Policy.....10  
Article 11 – Execution of Corporate Instruments .....10  
    Section 1. Execution of Corporate instruments.....10  
    Section 2. Loans and Contracts.....10  
Article 12 – Records and Reports .....10  
    Section 1. Maintenance and Inspection of Articles and Bylaws .....10  
    Section 2. Maintenance and Inspection of Federal Tax Exemption Application  
    and Annual Information Returns.....10  
    Section 3. Maintenance and Inspection of Other Corporate Records .....11  
    Section 4. Preparation of Annual Financial Statements .....11  
    Section 5. Reports .....11  
Article 13 – Amendments and Revisions .....11  
Article 14 – Corporate Seal .....12  
Certificate of Secretary .....12  
EXHIBIT “A” ARTICLES OF INCORPORATION .....13

# **PARKERSBURG SOAP BOX DERBY, INC.**

## **BYLAWS**

### **Preamble**

The following Bylaws shall be subject to, and governed by, West Virginia Code Chapter 31E (The West Virginia Nonprofit Corporation Act) and the Articles of Incorporation of the Corporation. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the West Virginia Nonprofit Corporation Act, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, it shall then be these Bylaws which shall be controlling.

### **Article 1 – Name**

The legal name of the Non-Profit Corporation shall be Parkersburg Soap Box Derby, Incorporated, and shall herein be referred to as the “Corporation.”

### **Article 2 – Purpose**

The general purposes for which this Corporation has been established are as follows:

(a) Under the Auspices of the International Soap Box Derby®, to work with the youth of the mid-Ohio Valley and their parents, strengthening family ties and teaching them to become a better, more imaginative, self-confident team player, which will prepare them for the future, build knowledge and character, and to create meaningful experiences through collaboration, fair and honest racing competitions, STEM curriculum, and other community-focused activities. This will include sponsoring competitive Soap Box Derby events as sanctioned by the International Soap Box Derby®.

(b) Said corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, included, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not

participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(d) The Corporation shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of West Virginia and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried on by a Corporation exempt under Section 501(c) of the Internal Revenue Code of 1986, as amended.

### **Article 3 – Offices**

The principal office of the Corporation shall be located at 903 Camden Avenue, Parkersburg, West Virginia 26101.

### **Article 4 – Fiscal Year**

The fiscal year for this Corporation shall begin on January 1 and shall end on December 31.

### **Article 5 – Dedication of Assets**

The properties and assets of the Corporation are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any person or any member, Director, or Officer of this Corporation. Upon liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to similar non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Internal Revenue Code.

## **Article 6 — Membership**

The Corporation shall have no members save its Officers and Directors.

## **Article 7 – Board of Directors**

### ***Section 1. General Powers and Responsibilities***

The Corporation shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges, and limitations of liability of Directors of a non-profit corporation organized under the West Virginia Nonprofit Corporation Act. The Board shall establish operating policies, procedures, and directives governing business and programs of the Corporation and shall delegate to the President, subject to the provisions of these Bylaws, the authority and responsibility to see that the policies, procedures, and directives are appropriately followed. All such policies, procedures, and directives shall be properly documented and shall become a part of these Bylaws by reference. Policies, procedures, and directives which conform to the provisions of these Bylaws may be created, modified, amended, and/or abolished from time as necessary on the authority of the Board.

### ***Section 2. Number and Qualifications***

- a. The minimum Officers of the corporation shall be the President, Vice President, Secretary, and Treasurer. If deemed practical, the same individual may serve as both Secretary and Treasurer.
- b. The President may appoint Directors to serve on the Board, to have various responsibilities and perform various duties as deemed appropriate for the efficient and effective functioning of the Corporation.
- c. The powers, property, and affairs of the Corporation shall be exercised, conducted, and controlled by the Board of Directors. The Board of Directors is to oversee all operations of the Corporation and to direct its activities according to careful consideration of the Corporation’s future and the strengthening of its financial structure.

### ***Section 3. Compensation***

The Officers and Directors shall receive no compensation other than reimbursement of actual and reasonable expenses. However, provided the compensation structure complies with Sections relating to “Contracts Involving Officers” as stipulated under these Bylaws, and nothing in these Bylaws shall be construed to preclude any Officer from serving the Corporation in any other capacity and receiving compensation for services rendered.

### ***Section 4. Term of Office***

Officers shall serve for a term of two years and shall continue in office until their successors are elected and qualified. The term of office shall coincide with the

fiscal year. Any vacancies during the term of office shall be filled by appointment of the remaining members of the Board of Directors.

### **Section 5. Elections**

Election of Officers shall be conducted from among the then-present Board members in December of every other year, to take office on January 1 of the following year. It is the specific intent of this section that Officers be selected from among current Officers and Directors who have a vested interest in the successful accomplishment of the goals and objectives of the Corporation.

### **Section 6. Vacancies**

- a. A vacancy on the Board of Directors may exist at the occurrence of any of the following conditions:
  - 1) The death, resignation, or removal of any Board member;
  - 2) The declaration by resolution of the Board of a vacancy in the office of any Board member who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director; or
  - 3) An increase in the authorized number of Officers and Directors.
- b. The Board may remove by majority vote any Officer or Director for cause as defined in Section 6(a)(2) of this Article at any regular or special meeting of the Board, provided that the Officer or Director to be removed has been notified in writing in the manner set for Article 9 – Corporation Meetings, that such action would be considered at the meeting.
- c. Any vacancy on the Board may be filled by a majority vote of the Board members at any regular or special meeting at which a quorum is present.
- d. An Officer or Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

### **Section 7. Resignation**

- a. Each Officer or Director shall have the right to resign at any time upon written notice thereof to the President or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.
- b. If the resignation is effective at a future time, a temporary successor may be designated by the Board to take office when the resignation becomes effective and shall serve only until a successor can be duly elected by the members of the Corporation as specified in Section 6(d) of this Article.

- c. Unless the Attorney General of the State of West Virginia is first notified, no Officer may resign when the Corporation would be left without a duly elected Officer or Director in charge of its affairs.

### **Section 8. Board Meetings**

The Board may meet at any time and place called by the President or any other two Board members.

### **Section 9. Notice of Meetings**

Notice of meetings may be made by in-person notification, by telephone, or by electronic means (SMS text, instant messaging, or email).

### **Section 10. Agenda and Minutes**

The Secretary shall be responsible for preparing an agenda and recording the minutes of each meeting of the Board in which business shall be transacted in such order as the Board may from time to time determine. To assist in the preparation of the minutes, the meeting may be recorded without notice to attendees. It should, however, be noted on the agenda that the meeting may be recorded. In the event the Secretary is unavailable, the President shall appoint an individual to act as Secretary *pro tem* for that meeting. The Secretary or Secretary *pro tem* shall prepare the minutes of the meetings which shall be placed in the minute books of the Corporation.

### **Section 11. Quorum**

At each meeting of the Board the presence of at least two Officers shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Officers and Directors serving on the Board and present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Officers present may adjourn the meeting from time to time without further notice until a quorum shall be present.

### **Section 12. Proxy**

An Officer or Director who is unable to attend a meeting of the Board may vote by written proxy given to any other voting member of the Board who is in attendance at the meeting in question. However, a vote by proxy shall not be counted toward the number of Officers needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after seven days from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law.



## **Article 8 – Officers and Directors**

### **Section 1. Officers and Duties**

The number and qualification of Officers shall be as set forth in [Article 7, Section 2](#). The Officers of the Corporation include as a minimum a President (Chief Executive Officer), a Vice President, a Secretary, a Treasurer (Chief Financial Officer), plus such other Officers as the Board may designate. In addition to the duties in accordance with this Article, Officers shall conduct all other duties typically pertaining to their office and other such duties which may be required by law, other Articles of Incorporation, or by these Bylaws.

### **Section 2. President (Chief Executive Officer) and Vice President**

The duties of the Vice President are to assist the President in the execution of all his/her duties and responsibilities. From this point on the term “Presidents” refers to both the President and Vice president equally.

The duties of the Presidents include but are not limited to the following.

The Presidents shall, subject to the approval and consent of the Board, appoint such persons and committees as may be necessary to carry on the activities of the organization. The Presidents, for the benefit of the organization shall direct, oversee, maintain, audit, record, and coordinate all aspects of the general operations of the organization. The Presidents shall audit and approve committee reports. The Presidents shall preside at all meetings, be an ex-officio member of all regular and special committees and perform such other duties as are usual to the office or which may be required by the Board.

The Presidents are authorized to execute, in the name of the Corporation, contracts, or other documents which may be authorized, either generally or specifically, to be executed by the Corporation.

The Presidents are authorized to contract, receive, deposit, disburse, and account for all funds of the Corporation; to execute in the name of the Corporation all contracts and other documents authorized either generally or specifically to be executed by the Corporation, and to negotiate material business transactions of the Corporation.

### **Section 3. Secretary**

The Secretary shall be the custodian of all records and documents of the Corporation which are required to be kept at the principal office of the Corporation, shall act as secretary at all meetings of the Board, shall prepare and agenda and keep the minutes of all such meetings in books proposed for that purpose. To assist in the preparation of the minutes, the meeting may be recorded without notice to attendees. It should, however, be noted on the agenda that the meeting may be recorded. The Secretary shall attend to the giving and serving of all notices of the Corporation and shall see that the seal of the Corporation (when applicable) is affixed to all documents, the execution of which on behalf of the

Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws.

**Section 4. Treasurer (Chief Financial Officer)**

(a) The Treasurer shall keep and maintain adequate and accurate accounts of all the properties, business, and financial transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

(b) The Treasurer shall ensure the deposit of all money and other valuables of the Corporation. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation as may be approved by the Board and shall render to the President and/or Board, whenever they request it, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Corporation.

(c) The Treasurer shall prepare and present at each regular meeting at which a quorum is present a Financial Report which contains, as a minimum, the following information:

- The balance of each account at the beginning of the calendar month.
- A detailed chronological list of all receipts into each account during the calendar month, including date, general source<sup>1</sup> (e.g., the individual or event), and amount.
- A detailed chronological list of all disbursements out of each account during the calendar month, including date, check number (or designation as a debit card, credit card, or ACH<sup>2</sup> transaction), amount, payee, and purpose.
- A detailed chronological list of all transfers between all accounts during the calendar month.
- The balance of each account at the end of the calendar month.

**Section 5. Directors and Additional Officers**

The President may appoint Directors to have various responsibilities and perform various duties as deemed appropriate for the efficient and effective functioning of the Corporation. Directors serve at the pleasure of the President, have voice but no vote over the affairs of the Corporation. They are encouraged to make observations and suggestions as needed. Directors may attend Board meetings and are free to hold their own meetings at their discretion.

Additional Officers may be elected as needed in accordance with [Article 7, Section 2\(a\)](#).

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<sup>1</sup> For 501(c)(3) accounting, direct contributions (other than at events) must be accounted for by name and address of the contributor.

<sup>2</sup> ACH. Automated Clearing House; an electronic transaction between accounts or financial institutions.

## **Article 9 – Committees**

The President may appoint any committees deemed necessary or appropriate to perform such functions and to serve for such terms as deemed necessary for the functions of the Corporation. Committee members serve at the pleasure of the President.

The actions of committees are advisory only and are not binding upon the Corporation. The time and place for regular and special meetings of committees may be determined by the Chair of the committee. Committees may seek advice and information from any source deemed necessary to the function of the committee, provided that such information and advice is provided without cost or obligation. Minutes shall be kept of each meeting of any committee, shall be submitted to the Secretary within one week after the committee meeting, and shall be filed with the corporate records. The Board may adopt special rules consistent with the provisions of these Bylaws for the government of any committee. The Chair of each active committee shall provide a status report at each regular meeting of the Board.

## **Article 10 - Standard of Care**

### ***Section 1. General***

(a) Officers and Directors shall perform all their duties in such a manner as deemed to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinary prudent and reasonable person in a similar situation may exercise under similar circumstances.

Except as herein provided in Section 4, Conflict of Interest, any person who performs the duties of an officer in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as an Officer, including, without limitation of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

### ***Section 2. Loans***

The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any officer or member; provided, however, that this Corporation may advance money to an Officer of the Corporation expenses reasonably anticipated to be incurred in the performance of the duties of such Officer, so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

### ***Section 3. Conflict of Interest***

The purpose of the Conflict-of-Interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its Officers or members, or that might

otherwise benefit in the private interest of one of its Officers or members, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations/Organizations and is not intended as an exclusive statement of responsibilities.

### **Section 3.1 Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Officers, who are considering the proposed transaction or arrangement.

### **Section 3.2 Establishing a Conflict of Interest**

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while establishing a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

### **Section 3.3 Addressing Conflict of Interest**

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested individual may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented, and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Corporation can obtain will reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Officers whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

### **Section 3.4 Violations of Conflict-of-Interest Policy**

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's explanation and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article 11 – Execution of Corporate Instruments**

### ***Section 1. Execution of Corporate instruments***

(a) The Board may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

(b) All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Boards shall authorize to do so.

### ***Section 2. Loans and Contracts***

No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name. Without the express and specific authorization of the Board, no Officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

## **Article 12 – Records and Reports**

### ***Section 1. Maintenance and Inspection of Articles and Bylaws***

The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Officers or Directors at all reasonable times.

### ***Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns***

The Corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

### ***Section 3. Maintenance and Inspection of Other Corporate Records***

(a) The Corporation shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board, committees, and Corporation meetings. All such records shall be kept at the principal office of the Corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation shall turn over to his or her successor or the President, in good order, such Corporation monies, books, records, minutes, lists, documents, contracts, or other property of the Corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

(b) Every Officer shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. The inspection shall include the right to copy and make extracts of documents.

### ***Section 4. Preparation of Annual Financial Statements***

The Corporation shall prepare an annual financial statement using generally accepted accounting principles. The Corporation shall make all financial statements available to the West Virginia Attorney General and members of the public for inspection no later than four (4) months after the close of the fiscal year to which the statement relates.

### ***Section 5. Reports***

The Board shall ensure an annual report is prepared within 120 days after the end of the Corporation's fiscal year, and which shall contain the following information:

- a) The assets and liabilities, including any trust funds, of this Corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of this Corporation for both general and restricted purposes during the fiscal year.

The report shall be accompanied by the certificate of an authorized Officer of the Corporation that such statement was prepared without audit from the books and records of the Corporation.

## **Article 13 – Amendments and Revisions**

These Bylaws may be adopted, amended, or repealed by the vote of two-thirds (2/3) of the Board members present at any regular or special meeting of the Corporation at which a quorum is present. Such action is authorized only at a

duly called and held meeting of the Corporation for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations thereof, is given in accordance with these Bylaws.

### **Article 14 – Corporate Seal**

The Board may adopt, use, and alter a Corporate Seal. The seal shall be kept at the principal office of the Corporation. Failure to affix the seal to any Corporate instrument, however, shall not affect the validity of that instrument.

### **Certificate of Secretary**

I, [SECRETARY\_NAME], certify that I am the current elected and acting Secretary of the Corporation, and the above Bylaws, consisting of [NUMBER\_OF\_PAGES] pages, are the Bylaws of this Corporation as adopted by the members on this [DAY\_ADOPTED] day of [MONTH\_ADOPTED] [YEAR\_ADOPTED], and that they have not been amended or modified since the above.

**EXECUTED** on this [DAY\_EXECUTED] day of [MONTH\_EXECUTED] [YEAR\_EXECUTED], in the County of Wood in the State of West Virginia.

[SECRETARY SIGNATURE]

(Duly Elected Secretary)

**EXHIBIT “A”**  
**ARTICLES OF INCORPORATION**

[ARTICLES\_OF\_INCORPORATION]



West Virginia Secretary of State  
1900 Kanawha Blvd. East  
Bldg. 1, Suite 157-K  
Charleston, WV 25305



Penney Barker, Manager  
Business & Licensing Division  
Tel: (304)558-8000  
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Website: [www.wvsos.com](http://www.wvsos.com)  
E-mail: [business@wvsos.com](mailto:business@wvsos.com)

**FILE ONE ORIGINAL**  
(Two if you want a filed stamped  
copy returned to you.)

**WEST VIRGINIA**  
**ARTICLES OF INCORPORATION**  
**WITH NON-PROFIT IRS ATTACHMENT**

Office Hours: Monday - Friday  
8:30 a.m. - 5:00 p.m. EST

**FILING FEE: \$25 (non-profit)**

**\* Fee Waived for Veteran-owned corporation**

Control # \_\_\_\_\_

**\*\*\* The undersigned, acting as incorporator(s) according to the West Virginia Code §31E-2-202, adopt the following \*\*\*  
following Articles of Incorporation for a West Virginia Non-Profit Domestic Corporation, which shall be perpetual.**

1. The **name** of the **West Virginia corporation** shall be: PARKERSBURG SOAP BOX DERBY, INCORPORATED  
[The name **MUST** contain one of the required corporate name endings\*  
per §31D-4-401 of the West Virginia Code (\*see attached instructions for  
the list of required name endings)]. This name is your official name and  
must be **used in its entirety** when in use **unless** a Trade Name (DBA) is  
registered with the Office of the Secretary of State, according to  
[Chapter 47-8](#) of the West Virginia Code.] \_\_\_\_\_

**CHECK BOX to indicate you've included one of the REQUIRED CORPORATE NAME ENDINGS (See instructions for name endings).**

2. The **address** of the **principal office**  
of the corporation will be: Street: 903 CAMDEN AVE  
City: PARKERSBURG State: WV Zip Code: 26101

Located in the **County** of (required): County: Wood

The **mailing address** of the above  
location, if different, will be: Street: SAME  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

3. The **physical address** (not a PO Box)  
of the **principal place of business** in  
West Virginia, if any: Street: 903 CAMDEN AVE  
City: PARKERSBURG State: WV Zip Code: 26101

Located in the **County** of: County: Wood

The **mailing address** of the above  
location, if different, will be: Street: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

4. The name and address of the **person**  
(agent) to whom notice of process  
may be sent, if any, will be: Name: ROBERT E. MERCER  
Street: 903 CAMDEN AVE  
City: PARKERSBURG State: WV Zip Code: 26101

5. E-mail address where business correspondence may be received: BOBMERCER80@YAHOO.COM

6. Website address of the business, if any (ex: yourdomainname.com): NONE YET

7. Do you own or operate more than one business in West Virginia?  Yes \* Answer a. and b. below.  No  Decline to answer

If "Yes"... a. How many businesses? ONE OTHER b. Located in how many West Virginia counties? 1 - WOOD

8. The corporation is organized as (check the box below):

**NON-PROFIT, NON-STOCK** (If you plan to apply for 501(c)(3) status with the IRS, you will need to include specific language that is required by the IRS to be included in your Articles of Incorporation. That language is included as an attachment to this application - see last page of this application.)

9. a. The purpose for which this corporation is formed is as follows:

(Describe the type(s) of business activity which will be conducted, for example, "agricultural production of grain and poultry", "construction of residential and commercial buildings", "manufacturing of food products", "commercial painting", "retail grocery and sale of beer and wine." Purpose may conclude with words "...including the transaction of any or all lawful business for which corporations may be incorporated in West Virginia.")

To work with the youth of the mid-Ohio Valley (and their parents) through the national Soap Box Derby program,

teaching them to become a better, more imaginative, self-confident team player, which will prepare them for the future.

b. Is the business a Scrap Metal Dealer?

Yes [If "Yes," you must complete the Scrap Metal Dealer Registration Form (Form SMD-1) and proceed to Section 10.]  
 No [Proceed to Section 10.]

10. FOR NON-PROFIT ONLY (Check the statement that applies to your entity.):

Corporation will have **NO MEMBERS**.  
 Corporation will have **MEMBERS** (See \*NOTE below.)

\*NOTE: If the corporation has one or more classes of members, the designation of a class or classes is to be set forth in the articles of incorporation and the manner of election or appointment and the qualifications and rights of the members of each class is to be set forth in the articles of incorporation or bylaws. If this applies to your entity then you will need to attach a separate sheet listing the above required information, unless it will fit in the space provided below.

11. The name(s) and address(es) of the incorporator(s) is (You must list at least ONE incorporator.):

	<u>Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
a)	ROBERT E. MERCER	903 CAMDEN AVE	PARKERSBURG	WV	26101
b)	RICKARD L. SAWYER	344B MURPHYTOWN CIR	DAVISVILLE	WV	26142

12. Is the organization a "veteran-owned" organization?

Effective **JULY 1, 2015**, to meet the requirements for a "veteran-owned" organization, the entity filing the registration must meet the following criteria per West Virginia Code §59-1-2a:

- 1. A "veteran" must be honorably discharged or under honorable conditions, and
- 2. A "veteran-owned business" means a business that meets one of the following criteria:
  - o Is at least fifty-one percent (51%) unconditionally owned by one or more veterans; or
  - o In the case of a publicly owned business, at least fifty-one percent (51%) of the stock is unconditionally owned by one or more veterans.

Yes (If "Yes," attach Form DD214)   CHECK BOX indicating you have attached Veteran Affairs Form DD214

No

You may obtain a copy of your Veterans Affairs Form DD214 by contacting:

**National Personnel Records Center  
Military Personnel Records**  
1 Archives Drive  
St. Louis, MO 63138  
Toll free: 1-86-NARA-NARA or 1-866-272-6272  
Phone: 314-801-0800  
[www.archives.gov/veterans/military-service-records](http://www.archives.gov/veterans/military-service-records)

Per WV Code 59-1-2(j) effective July 1, 2015, the registration fee is waived for entities that meet the requirements as a "veteran-owned" organization. See attached instructions to determine if the organization qualifies for this waiver. In addition, a "veteran-owned" entity will have four (4) consecutive years of Annual Report fees waived AFTER the organization's initial formation [see WV Code 59-1-2a(m)].

13. The number of acres of land it holds or expects to hold in West Virginia is: NONE

14. **Contact and Signature Information\*** (See below Important Legal Notice Regarding Signature):

a. Contact person to reach in case there is a problem with filing: RICKARD L SAWYER Phone: 3044949957

b. Print name of person who is signing articles of incorporation: RICKARD L SAWYER

c. Signature of Incorporator: *Rickard L Sawyer* Date: 21 Feb 2024

**\*Important Legal Notice Regarding Signature:** Per West Virginia Code §31E-1-129. **Penalty for signing false document.** Any person who signs a document he or she knows is false in any material respect and knows that the document is to be delivered to the secretary of state for filing is guilty of a misdemeanor and, upon conviction thereof, shall be fined not more than one thousand dollars or confined in the county or regional jail not more than one year, or both.

**Important Note:** This form is a public document. Please do **NOT** provide any personal identifiable information on this form such as social security number, bank account numbers, credit card numbers, tax identification or driver's license numbers.

Reset Form

Print Form

**Statement Required by IRS to be Included in Articles of Incorporation, Restatement or Amendment for 501(c)(3) Status Approval**

Said corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, included, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.