

BYLAWS OF THE BERKELEY COUNTY ROUNDHOUSE AUTHORITY

ARTICLE I

Name

The name of the Authority is the BERKELEY COUNTY ROUNDHOUSE AUTHORITY.

ARTICLE II

Purposes

The BERKELEY COUNTY ROUNDHOUSE AUTHORITY is authorized by an Act of the West Virginia Legislature, allowing the county commissioners of interested counties and governing bodies of the municipalities within the region of Berkeley County to create and establish a roundhouse authority as a public corporation for the purpose of acquiring, establishing, constructing, equipping, improving, financing, and maintaining, and operating the historic Baltimore and Ohio Railroad Martinsburg Shops & Roundhouse property located in Martinsburg, Berkeley County, West Virginia, for various purposes.

ARTICLE III

Members of the Authority

Section 1. Powers, Numbers, and Terms of Office. The Business and property of the Authority shall be managed and controlled by a Board consisting of not less than five (5) and not more than twenty-one (21) persons, each of whom shall be appointed for a term of three (3) years as specified in the Act authorizing the establishment of the Berkeley County Roundhouse Authority. The members shall: (1) operate and manage the affairs, funds, and property of the Authority; and (2) disburse the Authority's monies and dispose of its property in fulfillment of its legislative purpose. Provided, however, that the fundamental and basic purposes of the Authority, as expressed in the Act shall not thereby be amended, changed, or altered, except by statute of the West Virginia Legislature. Provided further that the members shall not permit any part of the net earnings or capital of the Authority to inure to the benefit of any private individual.

Section 2. Number. The Authority shall have one (1) class of members, which shall constitute the members of the Authority. The Berkeley County Commission may appoint up to six voting members and one non-voting, ex officio member. The City of Martinsburg may appoint up to three voting member members and one non-voting, ex officio member. Provided, current appointees above the allotted maximum as of July 1, 2026 may remain on the Board until their term expires.

Section 3. Appointment, Term of Office. Members of the Board of the Authority shall be initially appointed by the participating counties or municipalities of the Authority. Each participating county or municipality may initially appoint three (3) members. Thereafter, the Authority may vary the

representation of the members of the Authority based on the number of counties or municipalities that participate and contribute money or property to the Authority. Provided, however, Berkeley County shall retain the right to appoint a majority of the members of the Authority as provided by Act of the Legislature. All members of the Board shall be appointed for a term of three (3) years. Any person who is eligible for membership on the Authority shall become a member only upon the approval of a vote of the majority of the members of the elected body of the county or municipality appointing the member.

Section 4. Resignation of Members. Any member may resign by giving written notice of his or her resignation to the Authority or to the Chair or Secretary of the Authority. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. Vacancies in the members of the Authority, however arising, shall be filled by the county or municipality which the member had represented.

Section 6. Chair; Recording Officer. At all meetings of the members, the Chair, or in his or her absence, one of the Vice-Chair shall preside over the meeting. The Secretary, or any person appointed by the majority vote of the members, shall keep a record of the proceedings. The records shall be verified by the signature of the person proceeding over the meeting.

Section 7. Reimbursement. By resolution of the Authority, each member shall be reimbursed for his or her out-of-pocket expenses.

Section 8. Qualifications. Each member of the Board of the Roundhouse Authority shall be a resident of the municipality or county that appoints the member.

ARTICLE IV

MEMBER MEETINGS

Section 1. Annual Meeting. The annual meeting of the members of the Authority shall be held on the second (2nd) Wednesday of December each year, or on such other date as may be fixed by the members.

Section 2. Regular Meetings. The regular meetings of the Authority shall be fixed on the second (2nd) Wednesday of each month, or as otherwise set by the members at its annual meeting.

Section 3. Special Meeting. Special meetings of the Authority may be called by or at request of the chair or by a majority of the members.

Section 4. Meetings by Consent Resolution. Whenever the vote of the members at a meeting thereof is required or permitted to be taken in connection with any corporate action, the meeting and vote of such members may be dispensed with if all of the members, having duly received

notice as prescribed in these Bylaws and as required by West Virginia law, consent in writing to the corporate actions taken, and such agreement is evidenced in writing, signed by all of the members, and sets forth the action taken by the Authority. Said meeting by consent resolution shall have the same force and effect as if the meeting had occurred in person, and as if said action were duly taken by the unanimous action of the Authority at a meeting of such members duly called and legally held.

Section 5. Place and Manner of Meeting. Meetings of the members shall be held at any place within the State of West Virginia as shall be designated by the majority vote of the members. The Notice of Meeting shall include the place and time of the meeting. At any meeting of the members, business shall be transacted in such manner and order as the members shall from time to time determine and all matters shall be determined by a vote of a majority of the members present, except as may otherwise be provided in these Bylaws or by law.

Section 6. Notice of Meeting. With the exception of the notice requirement for the Amendment of the Bylaws of the Authority as set forth in **ARTICLE X**, written notice of the time and place of the annual and regular meetings shall be delivered to each member personally, by regular mail, or by email at the last known place of business or residence of the member at least three (3) days, but not more than ten (10) days, prior to the date of such meetings. Written notice of special meetings shall be delivered to each member personally, by regular mail, or by email at the last known place of business or residence of each member at least three (3) days prior to the date of such meeting.

Section 7. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members may be held at such time or place within or without the State of West Virginia the members shall designate, and any action may be taken thereat, if notice thereof is waived in writing by every member having the right to vote at the meeting who is not present in person.

Section 8. Quorum. Unless provided for to the contrary elsewhere in these Bylaws, a majority of the number of members of the Authority then serving in office shall constitute a quorum for the transaction of all business of the Authority. In the absence of a quorum, a majority of the members present may, without giving notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 9. Voting. At any meeting of the members, every voting member present in person at such meeting shall be entitled to one vote and, except as otherwise provided by law or by these Bylaws, the act of a majority of the members present in person at any meeting at which a quorum is present shall be the act of the Board of members.

Section 10. Order of Business. The order of business at all meetings of the members and the Authority shall be as follows:

1. Roll Call/Welcome of Guests
2. Proof of Notice of Meeting

3. Approval of Minutes of Previous Meeting
4. Treasurer's Report
5. Report of Chair
6. Report of Standing Committees
7. Unfinished Business
8. New Business
9. Other Business
10. Adjournment

ARTICLE V

Officers

Section 1. Principal Officers. The principal officers of the Authority shall be Chair, Vice-Chair, Treasurer, and Secretary. The Chair, Vice-Chair, Treasurer, and Secretary shall be elected by the members. Such other officers and assistant officers as may be deemed necessary shall be elected or appointed by the members.

Section 2. Election and Term of Officers. The officers of the Authority shall be elected at the regular December meeting of the members at which a quorum is present, by a vote of the majority of the members present in person at the meeting.
The term of office begins on January 1st. An officer shall be elected to serve a one (1) year term and shall hold office until his or her successor shall have been elected, except in the case of death, resignation, or removal as provided for in these Bylaws. No person may serve in more than one office. An officer may be elected to more than one (1) successive term as an officer of the Authority.

Section 3. Removal of Officers & Members. Any officer may be removed, with or without cause, at any time at any meeting of the members at which a quorum is present by a vote of two-thirds (2/3) of the members then serving whenever, in its best judgment, the best interest of the Authority will be served thereby.
Any member absent for three consecutive meetings or six or more meetings per year may be recommended for removal by the members at any meeting in which a quorum of the members is present.

Section 4. Vacancies. Vacancies among the officers, however arising, shall be filled by a majority vote of members present at any regular or special meetings of the members at which there is a quorum present.

Section 5. Chair. The Chair shall preside at all meetings of the members and generally do and perform all acts incident to the office of Chair and shall counsel and advise the members on the affairs of the Authority. The Chair shall act as the principal executive officer of the Authority and when so acting, shall have such powers, authority and duties as may be exercised by the Chair, or may from time to time be assigned to him or her by the members. Unless otherwise provided for in these Bylaws, the Chair shall be an ex-officio non-voting member of each committee.

Section 6. Vice-Chair. The Vice Chair shall be the principal executive officer of the Authority, and, subject to the control of the members, shall in general supervise and manage all the administrative and business affairs of the Authority. He or she, in the absence of the Chair, may sign, with the secretary or any other proper officer or agent of the Authority thereunto authorized by the members any instruments which the Authority has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Chair or the members as a whole or by the Bylaws to some other officer or agent of the Authority, or shall be otherwise signed or executed; and in general shall perform all duties incident to the office of the vice-chair and such other duties as shall be prescribed by the members from time to time.

Section 7. Treasurer. The Treasurer shall act under the supervision of the members and shall have charge and custody of, and be responsible for, all the funds of the Authority and shall keep or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of the assets, liabilities, and transactions of the Authority. The Treasurer shall deposit, or cause to be deposited, all monies and other valuable effects of the Authority in the name of and to the credit of the Authority in such banks, trust companies, or other depositories as may be designated from time to time by the members. The Treasurer shall disburse, or cause to be disbursed, the funds of the Authority based upon proper vouchers for such disbursement. In general, he or she shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Chair or the members. The Treasurer shall provide a financial report to the members at each monthly meeting.

Section 8. Secretary. The Secretary shall act as the Secretary of the board and keep the minutes of all meetings of the members in one or more books provided for that purpose and shall see that minutes of meetings of the members are distributed promptly to all members of the Authority. The Secretary shall see that all notices are duly given in accordance with these Bylaws and as required by law. He or she shall have charge of the books, records, statements, and other documents required by law, which are properly kept or filed, except to the extent that the same are to be kept or filed by the Treasurer. In general, he or she shall perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Chair or by the members.

Section 9. Salaries. The salaries of any employees of the Authority shall be fixed from time to time by the members of the Authority.

ARTICLE VI

Committees

Section 1. Ad Hoc Committees. The members may by resolution at any meeting designate standing and/or ad hoc committees of the Authority. The chairman shall have the authority to create such committees at his or her discretion as he or she shall deem appropriate.

Section 2. Membership. Each standing committee shall consist of at least three (3)

members, at least one (1) of whom shall be a member of the Authority.

Unless otherwise provided for in these Bylaws or by the law of the State of West Virginia, the Chair of each standing and ad hoc committee shall be appointed by the chair of the Authority.

Unless otherwise provided for in these Bylaws, any standing or ad hoc committee designated by the members may include as full voting members of such committees such people, whether or not members or officers of the Authority, as the members shall determine. Each standing or ad hoc committee shall have as a member thereof at least one (1) member of the Authority. Each committee shall have power to the extent delegated to it by the members and in accordance with the laws of the State of West Virginia. Each committee shall keep minutes of proceedings and report to the members of the Authority.

Section 3. Standing Committees. The following standing committees shall be established as needed by the members: Building & Grounds, Finance and Foundation, Events and History, Executive and any other committee that is needed to carry on the business of the Authority.

The presence of a majority of the members of the Executive Committee then serving in office shall be necessary to constitute a quorum and the act of a majority of the members of the Executive Committee present at a meeting of the Executive Committee at which a quorum is present shall constitute the act of the Executive Committee. The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. The minutes of the Executive Committee shall be distributed to all members of the Authority. With the exception of emergency business of the Authority which must be taken in the absence of a regular or special meeting of the board, all actions taken by the Executive Committee shall be presented to the members at the next succeeding regular or special meeting of the board and shall be subject to ratification and approval by the members.

Section 4. Committee Meetings. Unless otherwise provided for in these Bylaws, a majority of the members then serving on a committee constitute a quorum for the meeting of the committee, and the vote of a simple majority of those present at a meeting at which a quorum is present constitutes an action of the committee. Each committee shall determine and schedule the number of regular meetings it will hold each year.

ARTICLE VII

Indemnification

Every person who is or shall have been a member or officer of the Authority and his or her personal representative shall be indemnified by the Authority against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a member or officer of the Authority, except in relation to such matters as to which he or she shall be finally adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct or willful negligence in the performance of his or her duty as a member or officer. Costs and expenses of actions for which this article provides indemnification shall include, but in no manner shall be limited to, attorneys' fees, damages, and reasonable amounts paid in settlement.

ARTICLE VIII

Contracts with Members and their Entities

Except as otherwise provided herein, no contract or other transaction between the Authority and one or more of its member or any other company, firm, partnership, association, or entity in which one or more of its members are shareholders, members, directors, or officers or are financially interested, shall be either void or voidable because such relations or interest or because such member or members are present at the meeting of the members or a committee thereof which authorizes, approves, or ratifies such contractor transaction or because his or her or their votes are counted for such purpose, if: (1) the fact of such relationship or interest is disclosed or known to the members or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested member; or (2) the fact of such relationship or interest is disclosed or known to the member entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the Authority.

Common or interested members may be counted in determining the presence of a quorum at a meeting of the members or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

On any question involving the authorization, approval, or ratification of any such contract or transaction, the names of those members voting each way shall be entered on the record on the record of the member or committee proceedings.

ARTICLE IX

Miscellaneous

Section 1. **Fiscal Year.** The fiscal year of the Authority shall be July 1 to June 30.

Section 2. **Contracts, Checks, Bank Accounts, Etc.** The members shall be authorized to select such banks or depositories as they shall deem proper for the funds of the Authority. The members shall determine who, if anyone, in addition to the Chair, Vice-Chair, and the Treasurer, shall be authorized from time to time on the Authority's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments, All checks, online electronic withdrawals, debits, drafts, or other orders for the payment of money, acceptances, notes, or other evidence of indebtedness, shall be approved by at least two (2) officers of the Authority, one of which shall be the Chair, or the Vice-Chair, in the absence of the Chair, and the other of which shall be the Treasurer or Secretary.

Section 3. **Receipts.** The Chair, Vice-Chair, Secretary and Treasurer shall each be authorized to receive all money due and payable to the Authority from any source whatsoever, to endorse for deposit checks, drafts, and other money orders in the name of the Authority or on its behalf, and to give full discharge and receipt thereof.

Section 4. Loans. No loans shall be contracted on behalf of the Authority, and no evidence of indebtedness shall be issued in the name of the Authority unless authorized by a resolution of the members. Such authority may be general or limited to specific instances. Notwithstanding anything herein to the contrary, no loans or other evidence of indebtedness shall be contracted on behalf of the Authority with any officer or member of the Authority.

Section 5. Deposits. All funds of the Authority not employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies, or other depositories as the members may select.

Section 6. Keeping Books and Records. The Authority shall keep complete, accurate and correct books and records of the accounts of the Authority and shall keep minutes of the proceedings of its members.

Section 7. Phone, Email, Text. Notwithstanding anything, to the contrary, one or more members may participate in a meeting of the Authority or a committee of the Authority by means of conference telephone or similar electronic communications equipment by means of which all people participating in the meeting can hear each other.

Section 8. Waiver of Notice. Unless otherwise provided for by law or in the provisions of these Bylaws, whenever notice is required to be given to the members under the provisions of these Bylaws or under law, a waiver therein in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed to be the equivalent to the giving of notice and attendance of the person at a meeting shall constitute a waiver of notice, unless such person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Usage of Terms. Except as otherwise specifically provided, for the purpose of these Bylaws, the term "majority" shall mean a number greater than one-half (1/2) of the total. Except as otherwise specifically provided, for purpose of these Bylaws, as the context may require, the use of the pronouns of the masculine gender shall be deemed to include pronouns of the feminine and neuter genders, and the use of pronouns of the feminine gender shall be deemed to include pronouns of the masculine and neuter genders.

Section 10. Facsimile Signatures. Facsimile signatures of any officer of the Authority may be used whenever and as authorized by the Board of the Authority.

ARTICLE X

Amendments

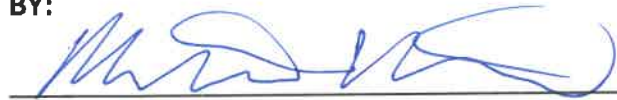
These Bylaws may be altered, amended, or repealed in whole or in part at any duly organized meeting of the Authority, by a two-thirds (2/3) majority vote of the members then serving in office, and only

upon not less than thirty (30) days written notice to the members.

Any proposal to amend these Bylaws shall be included with the Notice of Meeting in accordance with the provisions of **ARTICLE IV**, Section 6, Notice of meeting, except that any proposal to amend the Bylaws shall require thirty (30) days written notice as set forth above. Waiver of notice by the members, for the purposes of the amendment of these Bylaws may be exercised as set forth in **ARTICLE IV**, Section 7, Waiver.

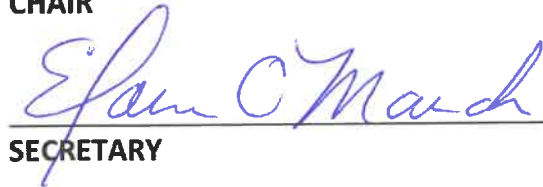
BERKELEY COUNTY ROUNDHOUSE AUTHORITY

BY:



Date: March 12, 2026

CHAIR



Date: 3-16-26

SECRETARY