



# West Virginia First Foundation

West Virginia First Foundation  
600 Marketplace Ave, Suite 106  
Bridgeport, WV 26330

---

**TTN:** McDowell County Commission on Aging, Inc.  
Dr. Donald Reed  
donald@mcdowellcoc.org

**DATE:** December 23, 2024

*Via E-Mail*

**RE:** Initial Opportunity Grant Application Update and Supplemental Round Announcement

Thank you for your submission to the West Virginia First Foundation (WVFF) Initial Opportunity Grant (IOG) program. After careful review by the WVFF Expert Panel, Initial Opportunity Committee, and Board of Directors, we regret to inform you that your application was not selected for funding in the initial round.

Your application was deemed ineligible. The following items were missing and/or incomplete:

Attachments 3, 4, 8, 9

However, in keeping with West Virginia's values of collaboration, resilience, and second chances, WVFF is pleased to announce a Supplemental Round of funding. This round provides eligible applicants like your organization with an opportunity to address deficiencies in their original submissions and reapply for funding. **All submissions are due no later than 11:59PM EST on January 31, 2025.**

## Key Details for the Supplemental Round:

<b>Eligibility</b>	Your organization is eligible to participate as your application was submitted before the original October 5, 2024, deadline.
<b>Application Process</b>	The Supplemental Round follows the same guidelines and requirements as the initial round; however, <b>do not resubmit your entire application</b> . You are only required to submit the missing or incomplete documentation identified above. Any other documents submitted, other than those identified above, will not be considered. Please ensure all requested components are included, as incomplete or late submissions will not be considered.
<b>Timeline</b>	Deficient applications must be cured no later than 11:59PM EST on January 31, 2025. Notification of awards will take place on or before March 31, 2025.
<b>Funding Allocation</b>	WVFF remains committed to fulfilling its original funding goal of \$19.2 million. In the initial round, \$10.4 million was awarded to successful applicants. The Supplemental Round will allocate the remaining \$8.8 million, giving eligible organizations another opportunity to secure funding that aligns with the Core Strategies and Approved Purposes outlined in the West Virginia First Memorandum of Understanding (MOU).

If you have questions or need guidance on addressing specific areas of your application for resubmission, please contact us directly at [grants@wvfirst.org](mailto:grants@wvfirst.org). WVFF staff are committed to working with you to ensure your resubmission meets all necessary criteria. We deeply appreciate the effort and dedication you put into your work and your commitment to helping West Virginia communities.

Thank you again for your interest in partnering with WVFF. We look forward to the possibility of supporting your impactful work through the Supplemental Round.

Sincerely,



Rachel Thaxton, Director of Support Operations  
West Virginia First Foundation

<b>Detailed Line Item Budget (DLIB)</b>	Provide a detailed line-item budget that identifies the requested funds from the West Virginia First Foundation and the overall budget for the proposed project.
<b>Attachment 1 - IRS determination</b>	Provide copies of (i) the advance or definitive IRS determination letters indicating 501(c)(3) tax-exempt status; (ii) evidence showing tax exempt status under IRC 115; or (iii) evidence of other similar tax exempt or charitable status.
<b>Attachment 2 - Most recent 990</b>	Copies of the pages of the most recent 990, if any.
<b>Attachment 3 - Articles of Incorporation, Certificate of Existence (WVSoS), Letter of Good Standing from WV Tax Division</b>	Provide copies of the organization's articles of incorporation, a Certificate of Existence from the West Virginia Secretary of State's office, and a Letter of Good Standing from the West Virginia Tax Division.
<b>Attachment 4 - Description of organization</b>	Describe yourself or your organization, including a brief history, corporate structure, and a description of its employees.
<b>Attachment 5 - Leadership &amp; staff</b>	Please identify the project's anticipated leadership and staff members and provide their resume(s).
<b>Attachment 6 - Local servicing office</b>	Give your local servicing office contact information, including primary contacts. Include the address, telephone number, email, and website.
<b>Attachment 7 - Legal proceedings disclosure</b>	Describe any material litigation, regulatory, or legal proceedings in which you, including against individuals and parent entities, subsidiaries, affiliates, or any of the principals, are or have been involved over the five years preceding the date of your response.
<b>Attachment 8 - History or social responsibility</b>	Describe your history of or commitment to social responsibility through philanthropy, volunteering, etc., specifically in West Virginia communities.
<b>Attachment 9 - Other funding disclosures</b>	List any federal, state, local, or private grant awards or funding received in the last three years and the current status of those funds.
<b>Attachment 10 - Organization's finances</b>	Please provide a detailed overview of your organization's finances, including the current operating budget with itemized expenses and revenues, a cash flow budget, and the latest audited or compiled financial statements (e.g., 990, Profit and Loss Statement, etc.).
<b>Attachment 11 - Unique characteristics</b>	Describe in detail any and all unique characteristics of the project.
<b>Attachment 12 - Letters of support</b>	Letter of support from the local government authority wherein the project will exist.
<b>Attachment 13 - Certification &amp; agreement</b>	The Certification and Agreement attached to this Request for Applications as Attachment A.

## Key of Necessary IOG Documentation

<b>Cover Sheet</b>	Please see attached.
<b>Project Narrative</b>	<p>Applications must respond cite and respond to each item below describing the Project Narrative:</p> <ol style="list-style-type: none"> <li>1. Identify the problem to be addressed and the needs to be met by the project.</li> <li>2. Amount of funds requested and total amount of funds required for the project.</li> <li>3. Which Core Strategies or Approved Purposes will be met?</li> <li>4. Describe the goals and overall impact of the project or program, including the geographic area served.</li> <li>5. Identify the project as a new, additional, or continuing program.</li> <li>6. What unique service(s) would the community be deprived of if you do not undertake this project?</li> <li>7. Identify any regulatory approvals, if required, for the project.</li> <li>8. Discuss the implications of this project in relation to the organization's ongoing operational expenses and purpose.</li> <li>9. Describe your project's objectives, activities, strategies, staffing, partners, timelines (including beginning and end dates), and explain how the design will enable you to address the problem or need.</li> <li>10. Explain your organization's sustainability plan, including but not limited to, other financing sources or strategies you are developing, strategies for the longevity of the proposed program or project.</li> <li>11. Please identify any other applications made for funding for this project from other sources (city, state, private, or nonprofit organizations).</li> </ol> <p>The above project narrative is limited to <b>8 pages</b>. Applicants should name the file "narrative" and submit it in PDF format.</p>
<b>Budget Narrative</b>	Submit a project budget and narrative explaining how the Initial Opportunity Grants will be used, ensuring it includes sufficient detail to confirm compliance with the Initial Opportunity Grant requirements.

## Donald Reed

---

**From:** WVFF Grants <grants@wvfirst.org>  
**Sent:** Monday, December 30, 2024 2:30 PM  
**To:** Donald Reed  
**Subject:** Re: Update on Your WVFF Initial Opportunity Grant Application

Please see responses in red below and let us know if you have additional questions:

1. It appears that there were no programmatic issues with our proposal – just with Attachments 3,4,8,9. Is this accurate? **We can confirm that the above-mentioned attachments are missing and/or incomplete. Once received, you will be eligible for review in the supplemental round.**
2. You only need me to submit what was missing from Attachment 3,4,8,9 – which I have outlined below – is this correct? **Yes, these attachments are required to make your application complete.**
3. Attachment 3 – Letter of Good Standing that was included in our original packet expires on 12/30/24 – do you need an updated one? And you need a copy of our articles of incorporation. **We do not need an updated letter of good standing. Yes, you will need to submit the articles of incorporation.**
4. Attachment 4 – We provided our organizational chart; page 5 had the MCCOA history. We included the Project Directors resume. Can you clarify what is missing here? **While attachment 5 outlined leadership and staff, attachment 4 is required to provide a description of the organization, including a brief history.**
5. Attachment #8 – We acknowledge that this is missing.
6. Attachment #9 – Would the company budgets from the last three years be sufficient? When you say “the current status of those funds” – what do you mean? **We are looking for disclosure of any grants or external funding over the past 3 years. Regarding status, please provide supplemental information disclosing amount spent, uses of grant funds, etc.**

On Mon, Dec 30, 2024 at 1:23 PM Donald Reed <[donald@mcdowellcoa.org](mailto:donald@mcdowellcoa.org)> wrote:

Sure.

First, thank you for allowing me to resubmit.

After reviewing the letter, I have the following questions –

1. It appears that there were no programmatic issues with our proposal – just with Attachments 3,4,8,9. Is this accurate?
2. You only need me to submit what was missing from Attachment 3,4,8,9 – which I have outlined below – is this correct?
3. Attachment 3 – Letter of Good Standing that was included in our original packet expires on 12/30/24 – do you need an updated one? And you need a copy of our articles of incorporation.

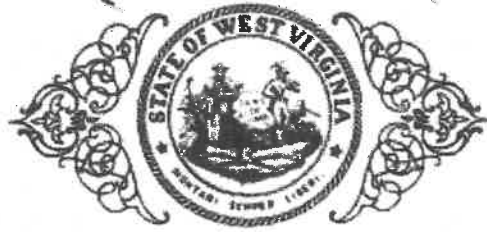


## Attachment 3: Bylaws





# State of West Virginia



## Certificate

*I, Mac Warner, Secretary of State of the State of West Virginia, hereby certify that*

Articles of Amendment to the Restated Articles of Incorporation of

**MCDOWELL COUNTY COMMISSION ON AGING, INCORPORATED**

are filed in my office as required by the provisions of the West Virginia Code and are found to conform to law. Therefore, I issue this

## Certificate of Amended and Restated Articles of Incorporation



*Given under my hand and the Great Seal of the State of West Virginia on this day of September 09, 2024*

*Mac Warner*

Secretary of State

73463



WEST VIRGINIA  
ARTICLES OF INCORPORATION  
NON-PROFIT AMENDMENT

Form CD-3  
Rev. 01/2023

FILED

SEP 09 2024

West Virginia Secretary of State  
Business & Licensing Division  
Tel: (304)558-8000  
Fax: (304)558-8381  
Website: [www.wvsos.gov](http://www.wvsos.gov)

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

IN THE OFFICE OF  
WV SECRETARY OF STATE

~~FILING FEE \$25.00~~

1. The name of the corporation is: McDowell County Commission on Aging, Incorporated
2. The date of the adoption of the amendment(s): 08/27/2024
3. In the manner prescribed by the WV Code §31E-10-1005, the members/board of directors have adopted the following amendment(s) to the Articles of Incorporation:

- Statement required by the IRS to be included in Articles of Incorporation, Restatement or Amendment for 501(c)(3) status approval (attached)
- Change of name to: \_\_\_\_\_
- Other (attach amendments to this application)

4. Check and complete the applicable statement:

- At a meeting held on 08/27/2024 a quorum of the members entitled to vote on the amendment were present and the amendment was adopted by a majority of members present.
- The amendment was adopted by consent in writing signed by all members entitled to vote on the amendment.
- No members were entitled to vote on the amendment. At a meeting held on \_\_\_\_\_ amendment was adopted by a majority of the directors in office.

5. Contact name and number of person to reach in case of problem with filing: (Optional, however, listing one may help to avoid a return or rejection of filing if there appears to be a problem with the document.)

Name: Dr. Donald Reed Jr. Phone: 304-436-6588

Business e-mail address, if any: donald@mcdowellcoa.org

6. Signature of one of the officers or chairman of the board of directors of the corporation (See below  
**\*Important Legal Notice Regarding Signature\*:**

Jackie Fairbanks President 08/28/2024  
Signature Title (ex: President, Chairman, etc.) Date

**\*Important Legal Notice Regarding Signature:** Per West Virginia Code §31D-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.

RECEIVED

SEP 09 2024

624610



**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.



**ARTICLES OF INCORPORATION  
(BY-LAWS)  
THE MCDOWELL COUNTY COMMISSION ON AGING,  
INCORPORATED.**

**ARTICLE I- Name, Objectives**

The name of the corporation shall be McDowell County Commission on Aging, Incorporated, and its objectives and purposes are these set forth in a certificate of incorporation as a non-profit, non-stock corporation, issued by the State of West Virginia.

**ARTICLE II- Purpose**

The purpose of this organization is to provide a governing body and management for senior citizens and individuals under age 60 meeting guidelines of the programs in McDowell County, West Virginia. It shall set up the necessary organization for citizens who are eligible for services.

**ARTICLE III- Meeting**

**Section 1**

The Board of Directors shall hold a minimum of eight meetings each year. Notice of any regular meeting may be given in person or by mail, in either case at least seven days before the time fixed for the meeting and such notice shall be published. The annual meeting of this corporation will be in September in accordance with the ending of each fiscal year.

**Section 2**

Special meetings may be called by the President or upon petition of any three members of the Board of Directors.

**Section 3**

Not less than one-third of the Directors in office, of the Board of Directors, shall constitute a quorum for the transaction of business.

The Board may grant a member up to 6 months medical leave of absence and the excused member shall not be counted as part of the number needed for a quorum. In the event a quorum is not present, the chairman, with the consent of those Board members present,





can call an Executive committee meeting to transact all business. Transactions will be approved at the next meeting of the full board.

## **ARTICLE IV- Board of Directors**

### **Section 1**

#### **Number and Composition**

The Board shall be comprised of at least seven members but not more than nine members. The Board of Directors shall be elected for terms of two years, not to exceed 10 years. Any board member can be reappointed as a new Director after an absence of one year. If during the term of office, a member of the Board of Directors shall die, resign, or for any other reason cease to be a Director of this Corporation, the Board of Directors shall forth with appoint a Director to fill the vacancy thus created for the remainder of the term.

### **Section 2**

#### **Term in Office**

The Board of Directors shall be elected for terms as stated in Article V, not to exceed 10 years. Any board member can be reelected as a new Director after an absence of one year. If during the term of office, a member of the Board of Directors shall die, resign, or for any other reason cease to be a Director of this Corporation, the Board of Directors shall forth with appoint a Director to fill the vacancy thus created for the remainder of the term.

### **Section 3**

#### **Removal**

Board Members who miss two consecutive regular meetings of the Board of Directors and do not attend the next regular meeting will result in their removal from the Board. Each Board member will attend the meeting of the Board of Directors at least six (6) times a year.

Board Members can also be removed by a majority vote of the Board for violating the Board Member Code of Ethics. Any Board Member or the Executive Director who is aware of a violation must report it to the Board of Directors.

### **Section 4**

#### **Powers**

The Board of Directors shall have the power to do, or cause to be done, all things that are proper to be done by the Articles of Incorporation heretofore approved and charter issued by the State of West Virginia.

### **Section 5**

#### **Attendance**



Members may not participate in Regular Board Meetings by no means of communication other than being present in person. Whereas, a limited exception is granted in the event of a natural disaster or public health disaster.

### ARTICLE V – Election

In 2015, due to WV Bureau for Senior Service Requirements, Board of Directors were given staggered terms and term limits. After these initial staggered terms, initiated in 2015 are completed, all Directors shall be elected by the Board of Directors at the annual meeting of said organization and shall serve a term of two years. In an election for the Directors of this organization, each member of the Board of Directors shall be entitled to one vote for each officer.

### ARTICLE VI-Officers

#### Section 1 Officers

The officers of this organization shall consist of a President, Vice President, Secretary, and Treasurer, who shall perform the duties usually pertaining to such offices as provided by the laws of the State of West Virginia for non-profit corporations or as provided by the Board of Directors.

#### Section 2 Terms in Office

The officers shall serve the term of one year. The Secretary and Treasurer may serve for more than two consecutive terms in office.

#### Section 3 Term in Office

Vacancies in any office shall be filled by the Board of Directors or Executive Committee for the unexpired term.

#### Section 4 Duties of the President

The President shall be the chairperson of the Board of Directors and the Executive Committee. The President shall appoint all standing committees, the chairpersons of special committees, and the President shall be an ex-officio member of all committees, except the Nominating Committee. The President shall preside over the Board of Directors meeting.

#### Section 5



**Duties of the Vice President**

The Vice President shall preside at all meetings of the Board of Directors or Executive Committee, of which he is a member, in the absence of the President and shall perform such other duties as may be prescribed by the Board of Directors.

**Section 6**  
**Duties of the Secretary**

The Secretary shall preserve in books of the corporation true minutes of the proceedings of such meetings, shall give all notices required by statute, by law, or resolution, and shall perform other duties as delegated by the Board of Directors. The Secretary may sign checks for the corporation.

**Section 7**  
**Duties of the Treasurer**

The treasurer shall be responsible for any funds collected at Board meetings. The treasurer shall be the counter signature for all official checks disbursed by the Agency and shall give supplementary reports to the Board as necessary. The treasurer shall perform other duties as may be prescribed by the Board of Directors.

If the Treasurer is unavailable to be the counter signature on agency checks, another approved board member may sign. In the event that the Treasurer is not the counter signature, the expenses must be reviewed with the Treasurer when they are available.

**ARTICLE VII- Executive Committee**

**Section 1**  
**Election**

The Executive Committee shall be elected by the Board of Directors from its membership at its annual meeting and shall serve for the period of one year. The Executive Committee is comprised of the President, Vice President, Secretary, Treasurer and three additional members. The Executive Committee shall also include the immediate past president.

**Section 2**  
**Meetings**

The Executive Committee shall meet when called by the President of the Board. All Board members are entitled to participate and vote in Executive Committee meetings. Notice of meetings shall be given to all Board members with at least 24 hour notice whenever feasible.



**Section 3**  
**Quorum**

The presence of three members of the Executive Committee shall constitute a quorum to conduct business.

**Section 4**  
**Duties**

The Executive committee shall perform the duties delegated to it by these By-laws, shall transact all business referred to it by the Board of Directors, shall perform when necessary the duties of the Board between regular meetings of the Board, shall make a report for approval of all transactions to the Board and shall act in all emergencies on behalf of the Board.

**Article VIII – Standing Committees**

Standing Committees shall be: (1) Nominating Committee (2) Personnel Committee (3) Finance Committee (4) Program Development and Evaluation Committee and (5) By-laws Committee. Chairman for each committee will ascertain if a quorum (simple majority) is present, appoint a recorder and give a report of committee work to full Board.

**Section 1**  
**Nominating Committee**

The President of the Board shall appoint, in the months preceding the annual meeting, a Nominating Committee comprised of three members. The Nominating Committee shall submit a slate for the following offices: President, Vice President, Secretary and Treasurer. The Nominating Committee shall also present three additional nominees who with the four elected officers will serve as the Executive Committee of the Board. The Nominating Committee shall obtain prior consent of the nominees before presentation of the slate for election.

**Section 2**  
**Personnel Committee**

The Personnel Committee shall be composed of a minimum of five Board members. The officers of the Board must comprise less than a simple majority on the committee. The Personnel Committee shall: (1) review and make recommendations concerning personnel policies and other related issues concerning Agency employees (2) review and make recommendations concerning job positions within the Agency including the addition, upgrading, downgrading and elimination of positions (3) review and make





recommendations concerning salary schedules and (4) make recommendations concerning personnel problems.

**Section 3**  
**Finance Committee**

The Finance Committee shall be composed of three members. The Finance Committee will work with the Director and appropriate staff pertaining to budget and finances.

**Section 4**  
**By-laws Committee**

The By-laws Committee shall be composed of three members to review the By-laws and report to full Board proposed changes at the meeting prior to the annual meeting.

**Section 5**  
**Program Development and Evaluation Committee**

The Program Development and Evaluation Committee shall be composed of three members to review and evaluate the organization's current programming and report to the full Board any proposed changes or suggestions.

**Section 6**  
**Committee Limitations under WV Code 31E-8-825**

WV Code 31E-8-825 provides that "A committee may not...

- (1) Approve or propose to members action that this chapter requires be approved by members;
- (2) Fill vacancies on the board of directors or on any of its committees;
- (3) Amend articles of incorporation pursuant to section one thousand two, article ten of this chapter;
- (4) Adopt, amend, or repeal bylaws;
- (5) Approve a plan of merger;
- (6) Approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of a corporation; or
- (7) Approve a proposal to dissolve."



## ARTICLE IX – Special Committees

Special Committees may be established by resolution of the Board to advise the Board or the Executive Director in those areas specifically designated in the resolution. Such committees shall consist of one or more members of the Board.

## ARTICLE X – Executive Director

### Section 1

#### Appointments and Duties

The Board shall obtain the services of a qualified professional person with demonstrated ability who shall serve as the Executive Director. The Director shall be given specific and sole responsibility of the operation of the agency and provision of a program which is responsive to the needs of the Agency. The Director is responsible to the Board: but to ensure program and fiscal continuity and accountability, all operational elements of the agency must be accountable to the Director or to the person who holds coordinating positions and who are in turn accountable to the Executive Director. The Executive Director shall act as chairperson of the executive staff committee which is comprised of program coordinators. The Director shall direct that the minutes of the executive staff meetings be forwarded to the Board as a means of formal communication between the Board, program coordinators and staff.

## ARTICLE XI – Finances

### Section 1

#### Fiscal Year

The fiscal year for the corporation shall be from October 1 through September 30.

### Section 2

#### Funds

Sound monetary and fiscal policies shall be established by the Board including authorizing the bonding of officers and staff who have access to the funds of the Agency. The Board of Directors shall direct an annual fiscal audit be performed.



## ARTICLE XII – Conflicts of Interest

### Section 1

#### Purpose

The purpose of this section is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the corporation. This is intended to supplement but not replace any applicable state laws governing conflicts of interest or ethics which are applicable to governmental, nonprofit and charitable corporations.

### Section 2

#### Procedure

Whenever the Board or Board Committee is considering a transaction or arrangement with an organization, entity or individual in which a person covered by this by-law has a financial or conflicting interest, the following shall occur: (1) the interested person must disclose the financial or conflicting interest to the Board or Board Committee (2) the Board President, the Board Committee or the Board may ask the interested person to leave the meeting during discussion of the matter that gives rise to the potential conflict after allowing the interested person to make a statement or answer questions before leaving (3) the interested person will not vote on the matter that gives rise to the potential conflict and (4) the Board or Board Committee must approve the transaction or arrangement by a majority vote of the Board member present at a meeting that has a quorum, not including the vote of the interested person.

Additionally, if an interested person has a financial interest in a transaction or arrangement that might involve personal gain or loss, the following should be observed in addition to the provisions described above: (1) the Board or Board Committee may appoint a non-interested person or committee to investigate alternatives to the proposed transaction or arrangement (2) the Board or Board Committee must find that the proposed transaction is in the corporation's best interest, is fair and reasonable and that the corporation cannot obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances (3) the interested person will not be present for the discussion or vote regarding the transaction or arrangement and (4) the transaction or arrangement must be by majority vote of the Board members, not including any interested persons.

### Section 3

#### Definitions

“Board Committee” shall mean any committee that has specific authority to take final action relative to charitable, business or other aspects of this corporation, delegated to it by



the Board or By-laws of this corporation, as opposed to committees that are solely advisory in nature.

“Board Member” shall refer to all members of the Board of Directors of this corporation, and members of all Board Committees, whether appointed, elected or ex officio.

“Compensation” shall mean any re-numeration, whether direct or indirect, including any gifts or favors that are substantial in nature.

“Conflicting interest” shall mean service as a member, shareholder, trustee, owner, partner, officer, or employee of any organization or governmental entity that either (1) competes with this corporation or (2) is involved or is likely to become involved in any litigation or adversarial proceeding with this corporation.

“Financial interest” shall mean any arrangement or transaction pursuant to which an interested person has, directly or indirectly, through business, investment, for family, either: (1) a present or potential ownership, investment interest, or compensation arrangement in any entity with which this corporation has or may have a transaction or arrangement, or (2) a compensation arrangement with this corporation or any entity or individual with which this corporation has a transaction or arrangement.

“Interested Persons” shall mean any person who has a direct or indirect financial interest or conflicting interest.

“Persons covered by this policy” shall mean every Board member, every member of any Board committee, all officers of this corporation and all key management personnel of this corporation.

#### Section 4

#### Disclosure of Conflicting Interest

Every person covered by this policy shall submit in writing to the Board President a conflict of interest disclosure statement listing all financial and conflicting interests. Each statement will be re-submitted with any necessary changes each year or as any additional conflicting or financial interest arise. The President of the Board shall become familiar with all such disclosure statements in case a conflict arises. The Vice President of the Board shall be familiar with the disclosure statement filed by the chairperson.

#### Section 5

#### Minutes of Meetings

Minutes of all Board and Board Committee meetings shall include: (1) the name of persons who disclosed conflicting or financial interests and whether the Board determined there was a conflict of interest (2) the names of the persons who were present for discussions and votes relating to the proposed transaction or arrangement and (3) a record of the vote.





### **Section 6**

#### **Dissemination and Acknowledgement of Policy**

This policy shall be distributed to all persons covered by this policy. Each person covered by this policy shall sign an annual statement that the person: (1) received a copy of the policy (2) has read and understands the policy (3) agrees to comply with the policy and (4) understands that the policy applies to the Board and all Board Committees.

### **ARTICLE XIII – Dissolution of the Corporation**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation exclusively for the purposes of the organization indicated in these by-laws dispose of all the assets of this corporation. Assets and/or equipment of the corporation shall be returned to the original funding source as may be required or to such organizations as may qualify as tax exempt for charitable purposes under Section 501(c)3 of the Internal Revenue code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law).

### **ARTICLE XIV – Amendments**

The By-laws may be amended submitted in writing to take to each member of the Board at least four days before action is to be taken. This procedure shall not prevent the proposed amendment from being amended at the meeting during which action is being taken on the proposed amendment. The by-laws will be reviewed at the annual meeting for any needed modifications.

### **ARTICLE XV – Order of Business**

#### **Section 1**

Robert's Rules of Order shall be parliamentary authority for all matter of procedures not specifically covered by the By-laws or by specific rules of procedure adopted by this Board.

#### **Section 2**

The Board of Directors may be called in Executive Session by a majority vote of its members. When a motion to go into Executive Session is adopted by a majority vote, only members, special invitees, and such employees or staff members as the assembly or its rules may determine to be necessary are allowed to remain in the room. The Board of Directors



may go into Executive Session to deliberate on sensitive personnel issues, disciplinary action, litigation, or other sensitive issues.

### **ARTICLE XVI- Indemnification**

**Each Director, officer and employee of this corporation and their heirs and personal representatives, who were or are a party or are 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, officer, or employee of the corporation or is or was serving at the request of the corporation as a Director, officer or employee of the another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against expenses (including attorney's fees), judgments, fines, taxes and penalties and interest thereon, and amounts paid in the settlement actually and reasonable incurred by him legally permissible as provided by the provision of Chapter 31E-8-850, of the West Virginia Code.**







**Attachment 4: Describe Yourself or your organization, including a brief history, corporate structure, and a description of its employees.**

Dr. Donald Reed lives in McDowell County, WV and has vast experience as a faculty member, researcher, and clinician. He is currently the Executive Director of the McDowell County Commission on Aging, Inc., and an Assistant Professor at Liberty University School of Health Sciences. His previous professional experiences include being an Assistant professor at West Virginia University Extension Service, Emergency Room Mental Health Clinician, and Network Director for the Southern Coalfields Tobacco Prevention Network.

Donald holds a B.A. in History from Concord University, Masters' Degrees with coursework in History, in Liberal Studies, and in Substance Abuse Prevention and Policy, and a Doctorate in Public Health with a concentration in Health Advocacy and Leadership. He is Certified in Public Health and is a Certified Tobacco Treatment Specialist with the Mayo Clinic Nicotine Dependence Center.

He has received awards for his efforts in spit tobacco education and was the American Legacy Foundation's Community Activist of the Year, the Coalition for Tobacco Free WV's Community Activists of the Year, the Amy Hertz Award from the National Summit on Smokeless and Spit Tobacco and numerous awards from the WV4-HEA and NAE4-HA.

His work has been featured in publications by the University of California – San Francisco, National CADCA Strategizers, the American Legacy Foundation, the Rural Assistance Center, the National African American Tobacco Prevention Network, the Journal of Extension Service, and the Frontiers Journal of Public Health.

**History of Organization:** The McDowell County Commission on Aging, Inc. (MCCOA) is dedicated to assisting seniors (age 60+) and disabled residents and their caregivers in the rural communities throughout McDowell County by providing a variety of essential services. We are dedicated to offering assistance to help residents in need enrich their lives and access necessary services. We provide nutritional, educational, recreational, in-home care & hygiene care, socialization, household tasks, shopping, transportation, and light cleaning assistance for eligible community members. The MCCOA is part of the state network of senior centers within WV. Senior Centers in WV have three mission mandates: In-Home Care, Senior Nutrition/Meals on Wheels, and Senior Transportation. Senior Activities and Health Promotion are secondary activities. Established in 1973, the MCCOA functions as a multi-service, non-profit, community-based program. Our purpose is to maintain and improve daily life for seniors, people with disabilities, and their caregivers through advocacy, education, wellness promotion, and support services. We currently have a \$3.1 Million-dollar budget with almost 90 employees.

We are the Co-Chairs of the HOPE Coalition, the DFC Coalition for McDowell County. The mission statement is: "The McDowell County Health Opportunities for Positive Education (HOPE) Coalition is dedicated to strengthening the capacity of our partners to create and maintain safe, healthy, drug-free communities." This mission statement reflects its continued





work of collaboratively working across its network of agencies and community partners to strengthen our communities safe, healthy, and drug-free progress into the future.

The McDowell County HOPE Coalition has been in existence in name since 2022. The Coalition was a drug-free communities' grantee in the early 2000s (2006-2011). The Coalition has gone through many revisions and even a break during COVID. The McDowell County HOPE Coalition was reformed in 2022, but we kept the same name due to the community recognition of the term. Almost all of the partners have changed. The McDowell County Commission on Aging, Inc. serves as the fiscal agent and lead agency for the McDowell HOPE Coalition.

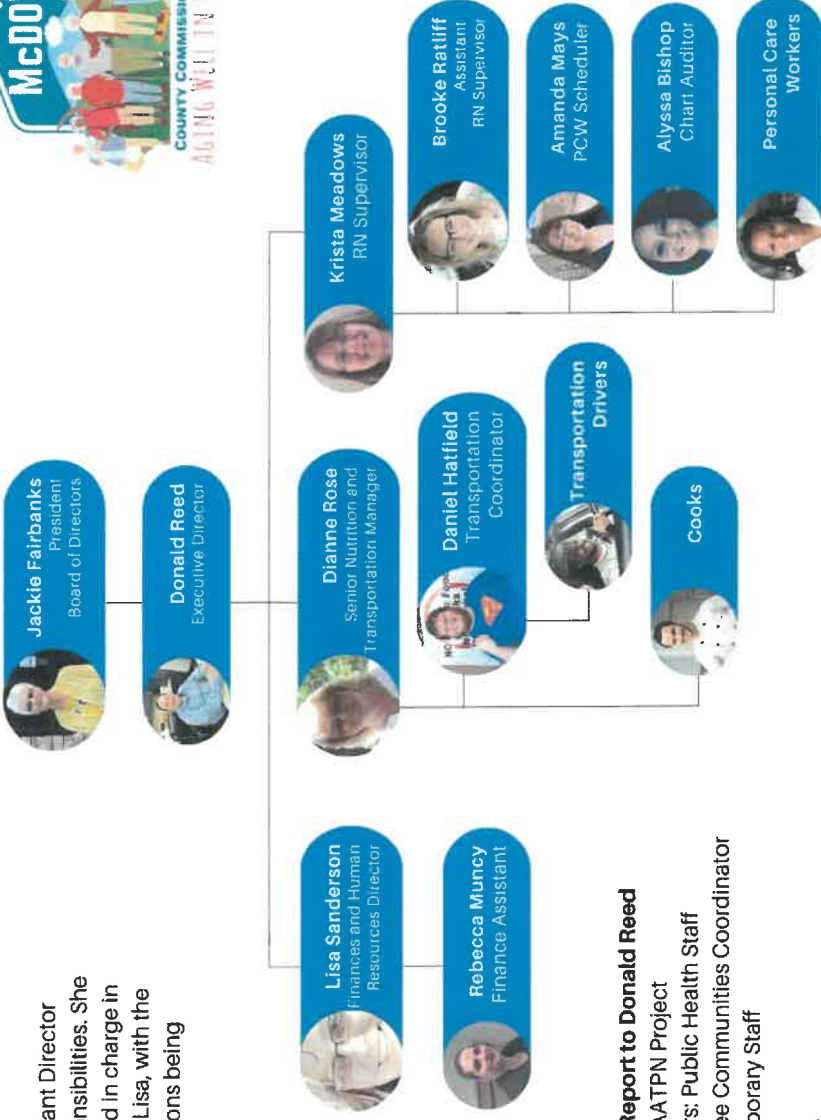
**Key Accomplishments Include;** County Level Clean Indoor Air Ordinance (Smoking Ban); County Level Underage Drinking Social Host Ordinance; DEA Rx Drug Takeback Days and Permanent Drop Box Locations; Implementation of local 4-H Clubs, 4-H Camp, and local SADD (Students Against Destructive Decisions) Chapters at Riverview and Mt. View High Schools;

**See the organizational Chart for more details about our structure and employees.**



# McDowell County Commission on Aging

## Organizational Chart



**Notes:**  
 Lisa Sanderson is the Assistant Director with Finance and HR Responsibilities. She is 2nd in charge. Diane is 3rd in charge in the absence of Donald and Lisa, with the exception of nursing questions being directed to Krista.

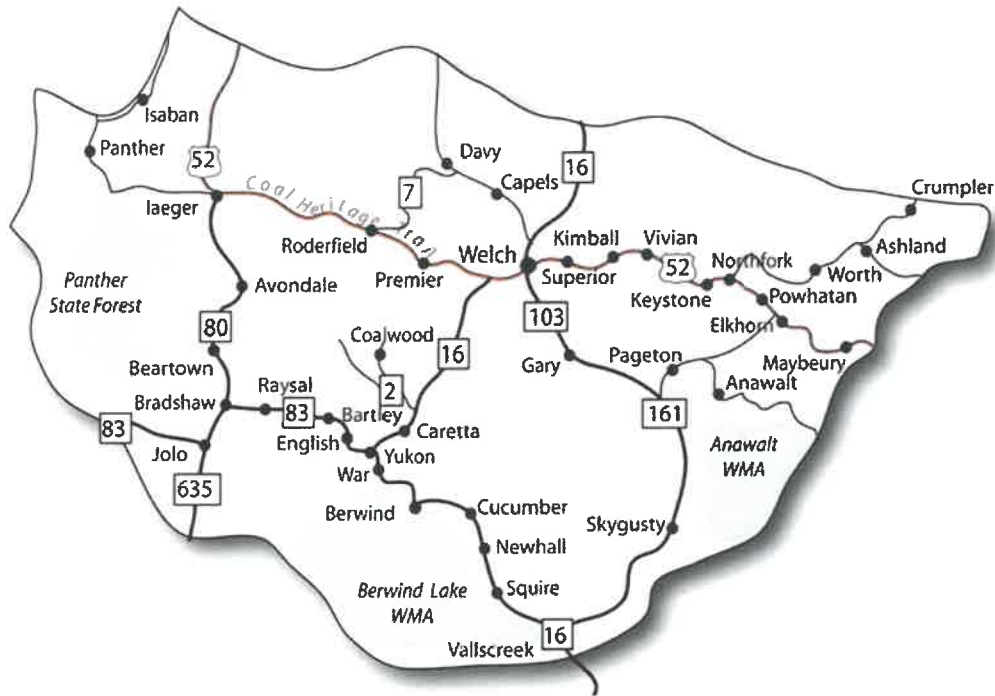
**Special Project Staff that Report to Donald Reed**

- Rhonda Robinson: WVAA TPN Project
- Jack and Cheryl Beavers: Public Health Staff
- Shanita Evans: Drug Free Communities Coordinator
- Summer Interns & Temporary Staff

Chart updated: 07/30/2024



You can see from the list and the map; our agency covers every aspect of McDowell County.





# **McDowell County Commission on Aging, Inc. Board Members**

**McDowell County Commission on Aging, Inc. 2024-2025 Board of Directors**

**Vivian Anderson - Secretary  
PO Box 636  
Kimball WV 24853**

**Ivirose Green  
PO Box 443  
Roderfield, WV 24881**

**Dolores Johnson - Treasurer  
PO Box 164  
Wilcoe, WV 24895**

**Robin Pruitt  
44 Grandview Street  
Welch, WV 24801**

**Jackie Fairbanks - President  
PO Box 207  
Roderfield WV 24881**

**Executive Director  
Dr. Donald Reed, Jr.  
725 Stewart Street  
Welch, WV 24801  
Phone: 304-436-6588 ext.101 (work)  
Email:donald@mcdowellorg.coa**

**Mike Snow  
Post Office Box 247  
Welch, WV 24801**

**Lois Godfrey  
PO Box 64  
Northfork WV 24868**

**Marilynn Tilley  
PO Box 691  
Welch, WV 24801**

**Sheila Muncy - Vice President  
Post Office Box 174  
Bradshaw WV 24817**





**Employee Directory by Department/Program:  
Administration / Management**

Position	First Name	Last Name	Email	Address	Town/City	State	Zip Code
Executive Director	Donald	Reed	<a href="mailto:donald@mcowellcoa.org">donald@mcowellcoa.org</a>	PO Box 166	Roderfield	WV	24881
Assistant Director / Finance	Lisa	Sanderson	<a href="mailto:lisa@mcowellcoa.org">lisa@mcowellcoa.org</a>	74 Alder Lane	Winfield	WV	25213
Finance Assistant	Rebecca	Muncy	<a href="mailto:Rebecca@mcowellcoa.org">Rebecca@mcowellcoa.org</a>	PO Box 141	Roderfield	WV	24881

**Special Project Staff**

Position	First Name	Last Name	Address	Town/City	State	Zip Code
Drug Free Communities Coordinator	Shania	Evans	1029 Stewart St.	Welch	WV	24801
Health Educator – Pallottine Project	Cheryl	Jackson	PO BOX 7045	Charleston	WV	25356
Health Educator – WVVAATPN Network Director	Rhonda	Robinson	318 Gregory St.	Beckley	WV	25801
Health Educator – WVVAATPN	Jaleisa	Coleman	1405 Maxwell Road	Beckley	WV	25801
Health Educator	Jack	Beavers	370 Stewart St.	Welch	WV	24801
Health Educator	Cheryl	Beavers	370 Stewart St.	Welch	WV	24801

**In-Home Care Services:**

Position	First Name	Last Name	Address	Town/City	State	Zip Code
RN Director	Krista	Meadows	88 Franklin Street	Welch	WV	24801
Assistant RN Director	Brooke	Ratliff	PO Box 603	Iaeger	WV	24844
Chart Auditor / Trainer	Alyssa	Bishop	6114 Coon Branch Mtn. Road	Paynesville	WV	24873
PCW Scheduler	Amanda	Mays	PO Box 152	Premier	WV	24878
Personal Care Worker	Wendy	Adams	38 Disciple Drive	Welch	WV	24801
Personal Care Worker	Tonya	Addair	34989 Coal Heritage Road	Kyle	WV	24855
Personal Care Worker	Drewey	Baker	615 Ozley Branch Road	Bradshaw	WV	24817



Personal Care Worker	Brenda Data	Banks Beaver	150 Cargo Circle Box 8 P.O. Box 178	NORTHFORK WAR	WV	24868 24829
Personal Care Worker	CRYSTAL Shirley	BEAVERS Bird	P.O. BOX 752 5330 Coal Heritage Road	WAR Iaeger	WV	24829 24881
Personal Care Worker	Michelle ARDINYA	Blankenship BRYSSON	PO Box 283 33 NEW ROBIN ROAD	Bradshaw KYLE	WV	24817 24855
Personal Care Worker	RITA Kaitlin	CHAFFINS Cline	P.O. Box 14 46 Ison Fork Rd.	IAEGGER MoHawk	WV	24844 24862
Personal Care Worker	CRYSTAL Kody	COLEMAN Cook	P.O. BOX 462 906 Yukon Ave	PANTHER War	WV	24872 24892
Personal Care Worker	ELISE Melissa	DESKINS Easterling	PO BOX 332 207 Emerald Rd	RAYSAL Jolo	WV	24879 24850
Personal Care Worker	SANDRA Jessica	EDWARDS Gerwald	1916 Trace Fork Rd BOX 406	Panther JOLO	WV	24872 24850
Personal Care Worker	VICTORIA Laura	GIBSON Goodman	17 Ambrosia Lane 1841 Frog Level Road	Iaeger Welch	WV	24844 24801
Personal Care Worker	MaKayla Brittany	Hardin Harman	2589 Rift Berwind Rd P.O. BOX 18	Berwind JENKINJONES	WV	24815 24848
Personal Care Worker	SHAWN/TONYA Linda	HIGHTOWER Hicks	P.O. BOX 85 47 Hank St.	Welch Gary	WV	24801 24836
Personal Care Worker	Margo Felicia	Hilton Jenkins	-----			
Personal Care Worker	MARY Sarah	JONES Jones	BOX 678 PO BOX 56	BRADSHAW Gary	WV	24817 24836
Personal Care Worker	Danielle Jennifer	Keen Kennedy	719 Ground Hog Branch Road 210 Blessed Lane	Jolo War	WV	24850 24892
Personal Care Worker	Lisa Loretta	Kirk Lester	PO Box 1676 PO Box 241	Welch Iaeger	WV	24801 24844
Personal Care Worker	Roberta Amy	Mallette Mathey	-----			
Personal Care Worker	Sherry Shelia	Mathey McCoy	1142 Ida Paris Road 3076 Betsy Branch Road	Keystone Raysal	WV	24868 24879
Personal Care Worker	Carolyn Jansen	Mullins Morgan	P.O. BOX 655 PO Box 884	WELCH War	WV	24801 24892
Personal Care Worker	Donna Frances	MULLINS MULLINS	3675 Greenbrier Mtn. Rd. HC 65 BOX A-12	Pantehr DAVVY	WV	24872 24828
Personal Care Worker	FRANCES	MULLINS	82 Candy Lane	WELCH	WV	24801



Personal Care Worker	Hannah	Mullins	1385 Warrionmine Road	Warrionmine	WV	24894
Personal Care Worker	HOLLY	MULLINS	1001 Shop Hollow	Warrionmine	WV	24894
Personal Care Worker	FREDA	PARSONS	P.O. BOX 283	GARY	WV	24836
Personal Care Worker	CLARA	PEREZ	PO Box 294	Kimball	WV	24853
Personal Care Worker	Sharon	Perkins	22377 Rocket Boys Dr.	Coalwood	WV	24824
Personal Care Worker	KASCENDRA	SHELLTON	34079 Coal Heritage Rd	Northfork	WV	24868
Personal Care Worker	Joann	Smith	PO Box 655	Northfork	WV	24868
Personal Care Worker	Sarah	Smith	4492 LongPole Road	Ieager	WV	24844
Personal Care Worker	NATASHA	STEWART	PO BOX 317	KIMBALL	WV	24853
Personal Care Worker	Jennifer	Stumbo	24060 Coal Heritage Road	Welch	WV	24801
Personal Care Worker	BRENDA	SUTTLES	6164 Welch Pineville Rd	Welch	WV	24801
Personal Care Worker	Rebecca	SWEENEY	PO Box 674	Jolo	WV	24850
Personal Care Worker	Pamela	Waldron	PO box 282	Avondale	WV	24811
Personal Care Worker	ANNA	WESLEY	P.O. Box 135	THORPE	WV	24888
Personal Care Worker	DONNA	WILKINS	159 Promise Circle	NORTHFORK	WV	24868

## Nutrition Services:

Position	First Name	Last Name	Address	Town/City	State	Zip Code
Nutrition Coordinator	Dianne	Rose	PO Box 48	Pagetton	WV	24871
Cook – Welch Center	Jennifer	Bailey	P.O. BOX 162	Premier	WV	24878
Cook- Bradshaw Center	CAROL	BELLAMY	P.O. BOX 25	BRADSHAW	WV	24817
Cook- Welch Center	JONNIE	CHRISTIAN	5004 McDowell St.	DAVY	WV	24828
Special Event Cook- PRN	Andrea	Green	7322 Coal Heritage Road	Ieager	WV	24844
Cook- Bradshaw Center	Tabitha	Harrison	2297 Rockridge Road	Paynesville	WV	24873
Cook – Welch Center PRN	Rhodeena	Hartfield	87 Delia Dr.	Welch	WV	24801
Special Event Cook- PRN	Christy	Hunt	P O Box 533	Roderfield	WV	24881
Special Event Cook- PRN	Jason	Hunt	101 Hazelwood Lane	Roderfield	WV	24881
PRN Cook – Welch Center	Donna	Johnson	Box 554	Welch	WV	24801
Cook- Bradshaw Center	Maxine	Lauderback	PO Box 888	Bradshaw	WV	24817
Special Event Cook - PRN	David	Moore	31 Sandcastle Lane	Ieager	WV	24844
Special Event Cook - PRN	Sandra	Moore	31 Sandcastle Lane	Ieager	WV	24844
Special Event Cook - PRN	Barbara	Wade	P.O. Box 795	Ieager	WV	24844



**Transportation Services**

<b>Position</b>	<b>First Name</b>	<b>Last Name</b>	<b>Address</b>	<b>Town/City</b>	<b>State</b>	<b>Zip Code</b>
Transportation Coordinator	Daniel	Hatfield	3835 Stewart Street	Welch	WV	24801
5310 Program Driver	Oliver	Bright	PO Box 183	Northfork	WV	24848
UMWA – PRN Driver	Candice	Clemmins	660 Browns Creek Rd	Welch	WV	24801
MOWA Driver	Ronald	Dyer	235 Slate Drive	Gary	WV	24836
5310 Program Driver	Brandon	Evans	454 Edgewood Ave.	Welch	WV	24801
5310 Program Driver	Cletis	Jackson	2086 Coal Heritage Rd	Jaeger	WV	24844
MOWA Driver	JOHN	REEVES	14 LAKE DRIVE	WELCH	WV	24801
MOWA Driver	RANDY	ROTENBERRY	2 Oakhurst Drive	Welch	WV	24801
3B Driver / 5310 Program	Katrina	Shelton	93 1/2 McDowell St.	Welch	WV	24801
MOWA Driver	Jeffrey	Workman	57 Lick Branch Road	Welch	WV	24801
PRN Driver	CHRISTOPHER	ZAJAC	201 Virginia Ave.	Welch	WV	24801





**Attachment 8: Describe your history of or commitment to social responsibility through philanthropy, voluntary in WV communities.**

The McDowell County Commission on Aging is deeply committed to fostering social responsibility through dedicated programs and initiatives that address the unique needs of older adults in our community. As a cornerstone of support for senior citizens, we strive to enhance their quality of life by addressing food insecurity, promoting social engagement, and offering educational resources that empower independence. These efforts are driven by a steadfast belief that seniors deserve respect, dignity, and tangible support to live fulfilling lives in their later years. Through partnerships and collaborations, we aim to ensure that no senior in McDowell County feels overlooked or unsupported.

Our commitment extends beyond serving the aging population to include initiatives that benefit the broader community. By working with local organizations and youth groups, such as SADD clubs, we create opportunities for intergenerational engagement, fostering understanding and collaboration between youth and seniors. These programs not only address critical issues like substance abuse and bullying but also cultivate meaningful connections that strengthen the fabric of our community. At the McDowell County Commission on Aging, we recognize that building bridges across generations is vital to creating a resilient and supportive environment for all.

Philanthropy and volunteerism are central to our mission, guiding our work in serving the needs of McDowell County's most vulnerable populations. Through events, workshops, and direct services, we engage with residents to create lasting positive change. By prioritizing partnerships and actively listening to the needs of our community, we uphold our commitment to social responsibility and remain a steadfast advocate for the well-being of McDowell County's seniors and their families.

We co-chair the McDowell HOPE Coalition, serve as the fiscal agent and sponsor for the Grandfamilies Coalition, and provide mini grants to 24 African American churches in our tobacco education project.



**Attachment 9: List Federal, State, Local, and Private funding received in the last three years and the status of this funding.**

**FY- 2025**

3B Meal Delivery: \$63,704.09  
3D Health Programming: \$3040.91  
3E Respite Care: \$23,190.67  
Congregate Meals: \$61,243.80  
Home Delivered Meals: \$241,105.20  
LIFE: \$159,769.33  
Manchin Congressional Earmark: \$554,000  
Pallotine Grant: \$33,424  
Drug Free Communities Grant for HOPE Coalition: \$125,000  
Benedum Grant for African American Tobacco Prevention: \$110,000  
WV Division of Tobacco Prevention - \$75,000  
WV Division of Tobacco Prevention - \$25,000  
WV Division of Transit: \$42,792  
Medicaid/VA - \$919,776  
Lighthouse/FAIR - \$263,258

**Status of Funding:** We are currently in this fiscal year. We are within our appropriated budgeted ranges for each grant and project.

**FY- 2024**

3B Meal Delivery: \$63,419  
3D Health Programming: \$3096  
3E Respite Care: \$23,821  
Congregate Meals: \$60,471  
Home Delivered Meals: \$232,883  
LIFE: \$172,165  
CBHE: \$35,470  
Pallotine Grant: \$33,846  
Drug Free Communities Grant for HOPE Coalition: \$125,000  
Benedum Grant for African American Tobacco Prevention: \$110,000  
WV Division of Tobacco Prevention - \$75,000  
WV Division of Tobacco Prevention - \$50,000  
WV Division of Transit: \$24,000  
Medicaid/VA - \$737,018  
Lighthouse/FAIR - \$254,363

**Status of Funding:** All funds have been received and spent. All financial reporting is complete and outside audit is pending.



**FY- 2023**

3B Meal Delivery: \$62,370

3D Health Programming: \$2,973

3E Respite Care: \$23,743

Congregate Meals: \$75,230

Home Delivered Meals: \$237,918

LIFE: \$158,755

HRSA/CDC: 131,202

UMWA: \$3082

WV Division of Tobacco Prevention - \$75,000

WV Division of Tobacco Prevention - \$50,000

WV Division of Transit: \$76,534

Medicaid/VA - \$925,989

Lighthouse/FAIR - \$250,475

**Status of Funding:** All funds have been received and spent. All financial reporting is complete and outside audit was completed by Williams and Associates, which resulted in a Clean Audit opinion. Audit was included in original grant application.

