WEST VIRGINIA CODE: §31E-7-727

§31E-7-727. Voting for directors; cumulative voting.

(a) Unless otherwise provided in the articles of incorporation, directors are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present, or if voting by mail is permitted pursuant to section seven hundred four of this article in an election in which the total number of members who vote is not less than the number required for a quorum.

(b) Members do not have a right to cumulate their votes for directors unless this is provided for in the articles of incorporation.

(c) A statement included in the articles of incorporation that "all or a designated class of members are entitled to cumulate their votes for directors", or words of similar import, means that the members designated are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two or more candidates.

(d) Members otherwise entitled to vote cumulatively may not vote cumulatively at a particular meeting unless: (1) The meeting notice states conspicuously that cumulative voting is authorized; (2) a member who has the right to cumulate his or her votes gives notice to the corporation not less than forty-eight hours before the time set for the meeting of his or her intent to cumulate his or her votes during the meeting, and if one member gives this notice all other members in the same class participating in the election are entitled to cumulate their votes without giving further notice; or (3) if voting is to be by mail or electronic means pursuant to section seven hundred four of this article: (A) The bylaws specify how election of directors are to be conducted if members vote cumulatively by mail; (B) the notice of the meeting states conspicuously that cumulative voting is authorized and how the election is to be conducted; and (C) the mail ballot provides for cumulative voting.

WV Legislature