WEST VIRGINIA CODE: §31E-8-825

§31E-8-825. Committees.

(a) Unless the articles of incorporation or bylaws provide otherwise, a board of directors may create one or more committees and appoint members of the board of directors to serve on them. Each committee must have two or more members, who serve at the pleasure of the board of directors.

(b) The creation of a committee and appointment of members to it must be approved by the greater of: (1) A majority of all the directors in office when the action is taken; or (2) the number of directors required by the articles of incorporation or bylaws to take action under section eight hundred twenty-four of this article.

(c) Sections eight hundred twenty, eight hundred twenty-one, eight hundred twenty-two, eight hundred twenty-three and eight hundred twenty-four of this article, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well.

(d) To the extent specified by the board of directors or in the articles of incorporation or bylaws, each committee may exercise the authority of the board of directors under section eight hundred one of this article.

(e) A committee may not, however:

(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.

(f) The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in section eight hundred thirty of this article.

WV Legislature