WEST VIRGINIA CODE: §31F-4-403

§31F-4-403. Right of action.

(a) The duties of directors and officers under this chapter, the obligation of a benefit corporation to prepare and make available the annual benefit report required under section five hundred one, article five of this chapter and the general and any specific public benefit purpose of a benefit corporation may be enforced only in a benefit enforcement proceeding. No person may bring an action or assert a claim against a benefit corporation or its directors or officers with respect to the duties of directors and officers under this article and the general and any specific public benefit purpose of the benefit corporation except in a benefit enforcement proceeding.

(b) A benefit enforcement proceeding may be commenced or maintained only:

(1) Directly by the benefit corporation; or

(2) Derivatively by:

(A) A shareholder of the benefit corporation;

(B) A director of the benefit corporation; or

(C) Other persons as specified in the articles of incorporation or bylaws of the benefit corporation.

WV Legislature