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Form **990-EZ**Department of the Treasury
Internal Revenue Service**Short Form**
Return of Organization Exempt From Income TaxUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

► The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-1150

2009**Open to Public
Inspection****A** For the 2009 calendar year, or tax year beginning July 1, 2009, and ending June 30, 20 10**B** Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization

Morgantown High School Foundation

Number and street (or P.O. box, if mail is not delivered to street address) Room/suite

PO Box 1431

City or town, state or country, and ZIP + 4

Morgantown, WV 26507

D Employer identification number

55-0749989

E Telephone number

304-599-0206

F Group Exemption Number ►

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method: ☒ Cash ☐ Accrual
Other (specify) ►**I** Website: ► www.facebook.com/morgantown.high.school.foundation**J** Tax-exempt status (check only one) — ☒ 501(c) (3) ◀ (Insert no.) ☐ 4947(a)(1) or ☐ 527**H** Check ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).**K** Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.**L** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ ► \$ 69,743**Part I** Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	50,508
	2	Program service revenue including government fees and contracts	2	
	3	Membership dues and assessments	3	
	4	Investment income	4	1,690
	5a	Gross amount from sale of assets other than inventory	5a	
	5b	Less: cost or other basis and sales expenses	5b	
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ☐		
	6a	Gross revenue (not including \$ <u>0</u> of contributions reported on line 1)	6a	16,840
Expenses	6b	Less: direct expenses other than fundraising expenses	6b	10,331
	6c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	6,509
	7a	Gross sales of inventory, less returns and allowances	7a	705
	7b	Less: cost of goods sold	7b	277
	7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	428
	8	Other revenue (describe ►)	8	
	9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	59,135
	10	Grants and similar amounts paid (attach schedule)	10	15,416
	11	Benefits paid to or for members	11	
Net Assets	12	Salaries, other compensation, and employee benefits	12	
	13	Professional fees and other payments to independent contractors	13	10,000
	14	Occupancy, rent, utilities, and maintenance	14	
	15	Printing, publications, postage, and shipping	15	12
	16	Other expenses (describe ► PO Box, insurance, advertising, license)	16	1141
	17	Total expenses. Add lines 10 through 16	17	26,569
	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	32,566
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	96,654
	20	Other changes in net assets or fund balances (attach explanation)	20	169
21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	129,389	

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	96,459	129,409
23 Land and buildings		
24 Other assets (describe ► Inventory)	709	472
25 Total assets	97,168	129,881
26 Total liabilities (describe ► WV sales tax due)	514	492
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	96,654	129,389

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 106421

Form **990-EZ** (2009)

SCANNED OCT 18 2010

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Part III Statement of Program Service Accomplishments (See the instructions for Part III.)

What is the organization's primary exempt purpose? enhance academic programs
 Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

Expenses
 (Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others.)

28	Support of academic activities for Morgantown High School students (1700). Includes faculty staff development, student field trips, supplemental books and equipment.		
	(Grants \$) If this amount includes foreign grants, check here ☐	28a	15,416
29			
	(Grants \$) If this amount includes foreign grants, check here ☐	29a	
30			
	(Grants \$) If this amount includes foreign grants, check here ☐	30a	
31	Other program services (attach schedule)		
	(Grants \$) If this amount includes foreign grants, check here ☐	31a	
32	Total program service expenses (add lines 28a through 31a)	32	15,416

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (See the instructions for Part IV.)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-.)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Carole Mapstone 1436 Eastern Ave, Morgantown, WV 26505	President 2	0	0	0
Jane Larke 45 W. Park Ave, Westover, WV 26501	Vice President 1	0	0	0
Paulette Metcalf 640 Sherman Ave, Morgantown, WV 26501	Secretary 2	0	0	0
Joann King 1138 Munsey Street, Morgantown, WV 26505	Co-Treasurer 4	0	0	0
Mark Nesselroad 280 West Run Road, Morgantown, WV 26508	Co-Treasurer 4	0	0	0
Margaret Vanscoy 216 Waitman St, Morgantown, WV 26501	Director 1	0	0	0
Earl Straight 549 Madison Av, Morgantown, WV 26501	Director 1	0	0	0
Tim Linkous 1263 Kings Road, Morgantown, WV 26508	Director 1	0	0	0
Phillip Guseman 5 Greenway Ave, Morgantown, WV 26508	Director 1	0	0	0
Maxine Arbogast 233 Canfield St, Star City, WV 26505	Director 3	0	0	0
Carol Muniz 68 Lexington Ave, Morgantown, WV 26501	Director 2	0	0	0
Laura Lewis 124 Twigg St, Morgantown, WV 26501	Director 1	0	0	0
Jonathan Hessel 163 Scenery Drive, Morgantown, WV 26505	Director 1	0	0	0
Jenna Klemkowsky 101 Forest Drive, Morgantown, WV 26505	Director 0	0	0	0

Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33	✓
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34	✓
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a	✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?	35b	
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36	✓
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a		
b	Did the organization file Form 1120-POL for this year?	37b	✓
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a	✓
b	If "Yes," complete Schedule L, Part II and enter the total amount involved	38b	
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9	39a	
b	Gross receipts, included on line 9, for public use of club facilities	39b	
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ ; section 4912 ▶ ; section 4955 ▶		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b	✓
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization		0
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.	40e	✓
41	List the states with which a copy of this return is filed. ▶ none		
42a	The organization's books are in care of ▶ Joann King Telephone no. ▶ 304-599-0206 Located at ▶ 1138 Munsey St, Morgantown, WV ZIP + 4 ▶ 26505		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b	✓
	If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country: ▶	42c	✓
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44	✓
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45	✓

Part VI

Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

	Yes	No
46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46	☒
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47	☒
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48	☒
49a Did the organization make any transfers to an exempt non-charitable related organization?	49a	☒
b If "Yes," was the related organization a section 527 organization?	49b	☒

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

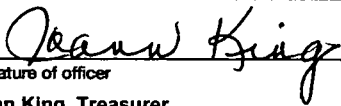
(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
none				

f Total number of other employees paid over \$100,000 **0**

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
none		

d Total number of other independent contractors each receiving over \$100,000 **0**

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.				
	 Signature of officer		Date 9/1/10		
Paid Preparer's Use Only	Preparer's signature  Firm's name (or yours if self-employed), address, and ZIP + 4		Date	Check if self-employed ☐	Preparer's identifying number (See instructions)
	EIN		Phone no		
	May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No				

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

Morgantown High School Foundation

Employer identification number

55 : 0749989

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a ☐ Type I b ☐ Type II c ☐ Type III—Functionally integrated d ☒ Type III—Other
 - e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**.
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
 - (ii) A family member of a person described in (i) above? ☐
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐

	Yes	No
11g(i)		✓
11g(ii)		✓
11g(iii)		✓

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Morgantown High School	1000-0211	2	✓		✓		✓		15,416
Total									15,416

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33⅓% support test—2009. If the organization did not check the box on line 13, and line 14 is 33⅓% or more, check this box and stop here. The organization qualifies as a publicly supported organization		☐
b 33⅓% support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33⅓% or more, check this box and stop here. The organization qualifies as a publicly supported organization		☐
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		☐
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		☐
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ►		☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%
19a 33 1/3 % support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐		
b 33 1/3 % support tests—2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐		

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

This image shows a full page of white paper with horizontal dashed lines, typical of primary-ruled notebook paper. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ ▶ See separate instructions.

OMB No. 1545-0047

2009

Open To Public Inspection

Name of the organization

Morgantown High School Foundation

Employer identification number

55 : 0749989

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- ☐ a Mail solicitations
☐ b Internet and email solicitations
☐ c Phone solicitations
☐ d In-person solicitations
☐ e Solicitation of non-government grants
☐ f Solicitation of government grants
☐ g Special fundraising events

- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total ►						

- 3** List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

[illegible]

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1 strawberry sale (event type)	(b) Event #2 (event type)	(c) Other events (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	\$16,840			\$16,840
	2 Less: Charitable contributions				
	3 Gross income (line 1 minus line 2)	\$16,840			\$16,840
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	\$10,331			
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(\$10,331)
11 Net income summary. Combine line 3, column (d), and line 10 ▶				\$6509	

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				()
	8 Net gaming income summary. Combine line 1, column d, and line 7 ▶				

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states?

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

b If "Yes," explain: _____

11 Does the organization operate gaming activities with nonmembers?

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

Yes No

9a

10a

11

12

		Yes	No
13	Indicate the percentage of gaming activity operated in:		
a	The organization's facility 13a %		
b	An outside facility 13b %		
14	Enter the name and address of the person who prepares the organization's gaming/special events books and records:		
	Name ▶		
	Address ▶		
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue?	15a	
b	If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ and the amount of gaming revenue retained by the third party ▶ \$		
c	If "Yes," enter name and address of the third party:		
	Name ▶		
	Address ▶		
16	Gaming manager information:		
	Name ▶		
	Gaming manager compensation ▶ \$		
	Description of services provided ▶		
	☐ Director/officer ☐ Employee ☐ Independent contractor		
17	Mandatory distributions:		
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?	17a	
b	Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$		

MHS Foundation
Grants
2009-10

number	date appr	amount	project	recipient	rec amt	ck#	des funds	fnl re	refund	rcpts	payee
08-17		\$ 450.50	video project	Kincaid	\$ 469.63	1502		X		X	Leversee
08-21		\$ 500.00	trip	Honeycutt	\$ 375.00	1547/51		x		x	Mon Co/Honc
08-22		\$ 200.00	Staff Dev	Muniz	\$ 200.00	1504		no		no	K. Mitchem
08-23		\$ 2,000.00	Band trip	Reed	\$ 2,000.00	1531		x		x	MHS Band
08-24		\$ 500.00	Sch store	Muhly	\$ 500.00	1509		x		x	Cust JU 4 U
09-01		\$ 301.20	books	Barrett	\$ 301.20	1517		x		x	Barnes & No
09-04		\$ 515.00	GIS	Berry	\$ 515.00	1528		x		no	Critical Think
09-05		\$ 404.86	DVDs	Vidulich	\$ 404.86	1525		x	\$ 15.86	x	Soc St Sch S
09-06		\$ 131.17	magazine	Douglas	\$ 65.84	1536		x		x	Scholastic
09-07		\$ 406.40	books	Honeycutt	\$ 406.40	1543		no		x	Honeycutt
09-08		\$ 377.46	magazines	Denton	\$ 377.46	1535		x		x	Scholastic
09-09		\$ 1,000.00	books	Alvarez	\$ 992.74	1553		x		x	BMI Educ S
09-10		\$ 179.00	Quest Access	Larke/Gibson	\$ 179.00	1538		x		x	UT Austin
09-11		\$ 525.00	books	Cumm/Hults	\$ 518.76	1552		x		x	Barnes & No
09-12		\$ 350.00	Girls' State	Lindsay	\$ 350.00	1534		no			Rhodo GS
09-13		\$ 599.85	Music equip	Cotter	\$ 599.85	1550		no		no	Southwest St
09-15		\$ 130.00	AP	Alvarez	\$ 130.00	1542		no		no	WVU
09-18		\$ 130.70	Journalism	Weekley	\$ 130.70	1544		no		no	JEA Bkstore
09-20		\$ 400.00	Boys' State	Boiyard	\$ 200.00	1545		no			Am Legion BS
		\$ 9,101.14			\$ 8,716.44						
					\$ (15.86)						
					\$ 8,700.58						
			Willy		\$ 2,500.00						
			Class of 63		\$ 500.00						
			Class of 99		\$ 1,378.00						
			Elliott		\$ 350.00						
			Balfour		\$ 1,000.00						
			McMillen		\$ 212.52						
			Class of 60		\$ 475.14						
			Sigley		\$ 250.00						
			Stone		\$ 50.00						
					\$ 6,715.66						
			total		\$15,416.24						

Morgantown High School Foundation 55-0749989

Line 20 ----- changes in value of assets

Gain in value of bank stock = \$169

6/30/09 124 shares @ \$4.18 = \$518.32

6/30/10 124 shares @ \$5.54 = \$686.96

Gain = \$168.64

Please note -----

As of July 1, 2010 I will be replaced as treasurer of the Morgantown High School Foundation
by Mr. Mark Nesselroad

280 West Run Road

Morgantown, WV 26508

304-692-6515

Please address all correspondence to his attention.

Joann King

**AMENDED & RESTATED BYLAWS OF
MORGANTOWN HIGH SCHOOL FOUNDATION, INC.**

On the 16th day of November 2009, the Board of Directors of Morgantown High School Foundation, Inc. ("Board"), agreed to amend and restate the Bylaws of Morgantown High School Foundation, Inc. ("Foundation") and be bound by the terms herein.

RECITALS

A. On the 18th day of April 1996, Jacob R. Seitz, George B. Armistead, and Gwen S. Rosenbluth formed a non-stock and non-profit corporation known as Morgantown High School Foundation, Inc. by filing Articles of Incorporation pursuant to the laws of the State of West Virginia, particularly Chapter 31, Article 1, Sections 27 and 28 of the West Virginia Code.

B. On the 6th day of May 2003, Morgantown High School Foundation, Inc. adopted a set of Bylaws (attached hereto as Exhibit A) as signed and certified, as amended, by E. Paulette Metcalf, Secretary of Morgantown High School Foundation, Inc. and as approved by George B. Armistead, President of Morgantown High School Foundation.

C. The Board desires to amend and restate the Bylaws of Foundation in order to make amendments including but not limited to the following:

1. amendment to the voting rights of the director on the Board designated as the designee of the principal of Morgantown High School so that said principal's designee is to have voting rights consistent with those of all other directors on the Board with voting rights, with the understanding by the Board that this will cause there to be fourteen (14) directors on the Board with equal voting rights;
2. amendment to provide for procedures in case of a tie vote by the Board;
3. amendment to add provisions regarding procedures for future amendments to the Bylaws and/or Articles of Incorporation of Foundation.
4. amendment to correct the official address of Foundation,
5. amendment to better define the term "quorum" as used in the Bylaws;
6. amendment to better define that the role of Grant Administrator is considered an officer position,
7. amendment to better define the makeup and role of the Executive Committee;
8. amendment to the order of business, and
9. amendments to grammatical aspects of the Bylaws

D. Pursuant to majority votes by the Board at regular monthly meetings of the Board on June 15, 2009 and August 17, 2009 at which quorums were present, the Board resolved and consented to amend and restate the Bylaws in accordance with the foregoing recitals. These Amended and Restated Bylaws were presented to the Board at a regular monthly meeting on October 19, 2009, and the Board has read and reviewed these Amended and Restated Bylaws in their entirety.

F. Pursuant to a majority of votes by the Board at a regular monthly meeting of the Board on November 16, 2009, at which a quorum was present, the Board authorized the President of the Foundation to execute the Amended and Restated Bylaws in order to amend and restate the Bylaws in accordance with the foregoing recitals regarding voting rights of the Principal's designee, procedures in case of a tie vote by the Board, procedures to amend Bylaws and Articles of Incorporation of Foundation, the official address of Foundation, the term "quorum" as used in the Bylaws, the officer position of Grant Administrator, and the role of the Executive Committee

G. The Board desires that these Amended and Restated Bylaws, and all other agreements herein, be effective upon the execution of these Amended and Restated Bylaws

Statement of Agreement

NOW, THEREFORE, in consideration of the background recitals and for other consideration, the receipt and sufficiency of which are hereby acknowledged, the Board hereby agrees as follows:

- 1 The Board certifies that the recitals above are true and correct;
- 2 The May 6, 2003 Bylaws of Morgantown High School Foundation, Inc. are hereby amended and restated as follows:

BYLAWS OF MORGANTOWN HIGH SCHOOL FOUNDATION, INC.

ARTICLE I

TITLE, PURPOSE, LOCATION AND SEAL

Section 1- TITLE

This foundation is to be known as MORGANTOWN HIGH SCHOOL FOUNDATION, INC. (hereinafter called the "Foundation") and is to be operated and conducted as a nonprofit educational and/or charitable corporation, organized under the laws of the State of West Virginia pursuant to Chapter 31, Article 1, of the West Virginia Code.

Section 2: PURPOSE

The purpose of the Foundation is to fulfill the purposes set forth in the Articles of Incorporation, to-wit:

- (a) Receive and administer contributions of money, securities or anything of value for scientific, educational, and charitable purposes and, to that end, to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or an undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Directors, will best promote the purpose of the Foundation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the Bylaws of the Foundation, or any laws applicable thereto
- (b) Without limiting the generality of the foregoing, one of the principal purposes of the Foundation is to foster and enhance educational opportunities of the students of Morgantown High School, Morgantown, West Virginia, through grants and contributions to the school, any separate and distinct educational department or division thereof, or any student of the school.
- (c) In general, to do any and all acts and things and to exercise any and all powers that may now or hereafter be lawful for the Foundation to do or exercise under and pursuant to the laws of the State of West Virginia for the purpose of accomplishing any of the purposes of the Foundation
- (d) The purposes for which the Foundation is organized are to be confined to those that are strictly scientific, educational, and charitable
- (e) The Foundation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Foundation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidates for public office, nor shall the Foundation engage in subversive or un-American activities.

Section 3. PLACE OF BUSINESS

Business may be conducted at any place convenient to such directors or officers as may be participating. The official address of the organization is as follows:

Morgantown High Foundation, Inc.
P.O. Box 1431
Morgantown, WV 26507

ARTICLE II

BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS

The Board of Directors will be comprised of 14 directors, all of which are to have equal voting rights, and will include the following

- A. A designee of the principal of Morgantown High School who is not a member of the present administration of Morgantown High School.
- B. Three Morgantown High School faculty members to be selected by the Morgantown High School Faculty Senate for three-year staggered terms.
- C. The President of the Morgantown High School Student Council.
- D. The President of the Morgantown High School senior class
- E. One parent of a child attending Morgantown High School
- F. Five Morgantown High School Alumni.
- G. Two friends or additional alumni to be elected by the Board of Directors

Each director shall serve for a three-year period, except the President of the Morgantown High School Student Council and the President of the Morgantown High School Senior Class, who shall serve on the Board of Directors while they hold those respective offices.

Section 2. POWERS

The Board of Directors has authority to manage the affairs and exercise the powers, privileges, and franchises of the Foundation as it deems expedient for the interests of the

Foundation, subject to the terms of the existing West Virginia law, the Foundation's Articles of Incorporation, and the Bylaws of the Foundation.

The authority to make any gifts or grants is to be reserved to the Board of Directors

Section 3: MEETINGS

The Board of Directors may provide for and schedule regular meetings and hold them without notice as often and at such times as the Board of Directors may designate. Special meetings may be called by the President of the Board of Directors or by a majority of the Board of Directors with at least one day notice given to each director in person or by mail to his or her last known address.

Section 4: QUORUM

A quorum of the Board of Directors consists of a simple majority of all the directors that comprise the Board of Directors.

Section 5: VOTING

At each meeting of the Board of Directors, each director is entitled to vote in person, by phone, or by proxy appointed by an instrument in writing subscribed by such director and bearing date not more than 11 months prior to said meeting unless said instrument provides definitely for a longer period. Following a vote by phone, written documentation is to be sent to the person requesting the vote and recorded in the minutes of the next meeting. In the event of a tie vote of the Board of Directors resulting in an impasse, the vote regarding the topic of said impasse is to be considered as failed at the current meeting. The topic of said impasse and failed vote may be considered for a revote no sooner than the next regular or special meeting.

ARTICLE III

OFFICERS & COMMITTEES

Section 1. ELECTION

The officers are to be elected by the Board of Directors at the first meeting of the directors or at such other times as the Board of Directors may determine. The officers of the Foundation are to be President, Vice President, Secretary, Treasurer, Grant Administrator, and any other officers as may be designated by the Board of Directors and incorporated into this Section of the Bylaws. Each officer shall hold office for a period of one fiscal year or until a successor is elected. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, including the vote of the officer to be removed.

Section 2. PRESIDENT

The President shall be the Chief Executive Officer of the Foundation and shall preside at all meetings of the Board of Directors. He/she shall enforce the rules and Bylaws of the Foundation, nominate committee and subcommittee chairmen for confirmation by the Board of Directors, and serve as ex-officio member of all committees and subcommittees.

Section 3: VICE PRESIDENT

The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President.

Section 4 SECRETARY

The Secretary shall be responsible for keeping all documents and records of the Foundation, including, but not limited to, recording minutes of all meetings of the Board of Directors. In the absence of the Secretary at meetings, the President shall appoint a temporary secretary to record the minutes. The Secretary shall not simultaneously hold the office of President.

Section 5 TREASURER

The Treasurer shall maintain the financial records of the Foundation. The Treasurer shall receive all money and deposit said money in bank accounts in the name of the Foundation and shall disburse all monies as have been approved by the Board of Directors and are due and payable. The Treasurer shall keep records of all contributions designated for a particular purpose or need, respond to all contributors and provide them with any necessary gift documentation and shall have all other power consistent with these duties and are which are otherwise given by the Board of Directors. In addition, the Treasurer shall prepare and present a financial report for each meeting of the Board of Directors.

Section 6: GRANT ADMINISTRATOR

The Grant Administrator shall keep records of all grant applications, grants awarded, and money expended under each grant. The Grant Administrator shall authorize the payment of money from grants given and maintain proper records and/or spreadsheets for each grant.

Section 7 EXECUTIVE COMMITTEE

There is to be an Executive Committee consisting of the following officers of the Foundation. President, Vice President, Secretary, Grant Administrator, and Treasurer. The Executive Committee shall meet at the call of the President or any two officers to conduct the affairs of the Foundation between meetings of the Board of Directors. All action taken by the Executive Committee is subject to ratification by the Board of Directors. Two members of the

Executive Committee constitute a quorum for the transaction of business by the Executive Committee.

Section 8: OTHER COMMITTEES

Except as otherwise stated in these Bylaws, the President shall appoint the members and designate the Chairperson of Standing and other committees. The Chairperson of each Standing Committee must be a member of the Board of Directors, but the committee members may be selected from the membership or the community at-large. Where no director is available or willing to serve as Chairperson, the Board of Directors may waive this requirement and the President may designate a chairperson from the membership.

Section 9: STANDING COMMITTEE

Grants and Allocations Committee There shall be a allocations committee whose responsibilities shall include review of proposals and recommendations for program allocation. The Committee's recommendations shall be made with due consideration for and consistent with various academic curriculum requirements and state approved learning objectives, all in furtherance of the Foundation's stated purposes and objectives.

Section 10: SPECIAL COMMITTEES

Special committees may be appointed by the President with the concurrence of the Board of Directors for such tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which created and appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors. Upon completion of the task for which appointed, such special committee shall stand discharged.

ARTICLE IV

EXECUTION OF CONTRACTS

Except as otherwise required by statute, the Articles of Incorporation or these Bylaws, any contracts or other instruments may be executed and delivered in the name and on behalf of the Foundation by such officer or officers (including any assistant officer) of the Foundation as the Board of Directors may from time to time direct. Such authority may be general or confined to specific instances as the Board of Directors may determine. Unless authorized by the Board of Directors or expressly permitted by these Bylaws, an officer, agent or employee shall not have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it financially liable for any purpose or to any account.

ARTICLE V

LOANS

The Board of Directors may, from time to time, authorize by resolution, the officers to effect loans and advances from a corporation or a bank, trust company or other institution, or from any firm, corporation, or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the organization, but no officer or officers shall mortgage, pledge, hypothecate or transfer any securities or other property of the organization, except when authorized by the Board of Directors.

ARTICLE VI

CHECKS, DRAFTS, ETC.

All checks, drafts, bills of exchange, or other orders for the payment of money out of the funds of the Foundation, and all notes or other evidences of indebtedness of the Foundation, are to be signed by at least one authorized officer in the name and on behalf of the Foundation by such persons as are to be authorized by the Board of Directors and in such manner as is from time to time to be authorized by the Board of Directors.

ARTICLE VII

DEPOSITS

All funds of the Foundation not otherwise employed are to be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may designate.

ARTICLE VIII

NONPROFIT OPERATIONS AND DISTRIBUTION OF PROCEEDS

The Foundation shall not be operated for a profit. There shall be no distribution of cash or property by way of interest or dividends to any officer or trustee of the Foundation of whatsoever character or description except that the Foundation may pay reasonable compensation for services rendered. The balance of all money received by the Foundation, after payment of all debts and obligations of the Foundation of whatsoever kind and nature, is to be used and

distributed exclusively for carrying out only the purposes of the Foundation; provided further, however, earmarked contributions are specifically excluded from this limitation.

ARTICLE IX

ANNUAL STATEMENT

The Board of Directors shall present at each annual meeting a full, clear, and detailed statement of the business and condition of the Foundation; duly audited as appropriate by a certified public accountant designated by vote of the directors.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 1: FISCAL YEAR

The fiscal year of the Foundation is to be from July 1 to June 30.

Section 2: NOTICES

Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated; and any notice so required is to be deemed to be sufficient if given as directed by these Bylaws or, if unstated, by depositing the same in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his or her last known post office address, and such notice is to be deemed to have been given on the day of such mailing. Any notice required to be given under these Bylaws may be waived by the person entitled thereto.

Section 3: CONTRIBUTIONS

The directors have the power and discretion to accept or reject contributions and have the power to determine whether contributions may be designated and earmarked for specific purposes, provided, however, all contributions designated or otherwise are to be used for a lawful use and be within the purpose of the Foundation and are not to constitute a use that would cause the Foundation to lose its tax exempt status.

Section 4: AMENDMENT OF ARTICLES OF INCORPORATION AND/OR BYLAWS

- (a) The Board of Directors may amend the Articles of Incorporation and/or Bylaws, but it must do so by adhering with the procedures pursuant to the laws of the State of West Virginia in effect at the time of said amendment, which are particularly and currently stated under the West Virginia

Nonprofit Corporation Act (as amended), Chapter 31E, Article 10 of the West Virginia Code.

- (b) An amendment to the Bylaws may be proposed by any director on the Board of Directors. Those directors on the Board of Directors entitled to vote shall do so in regard to the proposed amendment at a regularly scheduled meeting or a special meeting, at which a quorum is present. All directors on the Board of Directors must receive at least 48 hours advance notice to said meeting, which notice must include the fact that an amendment to the Bylaws is included as at least part of the meeting's purpose. Unless required otherwise per law or the Bylaws, a proposed amendment to the Bylaws is to be adopted and be effective as an amendment to the Bylaws if it receives the affirmative vote of a majority of the directors on the Board of Directors.
- (c) The Bylaws may also be amended by any and all directors on the Board of Directors, without the consent of the other directors, provided that such amendment is, in the opinion of legal counsel for Foundation, necessary or appropriate to satisfy current requirements of the Internal Revenue Code with respect to non-profit corporations, or any federal or state securities laws or regulations, provided further that no amendment is to be adopted pursuant to this Section unless the adoption thereof is for the benefit of or not adverse to the interests of Foundation. All other amendments of this Agreement require the approval and vote as required under Article X, Section 4(b).
- (d) Upon the adoption of an amendment to the Bylaws in accordance with this Article, said amendment is to be documented by a written and executed legal instrument. The Secretary shall execute said instrument to evidence its adoption by the Board of Directors, and the President shall execute said instrument on behalf of the Board of Directors, or each director may do so individually. The signature of the President or each director must be notarized. The original copy of the amendment is to be kept with the official records and organizational documents of Foundation.
- (e) Upon the adoption of an amendment to the Articles of Incorporation in accordance with this Article, said amendment is to be documented by a written and executed legal instrument. The Secretary shall execute said instrument to evidence its adoption by the Board of Directors, and the President shall execute said instrument on behalf of the Board of Directors, or each director may do so individually. The signature of the President or each director must be notarized. Said amendment must be properly filed with the Office of the Secretary of State of West Virginia. A copy of the amendment and any documentation provided by the Secretary of State are to be kept with the official records and organizational documents of Foundation.

Section 4: OTHER

- (a) The West Virginia Code and, if a matter is unstated therein, Robert's Rules of Order (in its most recent edition at the date of its use) is to be the parliamentary authority for all matters of procedure not specifically covered by the Foundation's Bylaws, Articles of Incorporation, or by other specific rules of procedure adopted by the directors of the Foundation.

ARTICLE XI

ORDER OF BUSINESS

At all regular meetings of the Board of Directors, the order of business is to be:

Call to Order

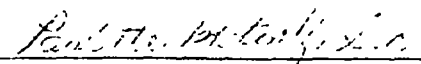
1. Minutes
2. Committee Reports
3. Treasurer's Report
3. Principal's Report
4. Committee Reports
5. Old Business
6. New Business
7. Set Date of Next Meeting
8. Adjournment

ARTICLE XII

APPROVAL

The foregoing Amended and Restated Bylaws were adopted by the Board of Directors and certified, as amended and restated by the Secretary of Morgantown High School Foundation, Inc., at the regularly scheduled meeting of the Board of Directors held on the 16th day of November 2009.

IN WITNESS WHEREOF, the parties hereto have executed and delivered these Amended and Restated Bylaws as of the day and year first above written, as an instrument under seal


Paulette Metcalf, Secretary

Attest & Approve:

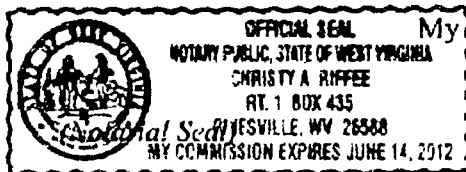
Board of Directors of Morgantown High School Foundation, Inc.

By: Carole Mapstone
Carole Mapstone, President

STATE OF WEST VIRGINIA
COUNTY OF MONONGALIA

On this 16th day of October 2009, before me appeared Carole Mapstone, to me personally known, who, being by me duly sworn, did say that she is the President of Morgantown High School Foundation, Inc., a West Virginia non-stock and non-profit corporation, and said individual acknowledged that she executed this instrument on behalf of said non-stock and non-profit corporation, and said individual acknowledged said instrument as the free act and deed of said non-stock and non-profit corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid on the day and year above written.



My commission expires: June 14, 2012

Christy A. Rippee
Notary Public

Exhibit A

May 6, 2003 Bylaws of Morgantown High School Foundation, Inc.

(see attached)

**BYLAWS
OF
MORGANTOWN HIGH SCHOOL FOUNDATION, INC.**

ARTICLE I

TITLE, PURPOSE, LOCATION AND SEAL

Section 1: TITLE

This Foundation shall be known as MORGANTOWN HIGH SCHOOL FOUNDATION, INC. (hereinafter called the "Foundation") which shall at all times be operated and conducted as a nonprofit educational and/or charitable corporation, organized under the laws of the State of West Virginia, Chapter 31, Article 1, West Virginia Code.

Section 2: PURPOSE

The objects of the Foundation shall be to fulfill the purposes set forth in the Articles of Incorporation, to-wit:

- (a) Receive and administer contributions of money, securities or anything of value for scientific, educational and charitable purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, leave or otherwise, either absolutely or jointly with any other person, persons or corporation, any property, real, personal, tangible or intangible, or an undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Directors, will best promote the purpose of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the Bylaws of the corporation, or any laws applicable thereto.
- (b) Without limiting the generality of the foregoing, one of the principal purposes of the corporation shall be to foster and enhance educational opportunities of the students of Morgantown High School, Morgantown, West Virginia, through grants and contributions to the school, any separate and distinct educational department or division thereof, or any student of the school.

- (c) In general, to do any and all acts and things and to exercise any and all powers which may now or hereafter be lawful for the corporation to do or exercise under and pursuant to the laws of the State of West Virginia for the purpose of accomplishing any of the purposes of the corporation.
- (d) The purposes for which the corporation is organized shall be confined to those which are strictly scientific, educational and charitable.
- (e) The corporation shall not engage nor shall any of its funds, property or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidates for public office, nor shall the corporation engage in subversive or un-American activities.

Section 3: PLACE OF BUSINESS

Business may be conducted at any place convenient to such directors or officers as may be participating. The official address of the organization shall be:

Morgantown High Foundation
P. O. Box 1431
Morgantown, WV 26507

ARTICLE II

BOARD OF DIRECTORS

Section 1: BOARD OF DIRECTORS

The Board of Directors will be comprised of 14 members (13 members voting and one nonvoting member) and will include the following:

A. A designee of the principal of Morgantown High School who is not a member of the present administration of Morgantown High School (non-voting).

B. Three Morgantown High School faculty members to be selected by the Morgantown High School Faculty Senate for three-year staggered terms.

C. The President of the Morgantown High School Student Council.

D. The President of the Morgantown High School senior class.

E. One parent of a child attending Morgantown High School.

F. Five Morgantown High School Alumni.

G. Two friends or additional alumni to be elected by the Board of Directors.

Each director shall serve for a three-year period, except the President of the Morgantown High School Student Council and the President of the Morgantown High School Senior Class who shall serve on the Board while they hold those respective offices.

Section 2: POWERS

The Board of Directors shall have authority to manage the affairs and exercise the powers, privileges and franchises of the corporation as they deem expedient for the interests of the corporation, subject to the terms of the existing West Virginia law, Articles of Incorporation and the Bylaws of the corporation.

The authority to make any gifts or grants shall be reserved to the Board of Directors.

Section 3: MEETINGS

The Board of Directors may provide for and schedule regular meetings and hold them without notice as often and at such times as the Board may designate. Special meetings may be called by the President of the Board or by a majority of the Board with at least one day's notice given to each director in person or by mail to his or her last known address.

Section 4: QUORUM

A quorum of the Board of Directors shall consist of seven directors (voting or non-voting).

Section 5: VOTING

At each meeting of the Board of Directors, each director shall be entitled to vote in person or by proxy appointed by an instrument in writing, subscribed by such director and bearing date not more than 11 months prior to said meeting, unless said instrument provides definitely for a longer period.

ARTICLE III

OFFICERS

Section 1: ELECTION

The officers shall be elected by the Board at the first meeting of the directors or at such other times as the Board may determine. The officers of the Foundation shall be President, Vice President, Secretary and Treasurer, plus any other officers as may be designated by the Board. Officers shall hold office for a nominal period of one year or until successors are elected. Any officer elected or appointed by the Board may be removed at any time with or without cause by the affirmative vote of a majority of the whole Board.

Section 2: PRESIDENT

The President shall be the Chief Executive Officer of the Foundation and shall preside at all meetings of the Board. He/she shall enforce the rules and Bylaws of the Foundation, nominate committee and subcommittee chairmen for confirmation by the Board and serve as ex-officio member of all committees and subcommittees.

Section 3: VICE PRESIDENT

The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President.

Section 4: SECRETARY

The Secretary shall be responsible for keeping all documents and records of the Foundation, including, but not limited to, recording minutes of all meetings of the Board. In the absence of the Secretary at meetings, the President shall appoint a temporary secretary to record the minutes.

Section 5: TREASURER

The Treasurer shall maintain the financial records of the Foundation. The Treasurer shall receive all money and deposit said money in a bank account in the name of the Foundation and shall disburse all monies as have been approved by the Board and are due and payable. In addition, the Treasurer shall prepare and present a financial report for each meeting of the Board. The Treasurer may be the same person as the Secretary.

Section 6: GRANT ADMINISTRATOR

The Grant Administrator shall keep records of all grant applications, grants awarded, money expended under each grant, authorize the payment of money from grants given, maintain proper records and/or spreadsheets for each grant, keep records of all contributions designated for a particular purpose or need, respond to all contributors and provide them with any necessary gift documentation and shall have all other power consistent with these duties and are which are otherwise given by the Board.

Section 7: EXECUTIVE COMMITTEE

There shall be an Executive Committee composed of the officers of the Foundation. The Executive Committee shall meet at the call of the President or any two officers to conduct the affairs of the Foundation between meetings of the Board. All action taken by the Executive Committee shall be subject to ratification by the Board. Two members of the Executive Committee shall constitute a quorum for the transaction of business by the Executive Committee.

Section 8: COMMITTEES

Except as otherwise stated in these Bylaws, the President shall appoint the members and designate the Chairperson of Standing and other committees. The Chairperson of each Standing Committee must be a member of the Board of Directors, but the committee members may be selected from the membership or the community at-large. Where no director is available or willing to serve as Chairperson, the Board may waive this requirement and the President may designate a chairperson from the membership.

Section 9: STANDING COMMITTEE

Allocations Committee: There shall be an Allocations Committee whose responsibilities shall include review of proposals and recommendations for program allocation. The Committee's recommendations shall be made with due consideration for and consistent with various academic curriculum requirements and state approved learning objectives, all in furtherance of the Foundation's stated purposes and objectives.

Section 10: SPECIAL COMMITTEES

Special committees may be appointed by the President with the concurrence of the Board of Directors for such tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which created and appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors. Upon completion of the task for which appointed, such special committee shall stand discharged.

ARTICLE IV

EXECUTION OF CONTRACTS

Except as otherwise required by statute, the Articles of Incorporation or these Bylaws, any contracts or other instruments may be executed and delivered in the name and on behalf of the Foundation by such officer or officers (including any assistant officer) of the Foundation as the Board may from time to time direct. Such authority may be general or confined to specific instances as the Board may determine. Unless authorized by the Board or expressly permitted by these Bylaws, an officer, agent or employee shall not have any power or authority to bind the organization by any contract or engagement or to pledge its

credit or to render it financially liable for any purpose or to any account.

ARTICLE V

LOANS

The Board of Directors may, from time to time, authorize by resolution the officers to effect loans and advances from a corporation or a bank, trust company or other institution or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the organization, but no officer or officers shall mortgage, pledge, hypothecate or transfer any securities or other property of the organization, except when authorized by the Board.

ARTICLE VI

CHECKS, DRAFTS, ETC.

All checks, drafts, bills of exchange or other orders for the payment of money out of the funds of the Foundation, and all notes or other evidences of indebtedness of the Foundation, shall be signed by at least one authorized officer in the name and on behalf of the Foundation by such persons as shall be authorized by the Board and in such manner as shall from time to time be authorized by the Board.

ARTICLE VII

DEPOSITS

All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board may designate.

ARTICLE VIII

NONPROFIT OPERATIONS AND DISTRIBUTION OF PROCEEDS

The Foundation shall not be operated for a profit. There shall be no distribution of cash or property by way of interest or dividends to any officer or trustee of the Foundation of whatsoever character or description except that the Foundation

may pay reasonable compensation for services rendered. The balance of all money received by the Foundation, after payment of all debts and obligations of the Foundation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purposes of the Foundation; provided, however, the Board cannot use and/or distribute or spend more than one-half of the funds raised by the Foundation during such taxable year; provided, further, however, earmarked contributions are specifically excluded from this limitation.

ARTICLE IX

ANNUAL STATEMENT

The Board of Directors shall present at each annual meeting a full, clear and detailed statement of the business and condition of the Foundation duly audited as appropriate by a certified public accountant designated by vote of the directors.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 1: FISCAL YEAR

The fiscal year of the Foundation shall be the calendar year.

Section 2: NOTICES

Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his or her last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these Bylaws may be waived by the person entitled thereto.

Section 3: CONTRIBUTIONS

The directors shall have the power and discretion to accept or reject contributions and shall have the power to determine whether contributions may be designated and earmarked for specific purposes; provided, however, all contributions

designated or otherwise shall be used for a lawful use and be within the purpose of the Foundation and shall not constitute a use which would cause the Foundation to lose its tax exempt status.

ARTICLE XI

ORDER OF BUSINESS

At all regular meetings of the Board of Directors the regular order of business shall be:

Call to Order

1. Minutes
2. Committee Reports
3. Old Business
4. New Business
5. Set Date of Next Meeting
6. Adjournment

Robert's Rules of Order (in its most recent edition at the date of its use) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the directors of the Foundation.

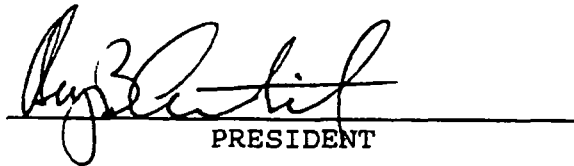
ARTICLE XII

APPROVAL

The foregoing Bylaws, after having been read article by article, were adopted by the Board of Directors and certified, as amended, by the Secretary of Morgantown High School Foundation, Inc. at the Board meeting held on the 6th day of May, 2003.


SECRETARY

APPROVED:


PRESIDENT