

# **BYLAWS**

of the

## **CENTRAL VIRGINIA CHAPTER**

of the

## **WVU ALUMNI ASSOCIATION, INC.**

### **ARTICLE I**

#### **LEGAL STATUS OF THE CHAPTER**

##### **SECTION 1**

The Central Virginia Chapter of the WVU Alumni Association (hereinafter referred to as "the Chapter") was incorporated as a legal entity in the Commonwealth of Virginia by the Commonwealth of Virginia's State Corporation Commission (SCC) on 29 August 2000 under the name "Central Virginia Chapter of the WVU Alumni Association" (Corporate Identification 0545715 - 5). A copy of the SCC chapter certificate shall be maintained at all times at the offices of the Chapter and shall be made available for inspection to all persons requesting such inspection, provided that such a request is made during reasonable business hours.

##### **SECTION 2**

#### **FISCAL YEAR**

The fiscal year of the Chapter shall be from July 1 through the following June 30. The fiscal year of the corporation may be fixed and may be changed from time to time by resolution of the Board of Directors.

### **ARTICLE II**

#### **OFFICES OF THE CHAPTER**

##### **SECTION 1**

#### **PHYSICAL ADDRESS**

##### **PARAGRAPH 1**

The principal office of the Chapter is located in Henrico County, Commonwealth of Virginia.

##### **SECTION 2**

#### **MAILING ADDRESS**

##### **PARAGRAPH 1**

The mailing address of the Chapter shall be as follows:

P. O. Box 25244  
Richmond, Virginia 23260

##### **SECTION 3**

#### **CHANGE OF PHYSICAL OR MAILING ADDRESS**



## SECTION 4

### DUTIES

#### PARAGRAPH 1

The duties of the Board shall be to:

- A. Perform any and all duties imposed upon or required of and by them by the laws of the Commonwealth of Virginia, the Articles of Incorporation, or these Bylaws.
- B. Appoint and remove, employ, supervise and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and establish the compensation, if any, of all officers, agents and employees of the Chapter.
- C. Meet at such places and with such frequency or occasion for the purposes of the Chapter as required by these Bylaws.
- D. Register their addresses and contact information with the Secretary of the Chapter, with notices to them of all Chapter and Board meetings mailed by first class postage via the United States Postal Service or by electronic mail service (e-mail) or facsimile (FAX) at such addresses constituting valid notices thereof.

## SECTION 5

### TERMS OF OFFICE

#### PARAGRAPH 1

Each respective member of the Board shall hold, and in accordance with the laws of the Commonwealth of Virginia and these Bylaws, shall perform his or her duties for a period of two (2) calendar years. Members of the Board can succeed themselves in subsequent elections.

## SECTION 6

### TIME OF ELECTION

#### PARAGRAPH 1

The offices of the President and the Secretary are to be elected by a majority vote of the Chapter membership present or by proxy at the Winter Meeting of the Chapter in odd-numbered years. The offices of the Vice-President and Treasurer are to be elected by a majority vote of the Chapter membership present or by proxy at the Winter Meeting of the Chapter in even-numbered years.

#### PARAGRAPH 2

Any additional Board members are to be elected by a majority vote of the Chapter membership at the Winter Meeting of the Chapter in even-numbered years and shall perform his or her duties for a period of two (2) calendar years.

## SECTION 7

### COMPENSATION

#### PARAGRAPH 1

Board members shall perform their duties without compensation, except that customary and reasonable fees may be paid to Board members to attend any special meetings of the Board, to attend meetings and activities arranged by the University's Alumni Association headquarters location in Morgantown, West Virginia, to attend meetings or events arranged by any local chapters of the University's Alumni Association at locations outside of the central Virginia region, or as reimbursement for expenses initially paid by a Board member that directly support the affairs of the Chapter.

## SECTION 8

### REGULAR MEETINGS

#### PARAGRAPH 1

Regular meetings of the Board shall occur as called by the President of the Board.

PARAGRAPH 2 Notice of any meeting shall be given to each Board member at least ten (10) days prior thereto by written notice mailed to each Board member's address of record or by electronic mail.

SECTION 9 QUORUM FOR MEETINGS

PARAGRAPH 1 A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or the laws of the Commonwealth of Virginia, no business shall be considered by the Board at any meeting at which the required quorum is not present. The only motion which the President or highest ranking Board member shall entertain at such meeting is a motion to adjourn the meeting.

SECTION 10 MAJORITY ACTIONS

PARAGRAPH 1 Every decision made by simple majority vote of the members of the Board present at a meeting at which a quorum is present becomes an official action of the Board.

SECTION 11 CONDUCT OF MEETINGS

PARAGRAPH 1 Meetings of the Board shall be presided over by the President of the Chapter, or, in his or her absence, the Vice-President of the Chapter or, in his or her absence, by the Secretary of the Chapter or, in his or her absence, by the Treasurer of the Chapter. The Secretary of the Chapter or his or her designee shall record the proceedings of all meetings of the Board and shall maintain the Chapter's active file containing the minutes of all Board meetings. In the absence of the Secretary, the Board member present of the highest rank shall appoint another person to act as Secretary for the meeting.

PARAGRAPH 2 Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of the laws of the Commonwealth of Virginia.

SECTION 12 VACANCIES

PARAGRAPH 1 Vacancies on the Board shall exist (1) upon the death, resignation or removal of any member of the Board, and (2) whenever the number of positions on the Board is increased in accordance with the Articles of Incorporation, these Bylaws, or with provisions of the laws of the Commonwealth of Virginia.

PARAGRAPH 2 Board members may be removed from the Board, with or without cause, by a majority vote of the other members of the Board.

PARAGRAPH 3 In the event of the resignation of a Board member prior to the next regularly scheduled election, the President shall nominate a member of the Chapter to fill the remainder of the term of office, with the remainder being the time of the resignation to the next regularly scheduled election. This nomination shall be confirmed by the Board before the action is to be considered an official action of the Board.

SECTION 13 NON-LIABILITY OF BOARD MEMBER

PARAGRAPH 1 No Board member shall be held personally liable for the debts, liabilities, or other obligations of the Chapter, or for any mistake of judgment caused by negligence or otherwise, except for their own individual willful misconduct or bad faith.

**SECTION 14**

**INDEMNIFICATION BY THE CHAPTER OF BOARD MEMBERS**

**PARAGRAPH 1**

The Chapter shall indemnify and hold harmless each member of the Board from and against all contractual liability to others arising out of contracts made by the Board on behalf of the Chapter unless any such contract shall have been made in bad faith or contrary to the provisions of these Bylaws, in which case those persons dealing in bad faith or dealing knowingly in a contrary manner to the aforesaid provisions shall not be indemnified. Members of the Board shall have no personal liability with respect to any contract made by them on behalf of the Chapter and shall be considered as only acting as agents for the Chapter. The liability, if any, of any Board member, arising out of any contract made by the board or for any damages as a result of injuries arising in connection with any Board sponsored event, shall result solely by virtue of his or her bad faith or willful wrongdoing on their own behalf and not as a result of any negligence or mistake.

**SECTION 15**

**INSURANCE FOR CORPORATE AGENTS**

**PARAGRAPH 1**

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Chapter (including a Board member, Officer of the Chapter, employee or other agent of the Chapter) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Chapter would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or the laws of the Commonwealth of Virginia.

**ARTICLE V**

**OFFICERS**

**SECTION 1**

**DESIGNATION OF OFFICERS**

**PARAGRAPH 1**

The officers of the Chapter shall be the President, the Vice-President, the Secretary, and the Treasurer.

**PARAGRAPH 2**

Refer to Article IV, Section 6, Paragraph 1 above.

**SECTION 2**

**VACANCIES**

**PARAGRAPH 1**

Refer to Article IV, Section 12 above.

**SECTION 3**

**DUTIES OF THE PRESIDENT**

**PARAGRAPH 1**

The President shall act as the Chief Executive Officer of the Chapter and shall, subject to the control of the Board, supervise and control the affairs of the Chapter and the activities of the other Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by the laws of the Commonwealth of Virginia, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed from time to time by the Board. The President shall preside at all meetings of the Board and at all meetings of the Chapter. Except as otherwise expressly provided by the laws of the Commonwealth of Virginia, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Chapter, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board. The President shall also

represent the Chapter at all public meetings and in dealings with the media. The President, along with the Vice-President and the Treasurer, shall have responsibility for oversight of the Chapter's funds. The President is responsible for representing the Chapter at meetings conducted in Morgantown, West Virginia by the University's Alumni Association from time to time.

#### SECTION 4

##### DUTIES OF THE VICE-PRESIDENT

###### PARAGRAPH 1

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all of the restrictions placed upon, the President.

#### SECTION 5

##### DUTIES OF THE SECRETARY

###### PARAGRAPH 1

The Secretary shall:

- A. Certify and keep at the principal office of the Chapter or at such other place as the Board may determine, the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- B. Keep at the principal office of the Chapter, or at such other place as the Board may determine, a book of minutes of all meetings of the Board, and, if applicable, meetings of various of the Chapter's committees of the general members, recording therein the time and place of the meeting's holding, whether the meeting was regular or special, how the meeting was called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- C. Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by the laws of the Commonwealth of Virginia.
- D. Exhibit at all reasonable times to any Board member or member of the Chapter, or to his or her agent or attorney, upon request, the Bylaws and the minutes of the proceedings of the meetings of the Board or of meetings of the Chapter.

#### SECTION 6

##### DUTIES OF THE TREASURER

###### PARAGRAPH 1

The Treasurer shall:

- A. Have charge and custody of, and be responsible for, all funds and financial instruments of the Chapter, and deposit all such funds in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected by the Board.
- B. Receive, and give receipt for, monies due and payable to the Chapter from any source whatsoever.
- C. Disburse or cause to be disbursed, the funds of the Chapter as may be directed by the Board, taking proper vouchers for such disbursements.
- D. Keep and maintain adequate and correct accounts of the chapter's properties and business transactions, including

accounts of its assets, liabilities, receipts, disbursements, gains and losses.

- E. Exhibit at all reasonable times the books of accounts and financial records to any Board member or member of the Chapter, or to his or her agent or attorney, upon request.
- F. Render to the President and the Board, upon request, an account of any or all of his or her transactions as Treasurer and of the financial status or condition of the Chapter.
- G. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

## **ARTICLE VI**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **SECTION 1**

##### **EXECUTION OF INSTRUMENTS**

##### **PARAGRAPH 1**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Chapter to enter into any Contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Chapter by any Contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **SECTION 2**

##### **CHECKS AND NOTES**

##### **PARAGRAPH 1**

Except as may be otherwise required by law, checks, drafts, promissory notes, orders for the payment of monies, and other evidence of indebtedness of the Chapter shall be signed by the Treasurer and countersigned by the President of the Chapter unless the Board authorizes the Treasurer to act as the sole signatory representative of the Chapter.

#### **SECTION 3**

##### **GIFTS**

##### **PARAGRAPH 1**

The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or devise for the non-profit purposes of this Chapter.

## **ARTICLE VII**

### **CORPORATE RECORDS, REPORTS AND SEAL**

#### **SECTION 1**

##### **MAINTENANCE OF CORPORATE RECORDS**

##### **PARAGRAPH 1**

The Chapter shall keep at its principal office:

- A. Minutes of all meetings of the Board, Committees of the Chapter and of all other special meetings of the Chapter's members, indicating the time and place of such meetings, whether regular or special, how called, the notice given,

and the names of those present and the proceedings thereof;

- B. Adequate and correct bookkeeping and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- C. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- D. A copy of the Chapter's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Chapter at all reasonable times during office hours.

## SECTION 2

### CORPORATE SEAL

#### PARAGRAPH 1

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the chapter. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## SECTION 3

### CHAPTER INSPECTION RIGHTS

#### PARAGRAPH 1

Every member of the Chapter shall have the absolute right at any reasonable time to inspect and examine all books, records and documents of every kind and to inspect and examine the physical properties of the Chapter and shall have such other rights to inspect the books, records and properties of this Chapter as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

## SECTION 4

### RIGHT TO COPY AND MAKE EXTRACTS

#### PARAGRAPH 1

Any inspection under the provisions of this Article may be made in person by a member or by legal counsel acting expressly on behalf of the member and the right to inspection shall include the right to copy and make extracts.

## SECTION 5

### PERIODIC REPORT

#### PARAGRAPH 1

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the Commonwealth of Virginia or to the members, if any, of this Chapter, to be so prepared and delivered within the time limits set by law. Such reports shall include the reporting of any Bylaw amendments to the IRS pursuant to the Chapter's 501(c)(3) status and the annual IRS 990 filing.

## ARTICLE VIII

### INTERNAL REVENUE CODE 501(c)(3) TAX EXEMPTION PROVISIONS

## SECTION 1

### LIMITATIONS ON ACTIVITIES

#### PARAGRAPH 1

No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the

Internal Revenue Code], and this Chapter shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

**PARAGRAPH 2**

Notwithstanding any other provisions of these Bylaws, the Chapter shall not carry on any activities not permitted to be carried on (a) by a chapter exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a chapter, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**SECTION 2**

**PROHIBITION AGAINST PRIVATE INUREMENT**

**PARAGRAPH 1**

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Chapter.

**SECTION 3**

**DISTRIBUTION OF ASSETS**

**PARAGRAPH 1**

Upon the dissolution of the Chapter, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Chapter shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the Commonwealth of Virginia.

**SECTION 4**

**PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

**PARAGRAPH 1**

In any taxable year in which this chapter is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Chapter 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the chapter to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE IX**

**MEMBERSHIP PROVISIONS**

**SECTION 1**

**DETERMINATION AND QUALIFICATIONS OF MEMBERS**

**PARAGRAPH 1**

Any person who has contributed to and/or has expressed an interest in helping to carry out the purposes of the Chapter and who has paid annual dues set by the Board of Directors shall be considered to be a member of the Chapter. Membership shall be terminated upon non-payment of annual dues.

**SECTION 2**

**FEEES AND DUES**



PARAGRAPH 1 Any person who is been a member in good standing as defined within these Bylaws is entitled to one (1) vote on each matter submitted to a vote by the members.

SECTION 6 CONDUCT OF MEETINGS

PARAGRAPH 1 Meetings of members shall be presided over by the President of the Chapter or, in his or her absence, by the Vice President of the Chapter or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the Chapter shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the Meeting.

PARAGRAPH 2 Meetings shall be governed by Robert's Rules of Order; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

PARAGRAPH 3 All official actions and voting conducted at the Annual Business Meeting shall be presided over by an election official, appointed by the Board. Said official shall declare valid all notice provisions, ballots, proxies and all other matters pertinent to the Annual Business Meeting. All proxies shall be returned to the election official prior to the Annual Business Meeting to be valid. The election official shall certify a quorum at the start of business to be conducted at the Annual Business Meeting.

SECTION 7 NOTICE OF MEETINGS

PARAGRAPH 1 Notice of any meeting shall be given to each member at least ten (10) days prior thereto by written notice mailed to each member's address of record or by electronic email.

**ARTICLE XI AMENDMENT OF BYLAWS**

SECTION 1 AMENDMENT

PARAGRAPH These Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a majority vote of Chapter members present in person or by proxy at any meeting at which the required quorum is present, and to which proper notice has been given pursuant to Article X, Section 7. Such notice must include a written copy of any proposed amendments to the Bylaws that are to be voted on at said meeting.

SECTION 2 ADOPTION OF BYLAWS

PARAGRAPH 1 We, the undersigned, being authorized by a majority vote in favor of adoption of these Bylaws conducted on 5 December 2001 at the chapter's Member Appreciation Night/Annual Business Meeting, hereby adopt the foregoing Bylaws, consisting of this page, the following signatory page and all preceding pages, as the Bylaws of this Chapter, and as amended on 8 December, 2008 at the Chapter's Member Appreciation Night/Annual Business Meeting by a majority a quorum present at such meeting.