

# **CENTRAL VIRGINIA CHAPTER of the WVU ALUMNI ASSOCIATION, INC**

## **BYLAWS**

### **ARTICLE I - STATUS OF THE CHAPTER**

#### **SECTION 1 – DESCRIPTION**

##### **PARAGRAPH – 1 – Virginia Incorporation**

The Central Virginia Chapter of the WVU Alumni Association, INC. (hereinafter referred to as “the Chapter”) was incorporated in the Commonwealth of Virginia by the Commonwealth of Virginia’s State Corporation Commission (SCC). A copy of the SCC incorporation 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.

##### **PARAGRAPH – 2 – WVU Alumni Association Structure and Organization**

The Structure and Organization of the Chapter shall be guided by and adhered to the most current WVU Alumni Association Chapter Structure and Organization document developed by the WVU Alumni Association.

(See Addendum – 1 – Chapter Structure and Organization)

##### **Paragraph - 3 - INTERNAL REVENUE CODE, SECTION 501(c)3**

The Chapter is organized exclusively for one or more purposes as defined in Section 501(c)3 of the United States Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the United States Internal Revenue Code.

#### **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**

The physical address of the Chapter is located in the Commonwealth of Virginia and will be located at the address of the current Treasurer and be listed in addendum – 2 – “addresses of the chapter”. All permanent records (and/or copies) shall be stored at this address.

(See Addendum – 2 - Chapter Addresses and Registered Agent)

### **SECTION 2 - MAILING ADDRESS**

The mailing address of the Chapter shall be listed in addendum - 2 – “addresses of the chapter”.

(See Addendum – 2 - Chapter Addresses and Registered Agent)

### **SECTION 3 - CHANGE OF PHYSICAL OR MAILING ADDRESS**

The Board of Directors of the Chapter (hereinafter referred to as “the Board”) may change the physical address and/or the mailing address of the Chapter within the Commonwealth of Virginia, by an action of the Board as defined in these Bylaws.

## **ARTICLE III - PURPOSES OF THE CHAPTER**

The purposes of this Chapter shall be to promote, by organized effort, the interests and welfare of West Virginia University (hereinafter referred to as “the University”) the West Virginia University Alumni Association (hereinafter referred to as “the Association”) to encourage closer fellowship among alumni, former students, and friends of the University; to cooperate in the supporting and developing the civic activities of this community; to establish and maintain close contact and better understanding between the University and its graduates and former students in this area. This Chapter is formed as a non-profit, Alumni association under Section 501(c)3 of the United States Internal Revenue Code.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **SECTION 1 – NUMBER OF BOARD MEMBERS**

The affairs of the Chapter shall be directed by a Board of Directors composed of at least four and no more than 9 persons who shall be elected by the members of the chapter or appointed by the board of directors as described In Article 4, Section 6, Paragraphs 1 and 2.

### **SECTION 2 - QUALIFICATIONS**

#### **PARAGRAPH 1**

Board members must reside within the Commonwealth of Virginia, be of legal adult status as defined by the laws of the Commonwealth of Virginia, shall have had conferred upon them by the University a baccalaureate or higher degree of the University, attended the University, or privately or publicly support the University.

#### **PARAGRAPH 2**

Elected board members must be members of the Association and the Chapter and sign the code of conduct. Appointed board members should be members of the Association, must be members of the Chapter, and must sign the Association Code of Conduct.

(See Addendum - 3 - Code of Conduct)

### **SECTION 3 – POWERS**

Subject to the laws of the Commonwealth of Virginia and any limitations in the Articles of Incorporation and these Bylaws relating to actions required or permitted to be taken by the Board, the affairs and activities of the Chapter shall be directed by the Board and all corporate powers shall be exercised by or under the direction of the Board.

### **SECTION 4 – DUTIES AND RESPONSIBILITIES OF THE BOARD**

The duties of the Board shall be to:

- 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 and other duties as determined.

- 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.
- Meet at such places and with such frequency or occasion for the purposes of the Chapter as required by these Bylaws.
- 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 text), or facsimile (FAX) at such addresses constituting valid notices thereof.

## **SECTION 5 - TERMS OF OFFICE**

Each elected member of the Board shall hold, and in accordance with the laws of the Commonwealth of Virginia and these Bylaws, perform their duties for a period of two (2) calendar years. Elected members of the Board can succeed themselves in subsequent elections. Appointed members of the board shall hold, and in accordance with the laws of the Commonwealth of Virginia and these Bylaws, perform their duties for a period of (1) calendar year. Appointed members can succeed themselves in subsequent years.

## **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 designated Annual 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 designated Annual Meeting of the Chapter in even-numbered years.

### **PARAGRAPH 2 -**

Appointed members of the board are appointed by the president of the board after majority vote of the members of the board. They will serve until the next annual meeting of the board at which time they may be reappointed for additional years as needed. Appointed board members will have (1) vote on actions of the board. These may include (but are not limited to): Communications Director, Budget Director, Membership Director, Activities Director, and at-Large Director. These are as needed positions and may or may not be needed as determined by the board of directors.

## **SECTION 7 – COMPENSATION**

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 Association, to attend meetings or events arranged by any local chapters of the 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 or the Association.

## **SECTION 8 - REGULAR MEETINGS**

### **PARAGRAPH 1 –**

Regular meetings of the Board shall occur as called by the President of the Board at least once each quarter (4 times a year).

### **PARAGRAPH 2 –**

Notice of any meeting shall be given to each Board member at least ten (10) days prior thereto by first class postage via the United States Postal Service, by an electronic mail service (e-mail or text), or facsimile (FAX) at such addresses constituting valid notices thereof.

## **SECTION 9 - QUORUM FOR MEETINGS**

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.

## **SECTION 10 - MAJORITY ACTIONS**

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 their absence, by the Secretary of the Chapter or, in their 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 presiding Board member 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 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 two-thirds 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**

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**

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 and at the direction 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**

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 elected officers of the Chapter shall be the President, the Vice-President, the Secretary, and the Treasurer. Appointed members of the board may include (but are not limited to): Communications Director, Budget Director, Membership Director, Activities Director, and at-Large Director.

## **PARAGRAPH 2 – REGISTERED AGENT AND OFFICE**

The name of the corporation's registered agent shall be listed on Addendum – 2 - which shall list the name of the registered agent, the address of the registered agent, and indicate the county or city in which the registered agent is located.

(See Addendum – 2 - Chapter Addresses and Registered Agent)

## **SECTION 2 – VACANCIES**

### **PARAGRAPH 1 –**

Refer to Article IV, Section 12 above.

## **SECTION 3 – DUTIES OF THE PRESIDENT**

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 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 by the Association from time to time.

## **SECTION 4 - DUTIES OF THE VICE-PRESIDENT**

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**

1. 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.
2. 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.
3. 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.
4. 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**

1. 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.
2. Receive, and give receipt for, monies due and payable to the Chapter from any source whatsoever.
3. Disburse or cause to be disbursed, the funds of the Chapter as may be directed by the Board, taking proper vouchers for such disbursements.
4. 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.
5. 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.
6. 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.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

8. Prepare reports that shall include:

- The reporting of any Bylaw amendments to the IRS pursuant to the Chapter's 501(c)3 status.
- The annual IRS 990-N filing with the Internal Revenue Service.
- The annual filings required by the State Corporation Commission and payment of the annual registration fee.

### **SECTION 1 - EXECUTION OF INSTRUMENTS**

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 or other person 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**

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 or Vice-President of the Chapter unless the Board authorizes the Treasurer to act as the sole signatory representative of the Chapter.

### **SECTION 3 – GIFTS**

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**

The Chapter shall keep at its physical office:

1. Original or copies of the 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.
2. Original or copies of 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.
3. Original or Copies of a record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member (if applicable) and the termination date of any membership.
4. The original or 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**

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**

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**

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 at the expense of the requestor in an amount prescribed per the current IRS guidelines.

## **SECTION 5 - PERIODIC REPORT**

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.

# **ARTICLE VIII - INTERNAL REVENUE CODE 501(c) (3) TAX EXEMPTION PROVISIONS**

## **SECTION 1 - LIMITATIONS ON ACTIVITIES**

### **PARAGRAPH 1 –**

The Chapter will not, as a part of its activities, attempt to influence legislation or participate to any extent in a political campaign for or against 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**

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**

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**

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**

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 - FEES AND DUES**

The annual dues payable to the Chapter by members shall be as determined on an annual basis by a majority vote of the Board and run consistent with the Chapter's fiscal year. Said dues may be prorated with Board approval after January 1 of the following year. All rights of a member in the Chapter shall cease for unpaid dues and will not be reinstated until dues are paid current.

### **SECTION 3 - NONLIABILITY OF MEMBERS**

A member of the Chapter shall not be held personally liable for the debts, liabilities, or obligations of the Chapter.

## **ARTICLE X - MEETINGS OF MEMBERS**

### **SECTION 1 - PLACE OF MEETINGS**

Meetings of members shall be held at the principal office of the Chapter or at such other place or places as may be designated from time to time by resolution of the Board.

### **SECTION 2 - REGULAR MEETINGS**

#### **PARAGRAPH 1 –**

Regular meetings of members shall be as called by the President of the Board, at such place and time so agreed by the majority of the Board.

#### **PARAGRAPH 2 –**

The Board shall be required to call for an annual business meeting of the Chapter – not less than one (1) time per calendar year, at which time the business affairs of the Chapter shall be reviewed and discussed. Notice shall be given to all members of the Chapter. The President shall preside over this formal business meeting.

#### **PARAGRAPH 3 –**

The notice of any meeting of members at which Directors are to be elected shall also state the names of all those who are nominees or candidates for election to the Board at the time notice is given.

### **SECTION 3 - QUORUM FOR ANNUAL MEETINGS**

#### **PARAGRAPH 1 –**

A quorum shall consist of at least twenty percent (20%) of the members of the Chapter, voting in person or by proxy.

#### **PARAGRAPH 2 –**

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present.

## **SECTION 4 - MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the official act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

## **SECTION 5 - VOTING RIGHTS**

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 ANNUAL 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, or Secretary, or Treasurer will chair the meeting. The Secretary of the Chapter shall act as Secretary of all meetings of members, provided that, in his or her absence, the Chair 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 ANNUAL MEETINGS**

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 – BYLAWS INITIAL AND AMENDMENTS**

### **SECTION 1 - BYLAWS**

These Bylaws will be initially approved by the Board of Directors. The Bylaws will then be presented to the Chapter membership for approval at the first annual meeting following the board approval.

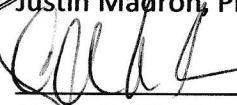
### **SECTION 2 - AMENDMENT**

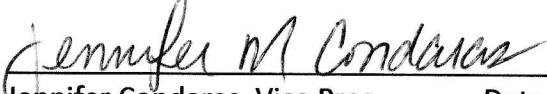
After Chapter membership approval of these Bylaws, all or any of them, may be altered, amended, or repealed and new Bylaws adopted by a unanimous vote of the Board of Directors and/or a majority vote of Chapter members present in person or by proxy at any meeting at which the required quorum is present, 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 3 - ADOPTION OF BYLAWS**

#### **Section 1**

We, the undersigned, being authorized by a unanimous vote in favor of the adoption of these Bylaws by the Board of directors at a meeting conducted on November 11, 2018 Hereby adopt the foregoing Bylaws, consisting of this page, the following signatory page and all the preceding pages and addendum pages, as the Bylaws of this Chapter.

  
\_\_\_\_\_  
Justin Madron, Pres. Date  
  
\_\_\_\_\_  
Cherryll Ellis, Sect. Date

  
\_\_\_\_\_  
Jennifer Condaras, Vice Pres. Date  
  
\_\_\_\_\_  
David L. Haines, Treas. Date

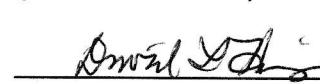
#### **Section 2**

We, the undersigned, being authorized by a vote by a majority of voting members, present in person or by proxy, of the Chapter Membership in favor of the adoption of these Bylaws at a meeting conducted on December 6, 2018 Hereby adopt the foregoing Bylaws, consisting of this page, and all the preceding and addendum pages, as the Bylaws of this Chapter.

 1-7-19  
Justin Madron, Pres. Date

 1-7-19  
Cherrill Ellis, Sect. Date

 1-7-19  
Jennifer Condaras, Vice Pres. Date

 1-7-2019  
David L. Haines, Treas. Date

## Addendum – 1 –Chapter Structure

### CARDINAL CHAPTER TIER

#### WVU ALUMNI ASSOCIATION

##### **Expectations:**

- Signed Memorandum of Understanding (MOU) with the WVU Alumni Association
- Registered corporation with an IRS designation
- Effective use of the WVU-commissioned logo
- 4+ active local board members who are members of the WVU Alumni Association and have signed a Code of Conduct
- Quarterly board meetings, annual elections for board members, and annually updated by-laws
- 10+ engagements per calendar year, including at least one from each of the following categories:
  - Community Service
  - Annual Chapter “Signature” Event
  - Recruitment Initiative (letter-writing, college fair, etc.)
  - Professional Networking (networking happy hour, Mountaineer Alliance, etc.)
  - WVU Athletics (game watch, tailgate, etc.)
- Active communication with constituents via Luminare
- Active social media page, WVU Connect group, and/or website with correct usage of logos
- Chapter Scholarship set up as an Endowed Chapter Scholarship
  - Once the endowment is reached, the chapter must contribute at least \$2,500 per year to the WVU-based fund.

##### **BENEFITS:**

- Recognition as an official chapter of the WVU Alumni Association
- Downloadable marketing resources
- Quarterly webinars to keep members updated on University initiatives and events (e.g. WVU Day of Giving, recruiting campaigns, etc.)
- Allocation for 3 local board members to attend the Alumni Leaders Institute (ALI)
- Access to request university representatives at events
- Provision of additional alumni data and assistance
- Ability to request assistance with creating marketing materials, mailers, advertisements, business cards, etc.
- Assistance from the WVU Alumni Association with booking event speakers
- Ability to request WVU Alumni Association presence to provide signature event photography/videography

Addendum – 2 – Chapter Addresses and Registered Agent

Physical Address:

Mailing Address:

Central Virginia Chapter of the WVU Alumni Association, Inc.  
P. O. Box 35227  
North Chesterfield, VA 23235-0227

Registered Agent:

Physical Location:

## Addendum – 3 – Code of Conduct

### **Code of Conduct**

As a volunteer leader for the West Virginia University Alumni Association, you are an ambassador of the University. To maintain the reputation for professional excellence of the University and the WVU Alumni Association (WVUAA), volunteer leaders are expected to display good judgment, diplomacy, and courtesy when interacting with alumni, friends of the university, staff, and the community.

Provide world-class customer service – We pride ourselves in offering high-quality service and programs with integrity and honesty.

Be innovative – We aspire to keep our programs and services relevant to our constituents by employing creativity, innovation and flexibility.

Nurture loyalty, pride and tradition – We work to strengthen the powerful attributes of loyalty, pride, and tradition that we see in our alumni, students, and friends who contribute to the excellence of West Virginia University.

Communicate openly – We value open communication, both within the Alumni Association staff and among West Virginia University alumni, students, faculty, staff and friends.

Promote collaboration – We seek partnerships with individuals and organizations, both on and off-campus, to advance our mission and support our customers.

Build a positive team and family spirit – We value and respect each other as individuals, work well together as a team, and respect each other's work/life balance. We work smart and play smart to cultivate a fun and exciting work environment.

Be passionate – We are passionate about West Virginia University and about our work.

Be relevant – We strive to be THE organization people turn to for alumni relations assistance and expertise.

We ask that you adhere to the highest standards of personal and professional ethics.

## Addendum – 3 – Code of Conduct - Continued

As a Volunteer, I will:

- Represent the WVU Alumni Association and West Virginia University with professionalism, dignity and pride, and be responsible for conducting myself with courtesy and appropriate behavior.
- Display respect and courtesy for employees, other volunteers, other alumni and friends of the university, event participants, opposing universities alumni and friends and property.
- Keep personal opinions and actions separate from those made as a representative of the university and the WVU Alumni Association.
- Use information and contact information for alumni and friends of the university within the guidelines of the WVU Alumni Association and WVU Foundation, Inc. Information should never be used for soliciting or marketing personal products or services.
- Keep staff informed of progress, concerns and problems within the program(s) in which I participate.
- Avoid conduct which would jeopardize the community and the WVU Alumni Association's effectiveness.
- Practice responsible alcohol consumption at community events and WVU Alumni Association-sponsored events.
- Strive to create a positive and enjoyable experience for myself, fellow board members and local alumni.
- Respect all official WVU trademarks and their intended uses, along with those of all other universities.
- Make every effort for all actions of self and fellow network leaders to be within the guidelines and policies of the WVU Alumni Association and West Virginia University.

## Addendum – 3 – Code of Conduct - Continued

As a Volunteer, I will not:

- Be under the influence of illegal drugs at chapter and WVU Alumni Association sponsored events.
- Use vulgar or inappropriate language while representing the university.
- Hold events at inappropriate venues: venues that do not uphold the integrity of the university or the WVU Alumni Association.
- Post inappropriate pictures and/or comments on group or university web sites, emails, or online social networks.
- Discriminate on the basis of race, color, national origin, religion, sex, pregnancy, marital status, sexual orientation, gender identity, age, physical or mental disability, or covered veteran status.

The success of WVU Alumni Association depends upon volunteers nationwide in a variety of roles. The WVUAA values its volunteers and works to create services and programs to support and enhance their involvement. However, volunteers of the WVUAA conducting himself or herself in a manner inconsistent with the WVUAA's mission, or this code, may be removed from their position.

I have read and understand the WVU Alumni Association's Code of Conduct and agree to comply.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_