Date: October 28, 2025

Resolution Number: 2025-01

Subject: Appointment of Officers to Multiple Positions

1. The previous Board of Directors resigned effective June 30, 2025;

2. Timothy Casten was elected President and is the sole remaining Board member;

3. The Chapter Bylaws require the positions of President, Vice President, Secretary, and Treasurer;

4. Despite good faith recruitment efforts, no additional qualified candidates have volunteered to serve on the Board;

5. The continuation of Chapter operations and service to members requires these officer positions to be filled;

6. The Bylaws do not explicitly prohibit one person from holding multiple officer positions;

7. Article IV, Section 12, Paragraph 3 provides that the President may nominate members to fill vacancies, subject to Board confirmation;

8. As the sole Board member, Timothy Casten constitutes both the nominating authority and the confirming Board;

Section 1. Emergency Appointment

That Timothy Casten, currently serving as President, is hereby appointed to serve concurrently in the following officer positions until such time as qualified candidates can be recruited and elected:

- President (current)

- Treasurer

- Secretary

Section 2. Authority to Execute Duties

That Timothy Casten is authorized to execute all duties associated with each office, including but not limited to:

- Signing checks and financial instruments as both President and Treasurer

- Maintaining corporate records and meeting minutes as Secretary

- Making all decisions requiring officer action under the Bylaws

Section 3. Financial Controls

That to maintain proper financial oversight, the following controls are established:

- All expenditures over $500 shall be documented with written justification

- Monthly financial statements shall be prepared and maintained

- Annual financial reports shall be presented to the membership

- Bank statements shall be reviewed monthly

Section 4. Good Faith Recruitment

That the President shall continue to make good faith efforts to recruit qualified Board members and officers, including:

- Regular communications to membership seeking volunteers

- Outreach to active and engaged alumni

- Posting of available positions on the Chapter website

- Coordination with WVU Alumni Association for recruitment assistance

Section 5. Duration

That this resolution shall remain in effect until such time as:

- Additional qualified officers are recruited and appointed/elected, OR

- The Bylaws are amended to address officer requirements for small chapters, OR

- The Chapter membership votes to modify this arrangement

Section 6. Reporting

That the status of Board recruitment efforts shall be reported to the membership at the Annual Business Meeting.

Section 7. Bylaw Amendment

That the President is directed to prepare proposed Bylaw amendments for membership consideration at the next Annual Business Meeting to address officer requirements when volunteer recruitment is insufficient.

I, Timothy Casten, as the sole member of the Board of Directors, hereby certify that this resolution was duly adopted by unanimous vote of the Board (100% of Board members present) at a meeting held on October 28, 2025, at which a quorum was present.

This resolution is adopted in accordance with Article IV, Section 10 (Majority Actions) and Article XI, Section 2 (Amendment by unanimous Board vote) of the Chapter Bylaws.

Adopted: October 28, 2025

Effective Date: October 28, 2025

SIGNED:

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Timothy Casten, President

Central Virginia Chapter, WVU Alumni Association

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

ATTESTATION:

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Timothy Casten, Secretary (pro tempore)

Central Virginia Chapter, WVU Alumni Association

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

\*This resolution shall be filed with the Chapter's corporate records and made available to members upon request.\*