Proposed for Membership Vote at Annual Business Meeting

Date Prepared: October 28, 2025

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 1

The Chapter shall have a President who shall be elected by the membership. The Chapter may have additional officers including Vice President, Secretary, and Treasurer, who shall be elected or appointed as positions become filled.

When volunteer recruitment is insufficient to fill all officer positions, one person may hold multiple officer positions concurrently. In such cases:

(a) The President may serve concurrently as Treasurer, Secretary, or both;

(b) Any Board member may serve in multiple officer capacities as needed;

(c) Financial instruments requiring dual signatures under Article VI, Section 2 may be executed by the President when serving concurrently as Treasurer, provided that:

(i) All such transactions are documented in writing;

(ii) Monthly financial statements are prepared and maintained;

(iii) Annual financial reports are presented to the membership;

(iv) Expenditures exceeding $500 are reported to the membership;

(d) The officer serving in multiple capacities shall continue good faith efforts to recruit qualified candidates to fill vacant positions;

(e) The status of officer recruitment shall be reported to the membership at each Annual Business Meeting.

Appointed members of the board may include (but are not limited to): Communications Director, Budget Director, Membership Director, Activities Director, and at Large Director. These positions may be created or eliminated by majority vote of the Board as operational needs require.

PARAGRAPH 2 - REGISTERED AGENT AND OFFICE (remains unchanged)

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.

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.

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 executed as follows:

(a) When the offices of President and Treasurer are held by different individuals: signed by the Treasurer and countersigned by the President or Vice President;

(b) When one individual holds both President and Treasurer positions: signed by that individual in their capacity as officer, with notation of dual signature authority, subject to the financial controls and reporting requirements specified in Article V, Section 1, Paragraph 1(c);

(c) The Board may authorize alternative signing arrangements by majority vote, provided such arrangements maintain appropriate financial oversight and comply with applicable law.

Purpose: These amendments address the practical reality that small volunteer chapters may experience periods when insufficient volunteers are available to fill all traditional officer positions. Rather than suspend operations or operate in technical violation of bylaws, this amendment provides a legal framework for continued operations while maintaining appropriate financial controls and accountability.

Key Protections:

- Mandatory financial documentation and reporting

- Expenditure thresholds requiring membership notification

- Ongoing recruitment obligations

- Annual reporting to membership

- Maintains fiscal responsibility and transparency

Precedent: Many small nonprofit organizations operate with consolidated officer positions. This amendment brings our bylaws in line with common nonprofit governance practices while maintaining member oversight.

Current Situation: The previous Board resigned effective June 30, 2025. Only one member volunteered to serve. This amendment will allow the Chapter to continue serving members while recruiting additional Board members.

Pursuant to Article XI, Section 2 of the Bylaws, this amendment may be adopted by:

EITHER:

1. Unanimous vote of the Board of Directors (currently satisfied), AND/OR

2. Majority vote of Chapter members present in person or by proxy at the Annual Business Meeting at which the required quorum (20% of members) is present

Notice Requirement: Written notice including this proposed amendment must be provided to all members at least ten (10) days prior to the meeting pursuant to Article X, Section 7.

If adopted, this amendment shall take effect immediately and shall:

1. Ratify the current officer arrangement established by Board Resolution 2025-01

2. Provide ongoing legal framework for officer consolidation when necessary

3. Require no additional action by current officers

4. Remain in effect unless and until further amended by the membership

Prepared by:

Timothy Casten, President

Central Virginia Chapter, WVU Alumni Association, Inc.

Date: October 28, 2025

\*This proposed amendment will be presented to the membership for vote at the Annual Business Meeting. Members are encouraged to review carefully and direct questions to the President prior to the meeting.\*