

VMI ALUMNI ASSOCIATION

BYLAWS

The VMI Alumni Association (the “**Corporation**”), a nonstock corporation duly formed under the provisions of the Virginia Nonstock Corporation Act, Chapter 10, Title 13.1 of the Virginia Code, as amended (the “**Code**”), hereby adopts the following Bylaws of the Corporation, which shall govern the management and operation of the Corporation’s business and the regulation of its affairs to the extent consistent with the Corporation’s Articles of Incorporation and applicable law.

ARTICLE I

DEFINITION OF TERMS

Unless otherwise stated in these Bylaws, all the terms used in these Bylaws which are defined in Code § 13.1-803 shall be deemed to have the meaning set forth in such Code.

ARTICLE II

NONSTOCK CORPORATION

In accordance with Code § 13.1-814, the Corporation shall not issue shares of stock. No dividend shall be paid and no part of the income of the Corporation shall be distributed to its Members (except as permitted by the Code), Directors or Officers. The Corporation may pay compensation in a reasonable amount to its Members, Directors or Officers for services rendered, including pensions, and may make distributions as permitted by the Code upon dissolution or final liquidation.

ARTICLE III

MEMBERS

3.1 **Membership.** The members of the Corporation (the “**Members**”) and their voting rights shall be as set forth in the Articles of Incorporation.

3.2 **Place and Time of Meetings.** Meetings of the Members may be held at such place, either within or outside of the Commonwealth of Virginia, and at such time, as may be provided in the notice of the meeting and approved by the President or a majority of the Members.

3.3 **Annual Meeting.** The annual meeting of the Members for the election of directors shall be held each year in connection with the annual meeting of the Board of Directors of the Corporation. If an annual meeting of the Members is not held on the day designated in these Bylaws, a substitute annual meeting shall be called as

promptly as is practicable in accordance with the provisions of Section 3.4. Any meeting so called shall be designated and treated for all purposes as the annual meeting.

3.4 **Special Meetings.** Special meetings of the Members may be called only by the President or a majority of the Board. Only business within the purpose or purposes described in the notice for a special meeting of the Members may be conducted at the meeting.

3.5 **Notice of Meetings.** Written notice stating the place, day, and hour of each annual and special Members' meeting (and in case of a special meeting, the purpose or purposes for which the meeting is called) shall be given not less than 10 nor more than 60 days before the date of the meeting to each Member entitled to vote at such meeting, by (i) publication in the *Alumni Review* sent to his or her address which appears in the records of the Corporation, or (ii) by publication at least once a week for two consecutive calendar weeks in a newspaper published in Lexington, Virginia. The first such publication to be not more than 60 days, and the second not less than 10 days, before the date of the meeting. In addition, the notice of the meeting shall be posted on the Corporation's website.

3.6 **Waiver of Notice.** A Member may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time of the meeting that is the subject of such notice. Except as provided in this Section 3.6, the waiver shall be in writing, signed by the Member entitled to the notice, and delivered to the Secretary of the Corporation for inclusion in the minutes or filing with the corporate records. A Member's attendance at a meeting waives objection to (i) lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (ii) consideration of a matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

3.7 **Quorum and Voting Requirements.** Except as otherwise provided in this Section 3.7, at an annual meeting, those Members present in person shall constitute a quorum. At a special meeting, fifty Members present in person shall constitute a quorum. Once a Member is represented for any purpose at a meeting, the Member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting. The vote of a majority of the votes entitled to be cast by the Members present at a meeting in which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members unless a greater proportion is

required by law, the Articles of Incorporation or these Bylaws. Less than a quorum may adjourn a meeting. At any meeting of the Members, each Member shall be entitled to one vote for as many persons as there are Directors to be elected.

3.8 **Proxies.** A Member entitled to vote may vote only in person and not by proxy.

3.9 **Organization.** The President shall act as chairman at all meetings of the Members. In the absence of the President, the First Vice president shall serve as chairman of such meetings. If neither is present, the Members present shall designate the chairman.

3.10 **Privileges.** Members in good standing are entitled to all privileges of the Corporation including, but not limited to, visits to Moody Hall and the use of Moody Hall facilities, in accordance with established rules as set forth by the Board of Directors.

3.11 **Suspension or Expulsion.** A Member may be suspended or expelled from the Corporation for conduct deemed by the Board of Directors to be detrimental to the interests of the Corporation. Such accused Member shall be furnished with a written statement of the cause for such suspension or expulsion and shall be given a reasonable opportunity to present his or her appeal of such suspension or expulsion to the Board of Directors. At its discretion, the Board of Directors may reduce a period of suspension or reinstate an expelled Member.

ARTICLE IV BOARD OF DIRECTORS

General Powers. The Corporation shall have a Board of Directors (the “**Board,**” or a “**Director**” or the “**Directors**” of the Board as the context implies). Except for the powers reserved to the Members as set forth in the Articles of Incorporation, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under, the direction of the Board, subject to any limitation set forth in the Articles of Incorporation or these Bylaws. Other matters concerning the Board’s election, meetings, and vacancies, as well as Directors terms, resignation, and removal are set forth in Exhibit A.

ARTICLE V BOARD COMMITTEES

5.1 **Creation of Committees.** In addition to the Standing Committees set forth in Section 5.4 of these Bylaws, the Board may create one or more committees

and appoint members of the Board to serve on them. Unless otherwise provided in these Bylaws, each committee shall have three or more members who serve at the pleasure of the Board. The creation of a committee and appointment of members to it shall be approved by a majority of Directors in office when the action is taken.

5.2 **Authority of Committees.** Each committee may exercise the authority specified by the Board, except that a committee may not (a) fill vacancies on any of the Board committees; (b) adopt, amend, or repeal these Bylaws; or (c) approve revocation of voluntary dissolution proceedings.

5.3 **Committee Meetings; Miscellaneous.** To the extent not otherwise provided in these Bylaws or by direction of the Board, the provisions of these Bylaws that govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board shall also apply to Board committees and their members.

5.4 **Standing Committees.** The Corporation shall have the Standing Committees listed and described on Exhibit B attached to these Bylaws, as it may be amended from time to time.

5.5 **Study Committees.** The President may appoint from time to time Study Committees to be composed of Directors and non-Directors to study certain matters of interest to the Corporation and to report their findings back to him or her, the Board or the Executive Committee. Such Study Committee shall have no power to take any action on behalf of the Corporation. Study Committees shall establish their own rules and procedures for conducting their studies.

5.6 **Term of Office.** Members of any committee shall hold office for a term beginning July 1 of the year in which they are elected or appointed and continuing until their successors are elected or appointed and take office or until such committee is dissolved by the Board.

5.7 **Resignation and Removal.** Any member of a committee may resign at any time by giving written notice to the President, CEO or Secretary of the Corporation. The committee member may be removed, without cause, at any time by such vote of the Board as would suffice for the committee member's election, or if the member is an appointed committee member, by the President unless Board approval was required for the committee member's appointment.

5.8 **Vacancies.** An appointment to any Board committee resulting from a vacancy on the committee shall require the Board's approval following a recommendation by the President.

ARTICLE VI OFFICERS

The officers of the Corporation shall be those listed and described on Exhibit C attached to these Bylaws, as it may be amended from time to time by the Board (collectively, the “**Officers**”). Other matters concerning the Officers’ election, term, resignation, removal, and duties are also set forth in Exhibit C.

ARTICLE VII MISCELLANEOUS PROVISIONS

7.1 **Fiscal Year.** The fiscal year of the Corporation shall be determined in the discretion of the Board, but in the absence of any such determination, it shall be the year beginning on July 1 and ending on June 30.

7.2 **Interpretation.** For construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

7.3 **Amendments.** These Bylaws may be amended or repealed, and new Bylaws may be made, at any meeting of the Board.

7.4 **Seal.** The corporate seal shall be in such form as shall be approved by the Board.

7.5 **Checks, Notes and Drafts.** Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board may from time to time authorize. When the Board has authorized, the signature of any such person may be a facsimile.

EXHIBIT A
TO
VMI ALUMNI ASSOCIATION
BYLAWS
BOARD OF DIRECTORS

1. Number and Term of Directors.

(a) The total number of Directors shall generally be 30, consisting of 7 Directors at Large and 16 Regional Directors elected by the Members, up to 4 voting ex officio Directors (collectively, the “**Voting Directors**”), and up to 3 nonvoting ex officio Directors. The Articles of Incorporation designate the ex officio Directors and their voting rights. From time to time, the number of Directors elected by the Members may be less than 23 due to death, resignation, or removal of a Director, but in no event, shall the number of Directors with voting rights be less than 20 (including voting ex officio Directors).

(b) The Directors at Large and the Regional Directors, elected separately by the Members, shall consist of three classes, as nearly equal as possible. When the number of Directors for each class to be elected by the Members is changed, any increase or decrease in the elected Directors shall be apportioned among the classes of the Board of Directors as to make all the classes as nearly equal as possible. Each class of Directors shall serve for a term expiring on June 30 on the third year following the year in which that class of Directors is elected and shall be identified as being the same class of Directors it succeeds, except that the terms of the Directors in the first, second and third classes shall initially expire in June 30, 2020, June 30, 2021 and June 30, 2022. The aforementioned terms do not apply to ex officio Directors, who serve concurrent with their offices.

2. Board of Directors.

(a) Directors at Large. There shall be seven voting Directors at Large elected from the Members. At least 2 of the Directors at Large, if available, when elected, shall be Young Alumni as defined herein. Directors at Large should endeavor to represent the alumni in general without regard to geographical location or consideration. However, in making their selection, consideration shall be given to the relative numbers of Virginia and non-Virginia Alumni. By whatever means possible,

Directors at Large should seek to understand the opinion of the majority of the alumni or the general point of view of the alumni on particular issues.

(b) Regional Directors. To assure the general body of the VMI Alumni are represented by the Board of Directors, 16 Regional Directors shall be elected by the Members and distributed among the three classes of Regional Directors in as nearly equal numbers as possible.

(1) Regional Plan. The current Regional Plan is attached to these Bylaws as Exhibit A-(1). The Regional Plan shall define Regions to reflect (i) the number of Alumni of the Corporation who are shown on the rolls of the Corporation as residing in them and (ii) the number of active alumni chapters (the “**Alumni Chapters**”) in them. At each time the Regional Plan is revised, diligent efforts shall be exerted to redefine Regions according to the number of active Alumni Chapters per regional director, taking into consideration such factors as the much larger geographic dimensions of many Regions outside of Virginia – and concomitant lengthy travel times between Alumni Chapters in such Regions – which may result in variance in the number of Members and active Alumni Chapters from region to region.

(2) The Board shall not less often than every five (5) years review the geographic dispersion and concentration of the Alumni in the contiguous United States and shall determine the Regions and Regional Directors to be elected by the Members of the Corporation. Attached as Exhibit A-(2) is the current Regional allocation of Directors and incumbent Regional Directors. Following such a review and approved change, Exhibits A-(1) and A-(2) shall be amended to reflect such changes. It is anticipated that the next review will be conducted in 2021.

(3) The Regional Directors shall include, if available, at least three Directors who were Young Alumni, as defined herein, at the time of their election.

(4) A Regional Director must live in the Region he or she was elected to represent. Should the boundaries of his or her Region be changed or he or she moves so that he or she no longer lives in the Region, then a vacancy will result and the Board shall fill the resulting vacancy either through an adjustment to the Classes of the Regional Directors or through the appointment of a successor to serve until the next meeting of the Members, when the appointee may be elected to complete the unexpired term of the Director that he or she was elected to replace.

(5) When the Regional Plan is amended to increase or decrease the number of Regions or the number of Regional Directors from a Region, any increase

or decrease in Regional Directorships shall be so apportioned among the classes of Regional Directors as to make all classes as nearly equal in number as possible. At any time during Bylaws review of the Regional Plan pursuant to Section 2(b), above, there appears to be an imbalance in the apportionment among such classes, the Chapter Operations Committee shall make recommendations to the Board of Directors on steps to balance out such apportionment, by – for example and without limitation – recommending initial 2-year or 1-year terms for certain newly elected Regional Directors.

(c) Voting Ex Officio Directors. The President, the First Vice President of the Corporation, the Second Vice President of the Corporation (if elected), and the Presidents of VMI Foundation and the VMI Keydet Club shall each serve as voting ex officio Directors concurrent with their term of office.

(d) Nonvoting Ex Officio Directors. The Immediate Past President of the Corporation, for one year after his or her service as President of the Corporation, the Corporation's CEO and the Corporation's Historian, if elected, shall each serve as nonvoting ex officio Directors.

(e) Advisory Directors/Chapter Representatives. Each active Alumni Chapter shall be entitled to appoint one Chapter Representative as an Advisory Director. An active Alumni Chapter shall be any Alumni Chapter whose president shall certify to the COO, on or before the date of the annual meeting, that 1) at least one or more meetings of the Alumni Chapter were held during the twelve (12) months preceding the certification, 2) which has been approved as an active Alumni Chapter by the Board and 3) has been assigned to a region under the Regional Plan attached to these Bylaws as Exhibit A-(1). A Chapter Representative shall be deemed to have been appointed by an active Alumni Chapter when a letter from his or her Alumni Chapter's President designating him or her as such is received by the COO on or before the date of the annual meeting of the Members. Chapter Representatives appointed as Advisory Directors are encouraged and shall be entitled to participate fully, except for voting, in the activities of the Board. The Advisory Directors shall have the right to receive all notices and other material provided to voting Directors and to attend and speak at all meetings of the Board.

3. Successive Terms Limitation and Limited Exception. No Director elected by the Members may serve more than two full consecutive three-year terms nor be reelected if the Director has served more than six years as an elected Director, absent at least a one-year break in service as an elected Director, except in accordance with

this Section 3. For the avoidance of doubt, a Director may serve to completion an unexpired term plus two full consecutive three-year terms.

4. Limitations. No individual shall be appointed as a Director without his or her prior consent. In no event shall the Board consist of a majority of voting Directors who are “disqualified persons” with respect to the Corporation. For purposes of these Bylaws, the term “**disqualified persons**” shall have the same meaning as in §§ 509(a)(3) and 4946 of the Internal Revenue Code of 1986, as amended.

5. Alternate Directors; Vacancies. The Members may elect Directors to serve only in the event of a vacancy on the Board (“**Alternate Directors**”), including a vacancy resulting from an increase in the number of Directors. An Alternate Director may then be selected by the Board to fill the vacancy. An Alternate Director may then be elected to serve for the vacancy’s remaining unexpired term at the next annual meeting of the Members. If no Alternate Directors are available to fill a vacancy occurring between annual meetings of the Members, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum of the Board.

6. Removal. An elected Director may be removed at a special meeting duly called expressly for that purpose by the vote of a majority of the Members then present and entitled to vote.

7. Annual and Regular Meetings. An annual meeting of the Board (for electing Officers and carrying on such other business as may properly come before the meeting) shall be held on such date in the Spring of each year or such other date as shall be determined by the President or the Board. The Board shall also have a schedule of one or more additional meetings that shall be considered regular meetings to be held on such dates as shall be determined by the President or the Board. The annual and regular meetings shall be held at such places, either within or outside of the Commonwealth of Virginia, as the President or the Board shall designate from time to time. If no location is designated in the notice of the meeting, it shall be held at the principal office of the Corporation.

8. Special Meetings. Special meetings of the Board may be called by the President, the CEO, or any two Directors. Special meetings shall be held at such places, within or outside of the Commonwealth of Virginia, as the person or persons calling the meeting shall designate. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Corporation.

9. Notice of Meetings. Notice of annual and regular meetings of the Board shall be given to each Director not less than five days before the meeting. Notice of special meetings of the Board shall be given to each Director not less than 48 hours before the meeting. Notice may be given orally or in writing. Notice may be delivered either personally, by United States mail postage prepaid, or by electronic transmission. If delivery is by United States mail, notice is effective five days after it is deposited in the mail. The notice of a meeting of the Board need not state the purpose of the meeting unless the purpose or one of the purposes of the meeting is to amend the Articles of Incorporation or these Bylaws.

10. Waiver of Notice. A Director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in this Section, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at a meeting waives objection to (i) lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting business at the meeting and (ii) consideration of a matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Director objects to considering the matter when it is presented.

11. Quorum; Voting. A majority of the number of voting Directors shall constitute a quorum for the transaction of business at a meeting of the Board. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board. A Director who is present at a meeting of the Board when corporate action is taken is deemed to have assented to the action taken unless the Director (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting or (ii) votes against, or abstains from, the action taken.

12. Participation by Phone or Electronic Conference. The Board may permit any or all Directors to participate in a regular or special meeting by or conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

13. Action Without Meeting. Action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all Directors of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken

under this Section shall be effective when the last Director signs the consent unless the consent specifies a different effective date and states the date of execution by each Director, in which event it shall be effective according to the terms of the consent.

14. Compensation. No Director shall be entitled to any direct or indirect compensation related to that person's services as a Director of the Board.

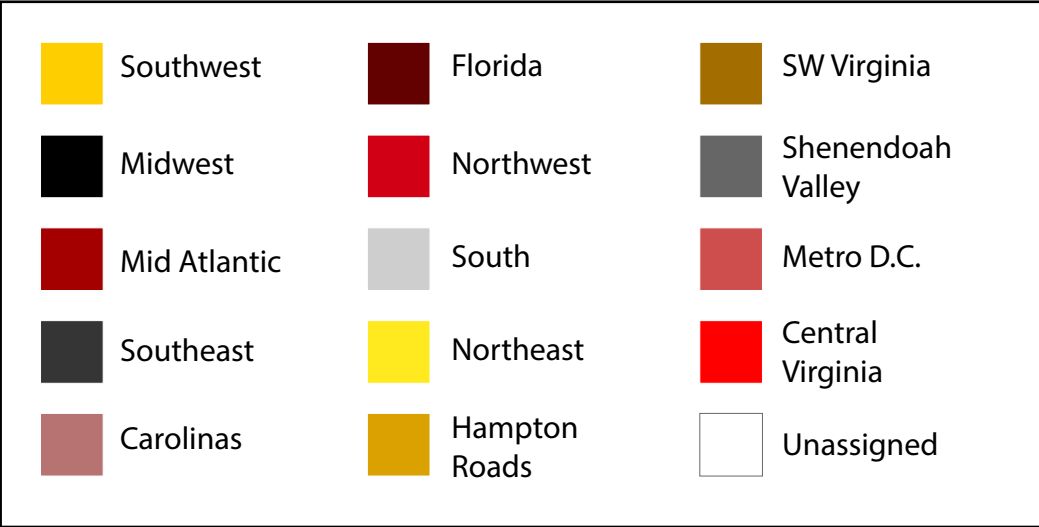
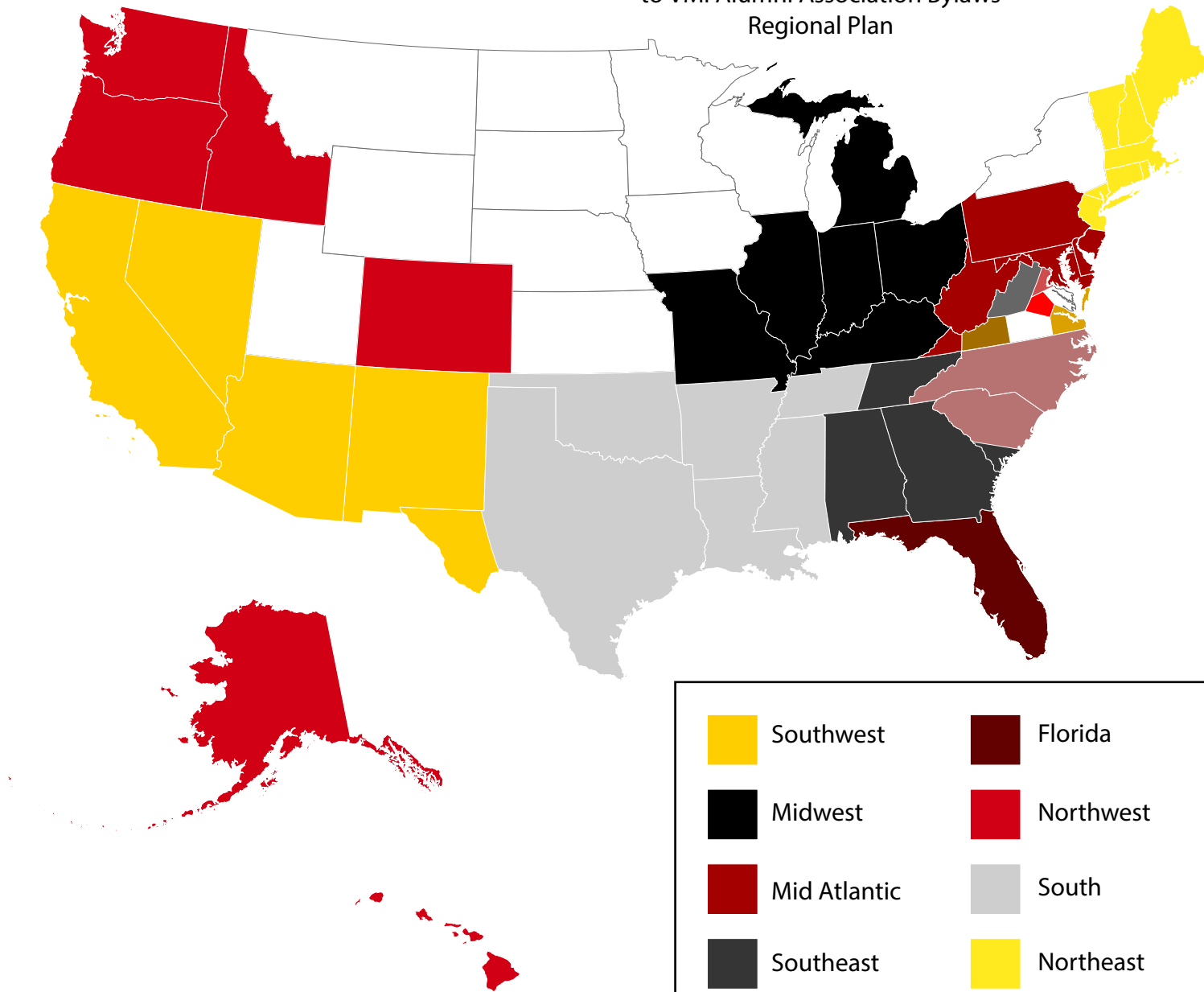
15. Good Standing Required. Any Director who is a Member must be a Member in good standing.

16. Definitions.

(a) Senior Alumnus/Alumna. A Senior Alumnus/Alumna is a Member of the Corporation whose Brother Rat class year is at least forty (40) years prior to the year of graduation of the current first class in barracks.

(b) Young Alumnus/Alumna. A Young Alumnus/Alumna is a Member of the Corporation whose Brother Rat class year is no more than fifteen years prior to the year of graduation of the current first class in barracks.

Exhibit A - (1)
to VMI Alumni Association Bylaws
Regional Plan



VMI ALUMNI CHAPTER DIRECTORY

Region I – Southwest **Director: Matthew R. Hemenez '90** **Email: mrhemenez@cox.net**

| <i>Chapter</i> | <i>Chapter President</i> | <i>President's Email</i> | <i>Chapter Representative</i> |
|---------------------|-----------------------------|--------------------------|-------------------------------|
| Arizona | Richard C. Coupland III '91 | richard.coupland@cox.net | Christoph Lohr '08 |
| Greater Los Angeles | Alexander J. Rawling '07 | rawlingaj@gmail.com | Stephen A. Breheny '89 |
| Inland Empire | Kenny T. Stigler '00 | kenny@mpowermortgage.com | Andre S. Gibson '78 |
| Nevada | Bradley J. Maak '87 | Bradley.maak@yahoo.com | Lawrence M. Wood '59 |
| Northern California | Brian K. Andrew '03 | brian.k.andrew@gmail.com | Todd E. Arris '87 |
| San Diego | Max H. Hopkins '97 | max.h.hopkins@gmail.com | William R. Creekmur '83 |

Region II – Midwest **Director: David P. Loduca '81** **Email: loduca@pbworld.com**

| | | | |
|-----------------------|---------------------------|-----------------------------------|----------------------------|
| Bluegrass | Andrew D. Washbish '09 | andrew.washbish@gmail.com | G. Michael Montgomery '84 |
| Chicago | Daniel C. Young '88 | dan.young@wfadvisors.com | Donald A. Noschese Jr. '92 |
| Cleveland | Paul K. Tallat-Kelpsa '90 | pktk@juno.com | Stephen M. Chiles '89 |
| Detroit | David C. Hagemann '80 | dhag80@aol.com | Mark A. Benvenuto '83 |
| Kansas City, Missouri | Jeffrey D. Vordermark '79 | vordermark@juno.com | Todd J. Jacobs '90 |
| Minnesota | J. Brent Schaufert '15 | brent.schaufert@yahoo.com | |
| Southwest Ohio | J. Micah North '00 | micah.north@resonantosciences.com | |
| St. Louis | David P. Loduca '81 | loduca@pbworld.com | Robert C. Polk '61 |
| Wisconsin | Ronald G. Hull '02 | ron@ronaldhull.com | |

Region III – Northeast **Director: Patrick J. Griffin '80** **Email: anchors1980@gmail.com**

| | | | |
|-----------------------------|-----------------------------|-------------------------------------|------------------------|
| Buffalo | John R. Robb '69 | jrr@robbmd.com | |
| New England | A. Bruno Loeffstedt III '80 | bruno.a.loeffstedt@saint-gobain.com | |
| New York City – Long Island | R. Conor Evans '02 | conorevans@marchassociates.com | John R. Gibney Jr. '80 |
| North Jersey | Richard C. Wolfe '78 | rwolffe@tspcapitalmgt.com | Kevin P. Sincavage '87 |

Region IV – Mid Atlantic **Director: H. Larry Mays Jr. '73** **Email: hlarrymays@gmail.com**

| | | | |
|-----------------------------------|----------------------|----------------------------|---------------------------|
| Appalachian | | | Campbell C. Hyatt III '65 |
| Central Keystone | Robert P. Hill '08 | rphill48@gmail.com | H. Larry Mays Jr. '73 |
| Maryland | David R. Gleason '80 | gleason@umbc.edu | Thomas M. Wirth '98 |
| Southeastern PA – Delaware Valley | John T. Pace '77 | jpace@astm.org | |
| Stonewall Jackson | Jason K. Gruse '97 | jasongruse@hotmail.com | Phillip L. Harris '03 |
| Western PA – Pittsburgh | J. Mark Hennigan '90 | james.m.hennigan@gmail.com | |

Region V – Southeast **Director: C. Patrick Haddock '00** **Email: vmitranspo@hotmail.com**

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|-----------------------------|---------------------------|--------------------------------|-----------------------------|
| Augusta | Terence L. Bowers '68 | terrybowers@vmialumni.org | Raymond R. Lawson '81 |
| Atlanta | Joshua R. Sneed '12 | sneedjr54@gmail.com | Charles F. McCallum III '94 |
| Birmingham | William H. Cather Jr. '65 | billcather@bellsouth.net | |
| Coastal GA – South Carolina | Ryan W. Benson '07 | bensonrw@gmail.com | |
| East TN – Knoxville | Christopher R. Jones '96 | crj2112@gmail.com | Kevin L. Snell '82 |
| Mobile | Charles M. Rogers IV '83 | max.rogers@mobileinfirmary.org | John H. Friend III '82 |
| Tennessee Valley | Herbert U. Fluhler '77 | huf2000@aol.com | Raymond J. Pietruszka '77 |

Region VI – Carolinas **Director: Michael A. Kelly '73** **Email: kellyvmi73@gmail.com**

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|----------------------------------|----------------------------|----------------------------|--------------------------|
| Crystal Coast/Jacksonville | Stephen L. Skakandy '01 | stephen.skakandy@gmail.com | Charles L. Toomey '74 |
| Cape Fear/Fayetteville | Michael A. Ceroli '85 | mceroli@thekratosgroup.net | Ronald R. Wall '69 |
| Central North Carolina – Raleigh | Laurence B. Wilson Jr. '62 | lbebwilson@aol.com | James A. Sharp '93 |
| Charlotte | Michael S. Anderson '88 | vmi2army@gmail.com | T. Matthew Creech '96 |
| Club of the Triad | | | Eric L. Duncan '99 |
| Coastal SC/Charleston | | | George H. Ritko '70 |
| Eastern North Carolina | Robert M. Kirby '78 | rmkirby@dekirby.com | F. Grey Farthing III '79 |
| Midlands SC/Palmetto | Carl B. Hammond '00 | hammondcb@yahoo.com | |
| Myrtle Beach | Michael M. Smith '73 | michaelsmith5@gmail.com | |
| Upsate SC/Pisgah NC | Paul X. English III '73 | pxenglish@gmail.com | E.D. Woomer Jr. '73 |
| Wilmington, North Carolina | John P. Gangemi '61 | jjgangemi@ec.rr.com | David L. Pouleris '98 |

Region VII – Florida **Director: Blake W. Thomas '73** **Email: blaket606@aol.com**

| | | | |
|----------------------------------|-------------------------|---------------------------------|----------------------------|
| Central Florida | John C. Nagle IV '87 | jay.nagle@hdrinc.com | John C. Nagle IV '87 |
| Northeast Florida – Jacksonville | Jason M. Goldstein '02 | jason.goldstein@amecfw.com | Grafton D. Addison III '82 |
| Panama City/Tallahassee | James D. Friskhorn '81 | vmi81@comcast.net | Wayland H. Patterson '80 |
| Pensacola | David B. Tillar Jr. '95 | dtillar@dewberry.com | |
| Southern Florida | Scott A. Houser '98 | housersa@yahoo.com | Brett R. Martin '00 |
| Southwest Florida – Fort Meyer | Bradford T. Herrell '01 | btherrell@basspro.com | |
| The Villages – Florida | Alan H. Vicory Jr. '74 | ahvicory@gmail.com | |
| Treasure Coast | Donald D. Carson '64 | dcarson678@bellsouth.net | |
| West Coast Florida – Tampa | Robert M. Bailey '72 | bobngradebailey@tampabay.rr.com | |

VMI ALUMNI CHAPTER DIRECTORY

Region VIII – Southwest VA

Director: Dennis A. Hackemeyer '80

Email: dennis@nanoseptic.com

| Chapter | Chapter President | President's Email | Chapter Representative |
|------------------|---------------------------|--|------------------------|
| Lynchburg | Matthew T. Vordermark '00 | vordermarkmt@hotmail.com | Joseph W. Hutt III '78 |
| New River Valley | Gerald B. Burrus '96 | bradburrus@yahoo.com | |
| Roanoke | Andrew D. Fuller '99 | andyfullervmi@gmail.com | Alan G. Soltis '79 |

Region IX – Shenandoah Valley

| | | | |
|-------------------------|-----------------------|--|-----------------------------|
| Allegheny Highlands | T. Troy Barbour '89 | troy.barbour@hcahealthcare.com | Harrison L. Fridley Jr. '61 |
| Blue Ridge | G. Wayne Eastham '76 | weastham@carrhyde.com | R. Edward Duncan '60 |
| Charlottesville | James E. Duncan '98 | jim@realcentralva.com | |
| North Shenandoah Valley | Kevin J. Callanan '78 | kjcallanan@comcast.net | |
| Rockbridge County | Scott O. Risser '75 | 19sorisser75@gmail.com | Lewis V. Graybill '62 |
| Valley | D. Cameron Seay '70 | cameronseay@me.com | Don M. Bowers '90 |

Region X – South

Director: Jeffrey L. Minch '73

Email: jminch2011@gmail.com

| | | | |
|------------------------------|---------------------------|--|------------------------------|
| Arkansas | James F. Dittrich '76 | jfdinarkansas@aol.com | David W. Walsh '90 |
| Centex | Stephen J. Barcik III '85 | steve.barcik@htds2.com | Christopher J. Whittaker '90 |
| Greater New Orleans | Michael M. Wallace '93 | michaelmwallace@mac.com | |
| Middle TN – Nashville | David A. Pitts '88 | dave.pitts@cat.com | Charles S. Sanger '82 |
| Midsouth/Memphis | Philip J. Altizer Jr. '80 | paltizer@bellsouth.net | |
| North Texas – Dallas | Dakota W. Nicely '15 | dnicely37@gmail.com | |
| Oklahoma | Hamel B. Reinmiller '98 | hbrvmi98@vmialumni.org | Garry C. Varney '76 |
| San Antonio | Daniel J. Fitzgerald '89 | daniel.fitzgerald@hdrinc.com | Thomas R. Shaw '78 |
| Southeast Texas – Houston | Steven P. Weiss '86 | spweiss@earthlink.net | |
| Third Coast (Corpus Christi) | Murray F. Hudson '82 | murfh@urbaneng.com | M. Douglass Payne '73 |

Region XI – Northwest

Director: Clifford A. Crittsinger '64/'66

Email: keydet6466@gmail.com

| | | | |
|-------------------|-------------------------|--|----------------------|
| Alaska | Brian P. Duffy '89 | duffvmi89@gmail.com | |
| Hawaii | Russell Shun Takata '74 | russell.takata@yahoo.com | |
| Pacific Northwest | James R. Farmer '68 | seattlefarmer@comcast.net | |
| Pikes Peak | Todd M. Baldwin '06 | todd.baldwin1@gmail.com | Robert L. Fricke '78 |
| Rocky Mountain | | | |

Region XII – Central Virginia

Director: William R. Charlet '01

Email: wcharlet@gmail.com

| | | | |
|------------|------------------------|--|--------------------------|
| Richmond | Chad A. Lawson '11 | chadlawson43@gmail.com | Matthew T. Mikula '04 |
| Tri Cities | Samuel L. Mattocks '74 | samuelmattocks762@gmail.com | Augustus Robbins III '47 |

Region XIII – Hampton Roads

Director: Michael S. Ogden '79

Director: Sean P. Hingley '07

Email: vmi79classagent@aol.com

Email: sean.p.hingley@wfadvisors.com

| | | | |
|-------------------|-----------------------------|--|-------------------------|
| Eastern Shore | Matthew J. Outland '17 | moutland@comcast.net | Thomas F. Wilson '80 |
| Norfolk | Joshua P. Priest '80 | joshua.p.priest@navy.mil | John M. Garrett '13 |
| Peninsula | Thomas F. Morehouse III '70 | thomasmorehouse@me.com | David J. Trenholm '70 |
| Rappahannock | Richard A. Duke '90 | rduke@hf-law.com | William F. Brent '67 |
| Virginia Beach | Alvaro F. Cuellar '88 | al.cuellar@icloud.com | M. Andrew Stone '05 |
| Western Tidewater | John L. Rowe Jr. '66 | jrowe66@cox.net | Oliver D. Creekmore '66 |
| Williamsburg | John J. Kokolis '96 | jjkokolis@cox.net | Jim E. Henry '68 |

Region XIV – Metro D.C.

Director: Jessica J. Schmaus '04

Director: John D. Kearney Jr. '00

Email: jessica.schmaus@gmail.com

Email: kearneyjd00@gmail.com

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|---------------------------|---------------------------|--|------------------------------|
| Fredericksburg – Quantico | Carl J. DeBernard Jr. '94 | carl.debernard@dhs.gov | R.C. Thompson III '74 |
| George C. Marshall | Matthew R. Keller '00 | matthew@kellermail.com | L. Randolph Williams Jr. '66 |
| Potomac River | A. James MacDonald '83 | macvmi83@yahoo.com | L. Randolph Williams Jr. '66 |

Region XV – Pacific Rim

| | | | |
|----------|---------------------------|--|--|
| Guam | Michael K. Scaplehorn '13 | scaplehornmk@mail.vmi.edu | |
| Korea | Christopher D. Noe '96 | noevmi96@hotmail.com | |
| Taiwan | Ching-Pu Chen '85 | chingpu@saturn.yzu.edu.tw | |
| Thailand | Vaipot Srinual '72 | | |

EXHIBIT B

TO

VMI ALUMNI ASSOCIATION

BYLAWS

EXECUTIVE AND STANDING COMMITTEES

1. Executive Committee. The Executive Committee shall be a Committee of the Board, and shall consist of the President, who shall serve as Chair, the First Vice President, the Second Vice President, if elected, one Director at Large, two Regional Directors and other elected members of the Board who shall be appointed by the President, subject to approval by the Board. The Immediate Past President shall serve ex officio as a nonvoting member of the Executive Committee for one year following the expiration of his term as President. To the extent permitted by law, the Executive Committee may exercise the authority of the Board. The Presidents of the VMI Foundation and the VMI Keydet Club have a general invitation to attend and participate in the meetings of the Executive Committee, but their failure to receive notice of such meetings shall not invalidate any such meetings or actions then taken.

2. Standing Committees. The President of the Corporation shall, unless otherwise provided, annually appoint the members and name the chairman of each of the Corporation's standing committees, in each case subject to the approval of the Board. In the appointment of members to the standing committees, the President shall, to the extent practicable, afford each Advisory Director, who has so requested, the opportunity to serve as a nonvoting member of one or more of the Corporation's standing committees. The Corporation shall have the following standing committees:

(a) The Nominating Committee. The Nominating Committee shall consist of the President and the First Vice President as ex officio voting members and at least five voting Directors. The Nominating Committee shall recommend to the Members of the Corporation the names of nominees to serve as Directors at Large and Regional Directors. Each active Alumni Chapter, acting alone or in combination with one or more other such Alumni Chapters in its region, may recommend to the Nominating Committee the names of two Members, at least one of whom shall be a Young Alumnus or Alumna to serve as the Regional Director from its Region. The Nominating Committee shall nominate one of the recommended Members to the Members of the Corporation as the nominee to serve as the Regional Director from that Region. Otherwise, the Nominating Committee shall nominate a qualified Member to serve as the Regional Director from such Region.

At each annual board meeting, the Nominating Committee shall present for election the names of the nominees for election as officers of the Corporation. As often as may be required to comply with the Code of Virginia (1950), as amended, the Nominating Committee shall recommend to the Board of Directors candidates for membership on the Board of Visitors of VMI. The Nominating Committee shall, by majority vote, approve or disapprove Honorary Alumnus nominations and refer all approved nomination to the President for referral to the Board of Directors.

The Nominating Committee shall receive from VMI Foundation and the VMI Keydet Club a list of individuals, including a brief resume of their qualifications, recommended for election to their Boards of Trustees and Governors, respectively. The Nominating Committee will present to the Board names of nominees for election to serve on the Boards of Trustees and Governors of the VMI Foundation and the VMI Keydet Club, respectively.

(b) The Outreach Committee. The Outreach Committee shall consist of not less than three voting Directors. The Outreach Committee shall assist/oversee alumni involvement, new cadet recruiting and career networking. The Outreach Committee works to foster open communication within the Corporation and among the alumni body to increase enrollment in the Corps, assist in career networking and foster young alumni engagement in VMI and alumni affairs. Encouraging Alumni to stay connected and serve as advocates of VMI is a major goal. The Outreach Committee looks to leverage resources, talents and initiatives of VMI Alumni to advise, guide, advocate and support the Corporation, VMI and its alumni body nationwide in achieving their respective missions and goals.

(c) The Engagement Committee. The Engagement Committee shall consist of not less than three voting Directors. The Engagement Committee was created to ensure that the Corporation is reaching out to and engaging with various groups of alumni and friends to VMI, including Past Presidents, Young Alumni, Senior Alumni, parents of current cadets, parents of graduated cadets and, in general, ‘friends’ of VMI. Further, the Engagement Committee looks at the effectiveness of the various events the Corporation sponsors and supports every year, in Lexington and in the various Alumni Chapters.

(d) The Chapter Operations Committee. The Chapter Operations Committee consists of not less than three voting Directors. The Chapter Operations Committee works to ensure that VMI Alumni Chapters are active and effective by documenting a collective knowledge base and shared insights for the Alumni Chapters and Regional Directors, and by providing ongoing opportunities for alumni to keep alive the memories of VMI, no matter where they reside.

(e) The Finance Committee. The Finance Committee shall consist of the First Vice President, who shall serve as Chairman, and at least three other Directors who shall be appointed by the President, subject to approval by the Board. The President, the Presidents of VMI Foundation and the Keydet Club and the CEO shall serve as non-voting ex officio members. The Finance Committee shall participate in the preparation of the Alumni Agencies annual budget, review and approve requests for additional funds, review fiscal year expenditures, approve new projects to receive support from the Corporation, review and approve policies and procedures for the Corporation's financial operations, review the annual audit of the Corporation and the audits of any other funds managed by the Corporation, and participate in all other financial matters concerning the operation of the Corporation.

(f) Joint Audit Committee. The Joint Audit Committee is composed of one representative from each of the Alumni Agencies. It serves as the independent committee charged with the oversight and review of and response to the combined financial audit of the Alumni Agencies and their applicable tax filings. The President shall appoint the Corporation's representative to the Joint Audit Committee subject to approval by the Board.

3. Other Committees. There may be such other committees or subcommittees as shall in the judgment of the President or Board be necessary for transaction of the Corporation's business; provided, however, that if any such committee or subcommittee is to exercise the authority of the Board, it shall consist only of voting Directors and shall be created and its members approved by a majority of all the voting Directors in office when the action is taken.

EXHIBIT C

TO

VMI ALUMNI ASSOCIATION

BYLAWS

OFFICERS

1. **Officers.** The Officers of the Corporation shall be a President, a First Vice President, the Second Vice President (if elected), an Historian (if elected), a Chief Executive Officer (“CEO”), a Chief Operating Officer (“COO”), a Chief Financial Officer/Treasurer (“CFO”), a Financial Controller, a Secretary, and such other officers as may be deemed necessary or advisable by the Board to carry on the business of the Corporation. Any two or more offices may be held by the same person. Officers other than the President and the First Vice President need not be members of the Board.

2. **Election; Term.** Except as otherwise specified herein, Officers shall be elected at the annual meeting of the Board and may be elected at such other time or times as the Board shall determine. They shall hold office for a term beginning July 1 of the year in which they are elected and continuing until their successors are elected and take office or until they are removed by the Board. However, the President and the First Vice President shall be elected for two-year terms.

3. **Term Limits.** No person shall serve as President or as First Vice President for more than two consecutive years, increased for any partial year of service in such office completing a predecessor’s term or until a successor takes office. The Historian, while elected annually, is not subject to term limitations.

4. **Resignation; Removals.** The President, the First Vice President, the CEO, and the Secretary may resign at any time upon written notice to the President, the Secretary, or the Board. The CEO shall be deemed to have resigned when such Officer no longer serves as the CEO of the VMI Alumni Agencies Board (the “**Agencies Board**”). Any other compensated Officer may resign at any time upon written notice to the CEO. Any such resignation shall be effective when notice is delivered unless the notice specifies a later effective date. The Board may remove any Officer at any time, with or without cause. Until such a vacancy is filled by the Board, interim appointments may be made by the Executive Committee or, in the case of a compensated Officer, by the CEO.

5. **Duties.** The Officers shall have such duties as generally pertain to their respective offices as well as such powers and duties as are prescribed by law or hereinafter provided or as from time to time shall be conferred by the Board. The Board may require any officer to give such bond for the faithful performance of his duties as the Board may see fit.

6. **President.** The President shall appoint the members and required officers of the Corporation's Standing Committees and such other committees established by the Board, and such other subordinate boards or entities as set forth by their individual bylaws, in each case subject to the approval of the Board. The President shall chair all meetings of the Board. The President may execute all contracts and other obligations of the Corporation and shall perform such other duties as may be assigned to him or her from time to time by the Board. The President shall be elected from the Board.

7. **First Vice President.** The First Vice President shall carry out such duties as given to him or her by the President and shall assume their duties in the absence of the President.

8. **Second Vice President.** If elected, the Second Vice President shall have such duties as may be assigned by the President of the Corporation. It is anticipated that the office of the Second Vice President will not be filled after June 30, 2020.

9. **Historian.** The Historian shall collect, maintain and, from time to time publish historical information concerning the Corporation and VMI. He or she shall report his or her activities to the Board annually, or at the direction of the President.

10. **Chief Executive Officer.** Pursuant to the operating agreement ("**Operating Agreement**") by and among the VMI Foundation, VMI Keydet Club, the Agencies Board, and the Corporation (collectively, the "**Alumni Agencies**") the CEO of the Agencies Board shall be the chief executive officer (the "**CEO**") of the Corporation. If the Agencies Board fails to elect a CEO, then the Board shall elect a CEO for the Corporation. The CEO shall be responsible for its supervision and operation under the direction and control of the Agencies Board in coordination with the President and Board, all in accordance with the Articles of Incorporation, the Bylaws, and the Operating Agreement. In addition, the CEO shall (a) ensure proper communication with the Office of VMI's Superintendent to achieve, support, and follow VMI's approved strategic plan and coordinate for support of the Corporation's and the Alumni Agencies' functions, meetings, and other scheduled activities impacting VMI resources as well as the personal involvement of VMI's Superintendent in support of these functions, meetings, and activities and (b) manage the business affairs,

functions, and operations of the Alumni Agencies under the oversight of the Boards of Directors, Trustees or Governors as applicable, of each of the Alumni Agencies and serve as the chief liaison between each of the Alumni Agencies and VMI.

11. **Chief Operating Officer.** The COO shall be responsible to the CEO and follow the CEO's instructions for the daily business affairs of the Corporation. The COO shall organize the Corporation's staff and manage its affairs, including all fundraising efforts, the investment and expenditure of funds, and the approval of new funds.

12. **Chief Financial Officer/Treasurer.** The CFO shall be the chief financial officer, treasurer, and administrative officer of the Corporation and the other Alumni Agencies in charge of the business and financial affairs of the Corporation and the other Alumni Agencies. The CFO shall be responsible to the CEO and shall keep the CEO informed of all material matters pertaining to the business and financial affairs of the Corporation and the other Alumni Agencies. The CFO shall be the officer charged with the supervision of the activities of all other staff members in the area of business, administrative support, information technology, human relations and financial management.

13. **Financial Controller.** The Financial Controller shall have and shall exercise such powers and duties incident to the office as may be assigned to such Officer by the CFO.

14. **Secretary.** The Secretary shall keep a faithful record of all meetings of the Board or the Members, give notice of the time and place for holding each meeting of the Board or the Members as specified in Articles III and IV of the Bylaws, and file and safely keep all documents entrusted to the Secretary's care. The books and papers kept by the Secretary shall be subject at all times to inspection by the Board, the President, or any duly authorized committee of the Board.

15. **Succession.** In the case of death, disability or resignation of the President, the First Vice President shall assume the office of the President for the remainder of the President's term. Upon assumption of that office, a partial term of service shall not limit the First Vice President's ability to serve a full two years as President.

Approved June 1, 2019