

**VMI Alumni Association  
Nomination and Election Process  
for Special Meeting of the Members  
on June 11, 2022**

The sole purpose of the June 11, 2022, Special Meeting of the Members (the “Special Meeting”) of VMI Alumni Association (the “Association”) is to elect the following At Large Directors and Regional Directors to serve on the Association’s Board of Directors:

- One At Large Director to serve for a term ending June 30, 2023.
- Five At Large Directors to serve for a term ending June 30, 2025.
- One Regional Director for Region III to serve for a term ending June 30, 2024.
- One Regional Director for Region VIII to serve for a term ending June 30, 2025.
- One Regional Director for Region XIII to serve for a term ending June 30, 2025.
- Two Regional Directors for Region XIV to serve for a term ending June 30, 2025.

**Nomination and Election of At Large Directors**

The Nominating Committee has previously nominated the following individuals for service as At Large Directors:

To complete a term ending June 30, 2023:

Abigail Dawson ’14

To serve a term ending June 30, 2025:

Guy Conte '75

Jim Joustra '76

Kelly Holbert '93

William Seiferth '87

Grant Harris '06

Additional nominations for the position of an At Large Director for the Nominating Committee's consideration and for the terms indicated must be submitted on the Nomination Form available at <http://vmi.imodules.com/nominations>. Completed Nomination Forms must be submitted on or before May 27, 2022 at 5:00 p.m. Eastern Time.

After reviewing any nominations received by the due date, the Nominating Committee will post its recommended slate of Nominees for At Large Directors on or about June 7, 2022, at <https://www.vmi.alumni.org/aa-special-meeting-notice/>.

In order to ensure an orderly and efficient meeting, there will be no nominations accepted from the Floor or by write-in ballot at the Special Meeting. All nominations must be submitted on the Nomination Form as provided above.

If there is only one Nominee for the At Large Director whose term will end June 30, 2023, the Nominee will be elected upon receiving a majority of the votes cast. If there is more than one Nominee for the At Large Director whose term will end June 30, 2023, the Nominee shall be elected by a plurality of the votes cast, i.e., the Nominee receiving the highest number of votes shall be elected as an At Large Director. If the number of Nominees included on the Nominating Committee's recommended slate for the At Large Directors whose terms will end on June 30, 2025, is five, the Nominees on such slate will be elected upon receiving a majority of the votes cast. If the number of Nominees included on the Nominating Committee's recommended slate for the At Large Directors whose terms will end on June 30, 2025, exceeds five, they shall be elected by a plurality of the votes cast, i.e., the five Nominees receiving the highest number of votes shall be elected as At Large Directors. For example, if eight Nominees are included on the

Nominating Committee’s recommended slate for the At Large Directors whose terms will expire on June 30, 2025, the five Nominees receiving the most votes shall be elected as At Large Directors. In the case of any vote on a slate requiring a majority vote as outlined above, the current At Large Director(s) will continue to serve until their successors are elected if a majority of Members do not vote in favor of the Nominating Committee’s slate.

Each Member will have only one vote for the At Large Director whose term will end on June 30, 2023, and only five votes for the Directors whose terms will end June 30, 2025. Cumulative voting is not permitted.

### **Nomination and Election of Regional Directors**

In accordance with the Bylaws of the Association, the Nominating Committee has previously nominated the following individuals for service as Regional Directors:

For Region III (Northeast) to fill a term expiring June 30, 2024:

Dennis Maguire ’80

For Region VIII (Southwest VA/Shenandoah Valley) for term ending June 30, 2025:

Pat Griffin ’80

For Region XIII (Hampton Roads) for a term ending June 30, 2025:

Jim Henry ’68

For Region XIV (Metro DC) for a term ending June 30, 2025:

Anthony “Jamie” MacDonald ’83

Will Collier ’06

In accordance with the Association’s Bylaws, each chapter in the applicable Region may submit to the Nominating Committee two names for each opening. From these submissions or in the absence of Chapter nominations, the Nominating Committee made a nomination for the Region. This process verifies that the Nominee for Regional Directors meet the qualifications for service as a Regional Director as set forth in the Association’s Bylaws.

Additional nominations of individuals meeting the qualifications for service as a Regional Director or wishing to serve for the Nominating Committee's consideration and for the terms indicated must be submitted on the Nomination Form available at <http://vmi.imodules.com/nominations>. Completed Nomination Forms must be submitted on or before May 27, 2022 at 5:00 p.m. Eastern Time.

After reviewing any nominations received by the due date, the Nominating Committee will post its recommended slate for Regional Directors on or about June 7, 2022, at <https://www.vmialumni.org/aa-special-meeting-notice/>.

In order to ensure an orderly and efficient meeting, there will be no nominations accepted from the Floor or by write-in ballot at the Special Meeting. All nominations must be submitted on the Nomination Form as provided above.

The Nominating Committee's recommended slate for the Regional Directors will require the affirmative vote of a majority of the Members present and voting at the Special Meeting. If a majority of Members do not vote in favor of the Nominating Committee's slate, the current Regional Directors will continue to serve until their successors are elected.

A copy of the current Regions, Chapters and Chapter President information is available at <https://www.vmialumni.org/aa-special-meeting-notice/>.

**VMI ALUMNI ASSOCIATION**  
**VMI ALUMNI ASSOCIATION BOARD REGIONAL DIRECTOR or DIRECTOR AT LARGE**

**CANDIDATE GUIDELINES**

The VMI Alumni Association Nominating Committee will receive nominations from the alumni body, identify, evaluate and recommend candidates to become members of the VMI Alumni Association Board of Directors with the goal of creating a balance of knowledge and experience. Nominations may be submitted by any VMI alumni. Candidates will be reviewed in the context of the current composition of the Board, the Bylaws of the VMI Alumni Association, and its long-term interests. In conducting this assessment, the Committee will consider and evaluate each director-candidate based upon its assessment of the following criteria:

- Whether the candidate is independent pursuant to the VMI Alumni Association and the bylaws requirements.
- Whether the candidate is accomplished in his or her field and has a reputation, both personal and professional, that is consistent with the image and reputation of the VMI.
- Whether the candidate has relevant education, experience and expertise and would be able to provide insights and practical wisdom based upon that education, experience and expertise.
- Whether the candidate is a VMI alumnus/a in good standing, has knowledge of the VMI, its alumni agencies and BOV and issues affecting the VMI, its agencies and BOV.
- Whether the candidate is committed to enhancing the VMI and/or its agencies.
- Whether the candidate fully understands, or has the capacity to fully understand, the legal responsibilities of a director and the governance processes of a Virginia state school and/or non-profit alumni agencies.
- Whether the candidate is of high moral and ethical character and would be willing to apply sound, objective and independent judgment, and to assume broad fiduciary and other pertinent responsibilities.
- Whether the candidate has, and would be willing to commit, the required hours necessary to discharge the duties of the assigned board membership.
- Whether the candidate has any prohibitive interlocking relationships or conflicts of interest.
- Whether the candidate is able to develop a good working relationship with other board members and contribute to the board's working relationship with the senior management of the VMI Alumni Association, Keydet Club, Foundation and/or the VMI.