

**Resolution and Policies for the Nomination and Election of the Board of Directors of the  
VMI Alumni Association**

*Adopted on January 20, 2024*

**BACKGROUND RECITALS**

**A.** The Board of Directors of the VMI Alumni Association (the “Association”) has determined that it is in the best interests of the Association to supplement its Bylaws with written policies and procedures for the development of nominations through its Nominating Committee and the approval of the electronic voting for the election or removal of its Board of Directors; and

**B.** The Board of Directors believes the system it is currently using through the policy set forth herein assures that: (i) there will be nominees from the alumni body as a whole, (ii) the term limits of board service assure there will be a wide range of perspectives of the needs and qualifications of board membership, and (iii) this structure will assure the Board of Directors will represent the wide range of views, interests, multiple class representation and geographical representation of the Alumni at large.

**C.** Capitalized terms not otherwise defined herein have the meaning set forth in the Association’s Bylaws.

**RESOLUTIONS**

**NOW, THEREFORE,** the following resolutions, policies, and actions are approved and taken by the Board of Directors:

**A. Nominations Process:**

1. With respect to the Directors at Large, the Nominating Committee will follow the process set forth below:

2. The Nominating Committee, in advance of the annual meeting of the Members, shall seek nominations for Directors at Large through solicitations: (a) sent by email to the Members who have provided their email addresses to the Association through VMI Ranks or otherwise (currently representing approximately 85% of the Members), (b) through inclusion in the Alumni Review, and (c) and by posting such solicitation on the Association’s Board of Directors section of the website. The Nominating Committee shall cause these solicitations to be made not less than 90 days before the scheduled annual meeting. The Nominating Committee shall coordinate its solicitation, to the extent practicable, with the regional Alumni Chapters’ process for identifying its Regional Director nominees.

3. With respect to the Regional Directors, the Nominating Committee will follow the process set forth in Section 2(a) of Exhibit B of the Bylaws, which currently provides as follows:

“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 Association 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.”

4. The Nominating Committee shall review such submissions in a timely manner to develop a slate of nominees to be presented to the Members of the Association in connection with the Annual Meeting.

5. Only those nominations submitted by the Nominating Committee to the Members shall be considered for election. Write-in ballots and written ballots shall not be allowed.

6. If only a single nominee is submitted for a vacant director seat, he or she will require a majority of the votes entitled to be cast in conformity with Section 3.7 of the Bylaws. Otherwise, pursuant to Virginia Code Section 13.1-852.A, directors shall be elected by a plurality of votes entitled to be cast. Should any single nominee not receive the required vote, the incumbent director shall serve until his or her successor is elected by the Members at a duly called meeting of the Members.

#### **B. Election Process:**

1. The annual meeting or a special meeting of the Members for the election or removal of directors shall be conducted through electronic means in accordance with Virginia Code Section 13.1-847.1E.
2. The Association shall conduct such electronic voting through third-party vendors and consultants recognized as providing independent and verifiable elections.

#### **C. Amendments**

These policies and procedures may be amended at any meeting of the Board of Directors of the Association.