



# BYLAWS FOR THE JERSEY SHORE CHAPTER OF WVU ALUMNI

## A Chapter of the West Virginia University Alumni Association

### ARTICLE I

#### Section 1 - Name

The name of this organization shall be the Jersey Shore Chapter of WVU Alumni, a chapter of the West Virginia University Alumni Association (the "Chapter").

### ARTICLE II

#### Section 1 - Purpose

(a) The Chapter is a non-profit corporation incorporated under the New Jersey Nonprofit Corporation Act (N.J.S.A. 15A:1-1 *et seq.*) ("NJNCA") and the Chapter does not contemplate pecuniary gain or profit, incidental or otherwise.

(b) To foster a sense of community – both on and off campus – by cultivating lasting relationships and enriching positive support and loyalty to West Virginia University. This will be accomplished by incorporating these five major principles into the organization:

- ▶ Service, through community service projects.
- ▶ Student Recruitment, through serving as admissions representatives (when requested), sharing experiences and making a personal connection with new and potential students and their families.
- ▶ Scholarships, establishing funding of a Chapter scholarship to be awarded to students within the Monmouth and Ocean County area.
- ▶ Social, by holding game watches and other social functions to help alumni stay in touch to share memories, network, catch up on what's happening in Morgantown and share the enthusiasm that comes with being a Mountaineer.
- ▶ Mentoring/Career Networking, by offering advice, guidance and support to other alums and students, and by developing networking opportunities for new grads and fellow alums.

(c) To do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the State of New Jersey and which are not otherwise prohibited by its Articles of Incorporation or these Bylaws.

### ARTICLE III

#### Section 1 - Membership

- (a) Any individual who shows interest in West Virginia University may become a member of this Chapter.
- (b) Termination of Members. Any member may be terminated from membership in the CHAPTER for conduct contrary to the purposes of the CHAPTER by a majority vote of the Board.
- (c) No Meeting or Voting Rights. Members shall not have meetings or voting rights.

## Section 2 - Dues

- (a) Establishment of Amount of Dues. The Board, by resolution, shall have the power to determine the amount of dues paid by members and to establish classifications for such purposes from time to time.
- (b) Payment of Dues. Membership dues shall be paid on an annual basis, payable on January 1 of each year. Dues shall be paid to the Treasurer. Upon a member's request, the Treasurer shall issue an acknowledgement of receipt to that member.

## Section 3- Fiscal Year

The fiscal year of the Chapter shall begin on January 1 and end on December 31.

## **ARTICLE IV**

### Section 1 - Officers

The Officers of this Chapter shall consist of a President, Vice President, Secretary, and Treasurer.

### Section 2 - Board of Trustees

- (a) The affairs of the Chapter shall be managed by a Board of Trustees (the "Board") consisting of not less than three (3) members. The Board shall consist of the Officers of the Chapter, the Chair of the Jersey Shore WVU Mountaineer Parent's Club Chapter and Chairpersons of duly constituted committees of the Chapter as of the beginning of the year. For the first year of operation, additional members of the Board of Trustees shall include the organizing members of the Chapter.
- (b) **Appointment of Trustees.** The Board of Trustees shall be appointed by the President of the Chapter prior to the Chapter's first meeting of the calendar year every five years. The term of office of each Trustee shall be three (3) years from the date of appointment and thereafter until his or her successor has been appointed and qualified. The President also shall appoint himself or herself as a Trustee, if he or she so desires. Nothing herein shall be construed to prevent a Trustee from succeeding himself or herself in office for additional terms.

### Section 3 - Term of Office

The officers of the Chapter shall hold office for one year, or until their successors are elected and qualified. Any officer or agent elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Chapter will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time upon written notice to the Chapter. The resignation shall be effective upon receipt thereof by the Chapter or at such subsequent time as may be specified in the notice of resignation. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

### Section 4 – Appointment of Officers

The appointment of officers shall be held at an Annual Meeting called for this purpose pursuant to Article VI, Section 2.

## **ARTICLE V**

### **Section 1 - Duties of Officers and Trustees**

*President* – The duties of this office are, at a minimum:

- › Preside over all meetings of the Chapter.
- › Serve as Chair of the Board of Trustees.
- › Serve as an ex-officio member of all committees.
- › Call all regular and special meetings of the Chapter (through the Secretary).
- › Call all regular and special meetings of the Board of Trustees.
- › Represent the Chapter at various gatherings in a manner that maintains the high standards of being a Mountaineer.

*Vice President* – The duties of this office are, at a minimum:

- › Perform duties assigned to the President, in the absence, or at the request of the President.
- › Serve as President until the next Annual Election should the President become unable to complete the duties of office.
- › Represent the Chapter at various gatherings in a manner that maintains the high standards of being a Mountaineer.

*Secretary* – The duties of this office are, at a minimum:

- › Record and maintain all official minutes of the business meeting(s) of the Chapter.
- › Record and maintain all official minutes of meetings of the Board of Trustees.
- › Provide notice of meetings of the Chapter to the membership as well as to the West Virginia University Alumni Association.
- › Develop and maintain complete records of all active and potential members of the Chapter.
- › Assist the West Virginia University Alumni Association in ensuring the accuracy and completeness of the local alumni list, ensure that the alumni list is used for Chapter and West Virginia University Alumni Association activities and elections only and is kept otherwise confidential.
- › Develop and maintain an active Chapter roster and furnish an updated copy to the WVU Alumni Association at least annually.
- › Represent the Chapter at various gatherings in a manner that maintains the high standards of being a Mountaineer.

*Treasurer* – The duties of this office are, at a minimum:

- › Collection of dues.
- › Development and presentation of a financial report to be presented at the Annual Meeting of the Chapter.
- › Accurate and timely filing of Chapter Tax Forms.
- › Recording and maintaining records of expenditures and receipts of the Chapter.
- › Provide assistance to the Chapter Secretary in maintaining current and accurate records.
- › Represent the Chapter at various gatherings in a manner that maintains the high standards of being a Mountaineer.

*Board of Trustees* – The duties of this group are, at a minimum:

- Manage the business and affairs of the Chapter and serve as the governing Board of the Chapter.
- Meet in accordance with Article VI, Section 1.

The Board of Trustees shall include those persons identified in Article IV, Section 2.

## **ARTICLE VI**

### Section 1 – Regular Meetings

Regular meetings of the Board shall be held at such time and place as shall be determined from time to time, by the President. Notice of each regular meeting of the Board shall specify the date, place and hour of the meeting and shall be given to each Trustee at least five (5) calendar days before the meeting either personally, by mail, facsimile transmission or electronic mail.

### Section 2- Annual Meeting

- (a) The Annual Meeting will be held in April or May, unless otherwise determined by resolution of the Board and can be held in conjunction with another activity. However, the intention to hold elections must be clearly communicated to all members of the Chapter.

### Section 3 - Other Meetings

Special meetings of the Board may be called by the President with at least seven (7) calendar days' notice to each Trustee, either personally, by mail, facsimile transmission or electronic mail. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of a majority of the Trustees. Notice of a special meeting of the Board shall specify the date, place and hour of the meeting. Unless required by statute or these Bylaws, the notice need not state the nature of the business to be conducted at the special meeting.

### Section 4 - Notice of Meetings

Notice shall be given to the Chapter Membership of all meetings. Notice to other potentially interested persons and media coverage will be utilized whenever possible. Whenever the Bylaws provide for the delivery of notice, an email sent to the address provided by the member to the Chapter shall be considered reasonable notice.

### Section 5- Telephonic Meetings

One or more Trustees may participate in a meeting of the Board by means of conference telephone or similar communications equipment, whereby all persons participating in the call can hear each other. Providing all notice requirements for holding the meeting involved have been met, action may be taken at such a telephone meeting to the same extent and in the same manner as if all persons participating were physically present at the same location.

### Section 6- Quorum

**Quorum.** At all meetings of the Board, the presence in person or by telephonic conference call, such that each Trustee can hear another, of a majority of Trustees, shall constitute a quorum for the transaction of business.

## **ARTICLE VII**

### Section 1 - Amendment

These Bylaws may be amended by a majority vote of Chapter members present at any duly called business meeting of the Chapter.

### Section 2 - Adoption

These Bylaws were officially adopted and approved by a majority vote of the organizing members in attendance at the first regular meeting of the Chapter held at The Conference Center at Blueclaw Stadium, on July 20, 2016

The Officers selected by the Chapter for the first term are:

President: Toby Wolf  
Vice President: Brian Hanlon  
Secretary: Jeffrey Lamb  
Treasurer: Brian Baldasare  
Board of Trustees: Ed McMahon, Veronica Lamb, (Open Position)

## **ARTICLE IX – TERMINATION OF CHAPTER (Adopted xx/xx/xxxx)**

In the event membership agrees to terminate Chapter operations, the Officers and Board of Trustees agree to either merge all assets with another local WVU Alumni Association Chapter (tax-exempt organization as defined by the IRS) or to transfer all remaining assets to the Jersey Shore Chapter Scholarship – Fund No. (PENDING), which is being administered by the West Virginia University Foundation (PO Box 1650, Morgantown, WV 26507-1650).

## **ARTICLE IX – JERSEY SHORE WVU MOUNTAINEER PARENT’S CLUB CHAPTER**

The Jersey Shore WVU Mountaineer Parent’s Club Chapter operates under the auspices of the Jersey Shore Chapter of WVU Alumni.

Purpose – The Jersey Shore WVU Mountaineer Parents Club is the local chapter of the WVU Mountaineer Parents Club which was established to foster success by connecting parents and family members with the West Virginia University student experience. The Jersey Shore WVU Mountaineer Parents Club will host a Summer Send Off event each summer prior to the start of the WVU fall semester for incoming freshmen and any students transferring to WVU and their families who are from Monmouth and Ocean Counties.

Membership – Open to all current and future parents of Monmouth and Ocean County students at West Virginia University and their satellite campuses.

Officers – The Chair of the Jersey Shore WVU Mountaineer Parents Club will sit on the board of the Jersey Shore Chapter of WVU Alumni.

## ARTICLE X- INDEMNIFICATION

**(a) Right to Indemnification.** Each person who is a party or is threatened to be made a party, either as plaintiff, defendant, respondent, or otherwise, to any action, suit, or proceeding, whether civil, criminal, administrative, regulatory or investigative (a "Proceeding"), based upon, arising from, relating to, or by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a trustee or officer of the Chapter, or is or was serving at the request of the Chapter as a trustee, officer, partner, trustee, employee, or agent of another foreign or domestic corporation or non-profit corporation, cooperative, partnership, joint venture, trust, or other incorporated or unincorporated enterprise, or any employee benefit plan or trust (each, a "Chapter Affiliate"), shall be indemnified and held harmless by the Chapter to the fullest extent authorized by the NJNCA, as the same exists on the date of the adoption of this Bylaw, or as may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Chapter to provide broader indemnification rights than the NJNCA permitted the Chapter to provide prior to such amendment), against any and all expenses, liability, and loss (including, without limitation, investigation expenses and expert witnesses' and attorneys' retainer, fees and expenses, judgments, penalties, fines, and amounts paid or to be paid in settlement) actually incurred by such person in connection therewith; provided, however, that, except for Proceedings seeking to enforce rights under this Bylaw, the Chapter shall indemnify any such person seeking to enforce such rights in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by a majority vote of the Board of Trustees. The right to indemnification conferred in this Article X shall be a contract right and shall include the right to be paid by the Chapter for expenses to be incurred in defending or prosecuting any such Proceeding in advance of its final disposition.

**(b) Non-Exclusivity of Right to Indemnification.** The right to indemnification and the payment of expenses incurred in defending a Proceeding in advance of its final disposition conferred in this Article X shall not be exclusive of any other right which any person may be entitled under any statute, provision of the Certificate of Incorporation, or Bylaw, an agreement, a resolution of trustees, or otherwise both as to action in such person's official capacity and as to action in another capacity while holding such office.

**(c) Liability Insurance.** The Chapter may purchase and maintain insurance or furnish similar protection on behalf of any person who is a trustee, officer, employee, or agent of the Chapter or who, while a trustee, officer, employee, or agent of the Chapter, is serving at the request of the Chapter as a trustee, officer, partner, trustee, employee, or agent of a Chapter Affiliate, against any liability asserted against and incurred by such trustee, officer, employee, or agent in such capacity or arising out of such trustee's, officer's, employee's, or agent's status as such, whether or not the Chapter would have the power to indemnify such trustee, officer, employee, or agent against such liability under the NJNCA.

**(d) Authorization for Indemnification.** The Board of Trustees, or, if so authorized by the Board of Trustees and as it relates to the employees or agents of the Chapter, one or more officers of the Chapter, may indemnify and advance expenses to trustees, officers, employees or agents of the Chapter on such terms and conditions as the Board of Trustees or any such officer or officers, as applicable, deem appropriate under the circumstances.

**(e) Notice of Adverse Action.** Anything in this Article X to the contrary notwithstanding, no elimination of this Bylaw and no amendment of this Bylaw adversely affecting the right of any person to indemnification or advancement of expenses hereunder shall be effective until the sixtieth day following notice to such indemnified person of such action, and no elimination of or amendment to this Bylaw shall deprive any such person of such person's rights hereunder arising out of alleged or actual occurrences, acts, or failures to act which had their origin prior to such sixtieth day.

(f) **Continuation of Indemnification.** The indemnification and advancement of expenses provided by, or granted pursuant to, this Article X shall, unless otherwise provided when authorized, continue as to a person who has ceased to be a trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.