

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VIRGINIA COMMONWEALTH UNIVERSITY ALUMNI**

ARTICLE I

Name

The name of this corporation shall be Virginia Commonwealth University Alumni (“VCU Alumni”).

ARTICLE II

Powers

VCU Alumni shall have all of the powers granted by the laws of the Commonwealth of Virginia to similar non-stock corporations, and not specifically restricted by these Articles.

ARTICLE III

Purpose

VCU Alumni is organized exclusively for educational purposes including, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the “Code”), and to promote the best interests of Virginia Commonwealth University, its alumni and its students, and to assist in the furtherance of its educational efforts. It is contemplated that VCU Alumni serve as a living endowment and shall provide funds in order to enrich the university’s services.

ARTICLE IV

Distribution of Earnings

No part of the net earnings of VCU Alumni shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that VCU Alumni shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution or statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these articles, VCU Alumni shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE V
Distribution of Assets on Dissolution

Upon dissolution of VCU Alumni, the Board of Governors, after paying or making provision for the payment, satisfaction, or discharge of all of the liabilities of the corporation, shall dispose of all the assets of the corporation to the full extent permitted under the provisions of the Virginia Non-Stock Corporation Act by transferring and conveying them to the Virginia Commonwealth University Foundation, if such foundation at the time of the dissolution of this corporation qualifies under Section 501(c)(3) of the Code. If at such time said Foundation does not qualify, then the above contemplated assets shall be transferred and conveyed to Virginia Commonwealth University or, if the University also does not qualify, to such corporations or organizations as may qualify at the time of dissolution, and in such proportions as the Board of Governors in its discretion may determine, to be used for the purpose of furthering relations among alumni of Virginia Commonwealth University.

ARTICLE VI
Membership

Active membership in VCU Alumni shall be limited to those who have attended the university for not less than two semesters, and who were in good standing upon leaving the university. Associate membership shall be open to non-alumni friends of the university, and honorary membership may be extended to such persons as the Board of Governors may select. The Board of Governors shall select all memberships and set appropriate dues levels from time to time. Only active members will have voting privileges and then only on matters submitted to them by the Board of Governors.

ARTICLE VII
Duration

The period for the duration of the corporation is perpetual.

ARTICLE VIII
Board of Governors

The affairs of VCU Alumni shall be managed by a Board of Governors. The number of Governors shall be between twenty-five (25) and two hundred fifty (250) and shall be fixed by the bylaws. A representative of the Virginia Commonwealth University Board of Visitors, the President of Virginia Commonwealth University or his/her designee, the Vice President of Development and Alumni Relations of Virginia Commonwealth University and the Associate Vice President of University Alumni Relations of Virginia Commonwealth University shall serve *ex officio* as voting Governors; each organization recognized as an alumni constituent organization by VCU Alumni shall have the right to appoint one voting Governor; and the President, with the approval of the Board of Governors, may appoint up to five (5) active members of VCU Alumni to serve at large as additional voting Governors. All other Governors shall be elected by the incumbent Governors.

The President's appointees shall serve as Governors for terms coextensive with the appointing President's term of office as President. All other appointed and elected Governors shall serve for terms of three years and shall be assigned to classes so that the terms of approximately one third of the appointed and elected Governors end each year. Appointed and elected Governors may serve no more than two consecutive three-year terms. At all times, the *ex officio* Governors, Governors appointed by academic constituent organizations and elected Governors who are members of academic constituent organizations shall constitute at least sixty percent of the Board of Governors.

ARTICLE IX
Indemnification

To the full extent allowed by the Virginia Nonstock Corporation Act in force on the date of these articles, VCU Alumni shall indemnify against liability, and advance reasonable expenses to, any individual who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, because the individual is or was a Governor, or while a Governor, is or was serving at VCU Alumni's request as a director, officer, partner, trustee, manager, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. VCU Alumni may (but shall not be required to) indemnify, and advance reasonable expenses to, an employee or agent of the corporation who is not a Governor to the same extent as if that person were a Governor.

Approved by Virginia Commonwealth University Alumni Association Board of Directors on June 6, 2013.