

Subject: Validity of VMI Alumni Association Recommendations to BoV In Question

Date: Thursday, June 27, 2024 at 7:19:55 AM Eastern Daylight Time

From: Gene Rice

To: BOVSecretary, Adams, John, Edgar, Charles, Fain, Hugh, Garcia, James, Gottwald, Thomas, Inman, James P, 'Jamie', Johnson, Lester, Joustra, James, Lord, Gussie, Marsh, Scot, McKnight, Terence, Mobbs, Meaghan, Phillips, Nancy, Watjen, Thomas, Williams, Allen, Ring, James, Todd, Kate, Julianne.Condrey@ltGov.virginia.gov

Ladies and Gentlemen of the Board,

The recent legal action brought by twenty-nine VMI alumni against the VMI Alumni Association (VMI AA) raises concerns about validity of decisions made by the current VMI AA Board of Directors (BoD). I am sure you are aware of at least some of the contours of the pending legal action (see this [link](#)).

While making no personal judgement as to the legal merits of the suit, the suit's allegations raise serious doubts as to legal standing of the current BoD, especially with regards to the process by which the VMI AA now nominates and elects members of the BoD, that this process is not properly established under the Virginia Nonstock Corporation Act as implemented by the alumni association articles of incorporation. Regardless of the eventual outcome of the suit, pending such resolution, and given the nature of the allegations, the Board of Visitors (BoV) would be well advised to proceed with due caution in any dealings with the VMI AA BoD.

Of particular concern at this time is the VMI AA selection of nominees to the BoV. Pending nominations to the BoV by the VMI AA BoD, made pursuant to Section 23.1-2501B of the Virginia Code, would likely draw criticism as having been made without proper authority. Such criticism could impugn the propriety of those nominations to the BoV. I propose the BOV take precautionary action, therefore, to avoid this possibility, and urge the BoV to appoint, or urge the Governor to appoint, a blue-ribbon committee of distinguished VMI alumni to make these nominations from the VMI AA until the lawsuit is concluded. There are a number of distinguished VMI Alumni who would no doubt quickly agree to serve VMI in this capacity. This committee membership should include no current or recent members of the BoD, nor any of the twenty-nine plaintiffs that brought suit against the VMI AA.

The BoV has responsibility for participating and providing oversight in the selection of BoV candidates by the VMI AA under its own bylaws at Section 6, para 7. Given the current political and legal pressure, I recommend the BoV consider action on this at this upcoming BoV meeting. Although the agenda has no doubt been set, a member, if permitted by the President or with the support of a majority of the members, can add it to the BOV agenda, even if the agenda has been fixed.

I would welcome the opportunity to discuss my proposal in more detail but want to leave you with the conviction that taking the step I propose is, in my view, a timely and critically important one in view of the ongoing tensions roiling VMI, the VMI AA, and, indeed, the entire VMI Community.

In closing, I have taken the opportunity to forward this letter to other VMI Alumni with an invitation for them to provide you their own comments on this issue.

Regards,
Gene Rice
VMI Class of '74

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