



**TECH GOLDEN BEAR ALUMNI ASSOCIATION  
BECKLEY, WEST VIRGINIA**

## **CONSTITUTION & BY-LAWS**

**Amended January 23, 2021**



CONSTITUTION & BY-LAWS  
Amended January 23, 2021

## **ARTICLE I      NAME**

The name of this non-profit organization, established as an entity within West Virginia University Institute of Technology, shall be Tech Golden Bear Alumni Association and, for the purpose of brevity, it will be referred to as *Association* in this Constitution & By-Laws hereinafter. Additionally, the term *Board of Directors* will correspond to the Board of Directors of the Tech Golden Bear Alumni Association, and *Tech* will refer to West Virginia University Institute of Technology.

## **ARTICLE II      OBJECTIVES**

It shall be the purpose and mission of the Association to promote the interests of Tech and to establish a mutually beneficial relationship among Tech, its alumni, and among all other appropriate constituents. The purpose and mission shall include:

1. Fund raising activities to support the TGBAA Scholarship Fund,
2. Provide networking opportunities for all Tech alumni,
3. Support WVU Tech in activities such as the Alumni of the Year Dinner, Commencement, Student Mentoring and other activities as determined by the TGBAA Board, and
4. To continue to fund the TGBAA to support the Purpose and Mission.

The relationship between the Association and Tech, which at any time may be reassessed by the Board of Directors and/or Tech, is defined within the Memorandum of Understanding between the Association and Tech. (*Amended 10-6-2018*)

## **ARTICLE III      LOCATION**

The principal office of the Association shall be at 510 S. Kanawha Street, Beckley, West Virginia, 25801 and the mailing address of the Association shall be 410 Neville Street, Beckley, West Virginia, 25801. The principal office shall serve as a meeting location when feasible. Other such offices and locations may be designated by the Board of Directors. (*Amended 5-3-2014, 10-6-2018*)

## **ARTICLE IV      FISCAL YEAR**

The fiscal year of the Association shall be from July 1 through the following June 30. The fiscal year of the Association may be fixed, but also changed from time to time by resolution of the Board of Directors. (*Amended 10-6-2018*)



CONSTITUTION & BY-LAWS

Amended January 23, 2021

**ARTICLE V MEMBERS**

**Section 1 Full Membership**

Full membership eligibility is extended to all alumni of New River State College, West Virginia Institute of Technology, the Community and Technical College of West Virginia Institute of Technology, the Community and Technical College of West Virginia University Institute of Technology, and West Virginia University Institute of Technology. An alumnus is defined as any student who has earned a degree from any of the above institutions. *(Amended 10-6-2018)*

Alumni will be granted full membership immediately upon graduation from any of the institutions listed in the preceding paragraph. Once granted full membership, the alumnus is entitled to receive Association publications and event invitations, as well as the opportunity to serve as directors or officers of the Board of Directors upon being nominated and elected by the Board of Directors. *(Amended January 23, 2021)*

**Section 2 Associate Membership**

Tech's faculty, parents of alumni, spouses or friends of Association members, and friends of Tech shall be granted associate membership upon receipt of a one-time payment of twenty-five dollars (\$25.00). Associate members will receive Association publications and event invitations. However, associate members will not be entitled to serve as directors or officers of the Board of Directors. *(Amended 10-6-2018)*

**Section 3 Dues**

*(Repealed 1-23-2021)*

**Section 4 Regular Membership**

*(Repealed 1-23-2021)*

**Section 5 Lifetime Membership**

*(Repealed 1-23-2021)*

**Section 6 Golden Bear Legacy Circle Membership**

Alumni and friends of WVU Tech who have made cumulative donations of \$250, or more, to the TGBAA shall be entitled to be recognized publicly as a member of the Golden Bear Legacy Circle and shall be deemed Lifetime Members of the Golden Bear Alumni Association. Upon meeting the threshold cumulative donation of \$250 to TGBAA, the membership tiers of the Golden Bear Legacy Circle shall be as follows:

- a. Alumni and friends of WVU Tech who make cumulative donations of \$250 to \$499 to any fund governed by the WVU Foundation for the benefit of WVU Tech shall be designated as members of the Lifetime Members' Circle, provided that at least \$250 has been donated to the TGBAA.



## CONSTITUTION & BY-LAWS

Amended January 23, 2021

- b. Alumni and friends of WVU Tech who make cumulative donations of \$500 to \$999 any fund governed by the WVU Foundation for the benefit of WVU Tech shall be designated as members of the Old Main Circle, provided that at least \$250 has been donated to the TGBAA.
- c. Alumni and friends of WVU Tech who make cumulative donations of \$1,000 to \$2,499 any fund governed by the WVU Foundation for the benefit of WVU Tech shall be designated as a member of the Golden Bear Circle-provided that at least \$250 has been donated to the TGBAA.
- d. Alumni and friends of WVU Tech who make cumulative donations of \$2,500 to \$4,999 any fund governed by the WVU Foundation for the benefit of WVU Tech shall be designated as members of the Gold and Blue Circle, provided that at least \$250 has been donated to the TGBAA.
- e. Alumni and friends of WVU Tech who make cumulative donations of \$5,000 to \$9,999 any fund governed by the WVU Foundation for the benefit of WVU Tech shall be designated as members of the WVU Tech Circle, provided that at least \$250 has been donated to the TGBAA.
- f. Alumni and friends of WVU Tech who make cumulative donations of \$10,000 or more any fund governed by the WVU Foundation for the benefit of WVU Tech shall be designated as members of the President's Circle, provided that at least \$250 has been donated to the TGBAA.

Golden Bear Legacy Circle members will be listed on the Legacy Circle page on the WVU Tech website. A suitable memento will be given to Golden Bear Legacy Circle members to recognize their membership to a specific level of giving. (*Added 10-6-2018, Revised 1-23-2021*)

## **ARTICLE VI BOARD OF DIRECTORS**

### **Section 1 Directors**

The governance of the Association shall be vested in a Board of Directors comprised of twenty-one (21) elected full members, divided into three (3) classes of seven (7) full members, to serve staggered terms of three (3) years or until their successors are elected. If a director fails to complete a term by own resignation or by request of the Board of Directors, such director's successor may serve the unexpired term. (*Amended 10-6-2018, 1-23-2021*)



## CONSTITUTION & BY-LAWS

Amended January 23, 2021

A full member, who has graduated from from any of the institutions specified in Article V, Section 1, herein, may be nominated and elected to the Board of Directors by a majority vote of the Board of Directors. Each elected director shall have one vote.

The Board of Directors shall also have four (4) ex-officio members, as hereafter provided, who shall serve by reason of their office and who shall be non-voting members.

Once elected to the Board of Directors, a new Director shall pay a one-time fee of \$25 within thirty (30) days of election. Failure to pay this fee within the specified time frame shall result in removal from the Board of Directors. *(Amended 1-23-2021)*

### **Section 2**      **Terms**

Elected directors shall serve a term of three (3) years beginning upon election at the Annual Meeting and shall succeed those directors in the class whose term or renewal term expires concurrent at the Annual Meeting three (3) years hence. Ex-officio members shall serve as long as they serve in the offices designated herein. *(Amended 10-6-2018)*

### **Section 3**      **Vacancies**

Any vacancy occurring in the number of elected directors shall be filled by action of the Executive Committee, and majority vote of remaining directors present at the meeting where the vote takes place. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. *(Amended 5-3-2014, 10-6-2018)*

### **Section 4**      **Removal**

An elected director may be removed from the Board of Directors with cause by majority vote of the Board of Directors. An ex-officio member shall automatically be removed by reason of a change in status whereby such member no longer serves in the designated office, whereby his/her successor shall automatically succeed to such ex officio position.

Any director who is absent from three (3) consecutive regular meetings, one of which must be attended in-person, of the Board of Directors may be removed by the Board of Directors by affirmative vote and may be ineligible for re-election to the Board of Directors. *(Amended 10-6-2018)*

### **Section 5**      **Ex-Officio Members**

The Tech Campus President, and the Director of University Relations shall each be ex-officio, non-voting members of the Board of Directors by reason of their office. Such ex-officio members, if unable to attend a meeting of the Board of Directors, may appoint a designee in their absence. *(Amended 1-23-2021)*



CONSTITUTION & BY-LAWS

Amended January 23, 2021

**Section 6 Compensation**

Directors shall not receive compensation for service as directors; tax exemption claims are allowed for donations. Directors may receive reimbursement for Association business with prior approval for the expenditure by majority vote of the Board of Directors. *(Amended 1-23-2021)*

**Section 7 Conflict of Interest Section**

Any director, officer, employee, or committee member having an interest in a contract or other transaction presented to the Board of Directors or a Committee thereof for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board of Directors or Committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall, upon request, withdraw from the meeting so long as the matter shall be under consideration, shall not vote on, nor use personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

For the purposes of this Section, a person shall be deemed to have an “interest” in a contract or other transaction if he/she or a member of his or her immediate family or business partner or associate is the party (or one of the parties) contracting or dealing with the Association, or if he/she or a member of his or her immediate family is a director, trustee, or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with the Association, or if he or she is otherwise reasonably likely to gain a significant financial or other personal benefit if the contract or transaction is approved. The Board of Directors may approve and require a periodic disclosure form to be completed by such individuals as the Board of Directors may designate.

**ARTICLE VII MEETINGS**

**Section 1 Regular Meetings**

Regular meetings of the Board of Directors shall be held at the at a location designated by the President, provided that at least seven (7) days’ notice of such date and/or meeting location is communicated to each director. A minimum of four regular meetings, which will occur on dates determined for the following year. Those dates are finalized at the annual meeting that occurs in conjunction with Homecoming Weekend. These meetings are typically held in person, but can be scheduled virtually utilizing appropriate technology



## CONSTITUTION & BY-LAWS

Amended January 23, 2021

resources as needed. Four conference calls will be held in the interim periods between the on-campus meetings. Meeting dates will be published in the respective Annual Meeting minutes. *(Amended 5-3-2014, 10-6-2018, 1-23-2021)*

### **Section 2 Annual Meeting**

The regular meeting held each year during Homecoming Weekend shall be the Annual Meeting of the Board of Directors. *(Amended 5-3-2014)*

### **Section 3 Special Meetings**

Special meetings of the Board of Directors may be called by order of the President, or by one-third (1/3) of the directors. The Secretary shall give notice of the time, location and purpose of all special meetings by email at least three (3) days before the meeting. *(Amended 10-6-2018, 1-23-2021)*

### **Section 4 Quorum**

A quorum of the Board of Directors for the transaction of business at any meeting is defined as one-third (1/3) the total number of voting directors (excluding vacancies) plus one. When determining a quorum, directors present in person or via electronic communication shall be counted as present, provided that all directors participating in the meeting can hear each other. *(Amended 8-18-2012, 5-3-2014)*

### **Section 5 Voting**

Each director, whether attending in-person or via electronic communication at an annual, regular, or special meeting, shall be entitled to one vote. The act of a majority vote of the directors attending either in-person or via electronic communication at a meeting at which a quorum is present shall be the act of the Board of Directors. *(Amended 10-6-2018)*

### **Section 6 Executive Session**

The Board of Directors may be called into Executive Session in the course of any meeting as provided in the agenda or by a majority vote of those directors present.

## **ARTICLE VIII OFFICERS AND DUTIES**

### **Section 1 Officers**

The officers of the Board of Directors shall consist of a President, First Vice President, Second Vice President, Secretary, and Treasurer. The named officers shall be elected annually at the Annual Meeting of the Association. Before being eligible for nomination and election to office, a director must be a full member of the Association. (See Article V, Section 1.) Election of officers shall be by a majority vote of the Board of Directors, except as otherwise provided herein. Such other officers and assistant officers,



## CONSTITUTION & BY-LAWS

Amended January 23, 2021

as deemed necessary, may be elected by the Board of Directors. (*Amended 5-3-2014, 10-6-2018, 1-23-2021*)

### **Section 2      Officer Terms**

Each officer shall hold office for a term of one (1) year, between successive Annual Meetings, and thereafter until his/her successor shall be duly elected and qualified. Officer elections shall occur at the Annual Meeting. All officers elected by the Board of Directors may be removed at any time by the affirmative majority vote of the Board of Directors. All agents and employees appointed by an officer shall hold office at the discretion of the officer appointing them. If the office of President becomes vacant for any reason, the First Vice President shall complete the term. If the office of First Vice President becomes vacant for any reason, then the Second Vice President shall complete the term. If any other office becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. (*Amended 5-3-2014, 10-6-2018*)

### **Section 3      President**

The Board of Directors shall elect from its membership, by a majority vote, a President. The President shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors. The President shall perform such duties as assigned from time to time by the Board of Directors. The President may assign other duties to officers and board members as needed.

The President of the Association will preside at all meetings of the Board when present. The President will provide leadership and direction to the Board. The President will lead the Board in:

- a) Developing and implementing an annual plan each year with measurable goals;
- b) Create an annual calendar scheduling at a minimum four (4) regular meetings and four (4) conference call meetings within a month after the Annual Meeting;
- c) Shall be Chairperson of the Executive Committee, shall be member ex officio of all committees, and shall be Chief Executive Officer of the Association;
- d) Prepare annual budget, in coordination with the Treasurer, and submit to the Board of Directors, through the Secretary, for approval;
- e) Prepare an Agenda for all Board meetings and submit to the Board of Directors, through the Secretary, at least 7 business days in advance of the meeting;
- f) Review and approve all standing and special committees' membership including Committee leadership, agree to goals for the committee and set a timeline for meeting the projects deadline;





## CONSTITUTION & BY-LAWS

Amended January 23, 2021

- g) Ensure By-Laws are followed;
- h) Review minutes for all Board meetings and all Committee meetings before distributing and approval of the full Board;
- i) Act as President and lead the Association;
- j) Serve as primary contact for the Board and all Alumni;
- k) Maintain regular contact with WVU Tech campus liaison; and
- l) Shall have general control and management of the business affairs of the Association. *(Amended 10-6-2018, 1-23-2021)*

### **Section 4 First Vice President**

The Board of Directors shall elect from its membership, by a majority vote, a First Vice President. The First Vice President shall assume the responsibilities and perform the duties of the President in his/her absence. The primary duties of the First Vice President include providing oversight of the Membership Committee, Events Committee, and Nominating Committee. The First Vice President shall perform such duties as assigned from time to time by the Board of Directors. *(Amended 5-3-2014, 10-6-2018)*

### **Section 5 Second Vice President - Fundraising**

The Board of Directors shall elect from its membership, by a majority vote, a Second Vice President. The Second Vice President shall oversee the organization and execution of the Board's fundraising endeavors, including but not limited to, events held in support of the TGBAA Alumni Scholarship Fund and the TGBAA General Fund. The Second Vice President shall perform such other duties assigned from time to time by the Board of Directors. *(Amended 5-3-2014, 10-6-2018)*

### **Section 6 Secretary**

The Board of Directors shall elect from its membership, by a majority vote, a Secretary. The Secretary shall be the Association's recording officer and shall be present at all meetings of the Board of Directors, and shall keep and sign the minutes of such meetings in books and/or an electronic depository provided for that purpose. Minutes shall be sent to the President for initial approval and published within ten (10) days after the meeting. The Secretary shall have charge of the minute books, Association seal, and all other important records, writings, and papers of the Association. The Secretary shall give, or cause to be given, the required meetings notices and all other notices to Directors. The Secretary shall perform such other duties assigned from time to time by the Board of Directors. All committees shall submit meeting minutes to the Secretary, for review by the President and distribution to the Board within ten (10) days of the committee meeting. *(Amended 5-3-2014, 10-6-2018)*



## CONSTITUTION & BY-LAWS

Amended January 23, 2021

### **Section 7 Treasurer**

The Board of Directors shall elect from its membership, by a majority vote, a Treasurer. The Treasurer's primary responsibility will be preparing the fiscal year budget and submitting it to the Board for approval. In collaboration with the Tech Alumni Coordinator and the WVU Foundation, the Treasurer shall have access to the Association funds and securities and shall keep full and accurate accounts of receipts and disbursement in books belonging to the Association, and shall deposit all moneys and other valuable effects in the name and to the credit of the Association. The Treasurer shall disburse the funds of the Association in payment of just demands against the Association, or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the directors, at the meetings of the Board of Directors, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Association. The Treasurer will collaborate with the Second Vice President in the planning of fundraising efforts and will be a member of the Fundraising Committee. The Treasurer shall perform such other duties assigned from time to time by the Board of Directors. *(Amended 5-3-2014, 10-6-2018)*

## **ARTICLE IX COMMITTEES & EXECUTIVE COMMITTEE**

### **Section 1 Committees**

Committees will be established by the President, First Vice President, and Second Vice President. Committee leaders will be responsible for the agenda, the minutes, and giving seven (7) day notice of all committee meetings. *(Amended 10-6-2018)*

### **Section 2 Meetings**

Committee meetings of the Board of Directors may be held at such times and locations and with such notice as each committee may designate from time to time. Meetings of a committee may be called by the committee chair or by a majority vote of the committee members thereof upon not less than seven (7) days' notice, unless such notice is waived by all members of the committee. Minutes of committee meetings shall be recorded by a committee member duly appointed by the respective committee. Such minutes shall be reported to the Association Secretary and Chair of Committee on Communications for publication.

### **Section 3 Voting**

A majority of the members of the committee shall constitute a quorum, and the action of a majority vote of the members attending in-person or via electronic communication at a meeting at which a quorum is present shall be the act of the committee. *(Amended 5-3-2014)*



CONSTITUTION & BY-LAWS

Amended January 23, 2021

**Section 4      Executive Committee**

The Executive Committee shall consist of the following Board officers and members:

- a)      President;
- b)      First Vice President;
- c)      Second Vice President - Fundraising;
- d)      Secretary;
- e)      Treasurer;
- f)      Immediate Past President; and
- g)      One (1) at-large director to be nominated and voted by a majority of the Board members present. *(Amended 5-3-2014, 10-6-2018)*

The Executive Committee shall keep the minutes of such meetings, and shall send a report of such minutes to all directors within ten (10) days of each Executive Committee meeting.

The Executive Committee shall be called to order for special projects and other purposes as deemed necessary by the President. The Executive Committee, when necessary, will review the Board of Directors organization especially relative to the Memorandum of Understanding, operation, membership, and attendance to ensure maximum effectiveness of the Board of Directors and to make such recommendations from time to time as in its judgment shall help to accomplish the objectives of the Association.

The Executive Committee, when necessary, will appoint ad hoc committees to address specific and temporary organizational needs. The Executive Committee shall recommend to the Board of Directors at the Annual meeting or, as necessary, the names of persons to fill Board of Directors vacancies, additional Board of Directors members, and officers of the Association. The Executive Committee shall recommend qualified nominees for the memberships in accordance with such election criteria and expectations as may be adopted from time to time by the Board of Directors. In the event of a member vacancy due to death, resignation, or other circumstances, the Executive Committee may nominate at any time a candidate for the vacancy.

The Executive Committee shall recommend to the Board of Directors changes, alterations and modification to organizational documents of the Association, such as this Constitution & By-Laws and the Memorandum of Understanding, as may be necessary for the growth, development and expansion of the Association. *(Amended 10-6-2018)*

**Section 5      Finance Committee**

*(Repealed 10-6-2018)*

**Section 6      Communications Committee**

*(Repealed 10-6-2018)*



CONSTITUTION & BY-LAWS  
Amended January 23, 2021

**Section 7**      **Membership Committee**      *(Repealed 10-6-2018)*

**Section 8**      **Rules of Procedure**      *(Repealed 10-6-2018)*

## **ARTICLE X      INDEMNIFICATION OF OFFICERS AND DIRECTORS**

### **Section 1      Acts of Employees, Agents or Representatives**

The Board of Directors and the Officers of the Association, both collectively and individually, shall not be liable for the acts, neglects or defaults of any employee, agent or representative of the Association who shall have been selected with reasonable care and in good faith, nor for anything done or not done in good faith, including errors in judgments, acts done or committed on advice of counsel, or mistakes of fact or law.

### **Section 2      Acts or Omissions of Members, Directors and Officers**

Each present, former and future member, director and officer of the Association shall be entitled without prejudice to any other rights he/she may have, to be reimbursed by the Association for, and indemnified by the Association against all liability and expense (including, without limitation, legal expenses) hereafter reasonably incurred by him/her in connection with any claim, action, suit or proceeding of whatever nature in which he/she may be involved as a party or otherwise by reason of having served before or after the date of the adoption of this Constitution & By-Laws as a member, director, or officer of the Association or by reason of any action alleged to have been theretofore or thereafter taken or omitted by him/her as any such member, director or officer, whether or not he/she continues to be such member, director or officer, including amounts paid or incurred in connection with reasonable settlements made with a view of curtailment of costs of litigation and with the approval of a majority of the directors of the Association then in office, other than those involved, whether or not such majority constitutes a quorum. The Association and its members, directors, officers, employees and agents shall not be liable to anyone for making any determination as to the existence or absence of liability, or for making or refusing to make any payment hereunder on the basis of such determination, or for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

### **Section 3      Insurance**

The Association, as an entity within Tech, shall be protected by risk insurance as shall be sufficient to provide indemnity for the Board of Directors and its officers against the effect of any suit or other proceeding against them, either collectively or individually, and arising as the result of their, his/her official duties as a member of the Board of Directors. Coverage may be extended on behalf of any individual who is or was a representative or agent of the Association, or is or was serving at the request of the



CONSTITUTION & BY-LAWS

Amended January 23, 2021

Association as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his status as such, whether or not the Association has the power to indemnify him/her against such liability under the laws of this or any other state.

**ARTICLE XI      CONTRACTS AND INSTRUMENTS GENERALLY,  
LOANS, CHECKS, AND DRAFTS**

**Section 1      Contracts and Instruments Generally**

The Board of Directors, or any of the Associations officers, cannot enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. All contracts shall be executed through WVU Tech. *(Amended 10-6-2018)*

**Section 2      Loans**

No loans shall be contracted on behalf of the Association. *(Amended 10-6-2018)*

**Section 3      Checks, Drafts, Etc.**

All payments authorized by the Board will be through WVU Tech and/or the WVU Foundation.

Payment of any sum exceeding \$500.00, unless previously approved in the annual budget, may be made only by resolution of the Board of Directors, of which notice has been given to the Directors, except in the case of emergency, when such payment may be authorized by the President and Treasurer, and reported to the Board of Directors within seven (7) days of the expenditure. *(Amended 5-4-2012, 10-6-2018)*

**Section 4      Deposits**

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association within WVU Foundation. Deposits shall be made by a designated representative of WVU Tech, who will in turn report such action to the Treasurer. *(Amended 5-3-2014, 10-6-2018)*

**ARTICLE XII      AMENDMENTS**

This Constitution & By-Laws may be altered, amended, repealed, or added to by two-thirds (2/3) affirmative vote of the Board of Directors then in office who are in attendance at any regular or special meeting of the Board of Directors or who vote via electronic communication when the vote to amend is taken. *(Amended 5-3-2014)*



CONSTITUTION & BY-LAWS

Amended January 23, 2021

**ARTICLE XIII WAIVER OF NOTICE**

Whenever any notice is required to be given to any director of the Association under the provisions of this Constitution & By-Laws or under the provisions of law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIV SEVERABILITY**

If any provision of this Constitution & By-Laws be rendered or declared invalid by a court of competent jurisdiction of the State of West Virginia, then such invalidation of such part or portion of this Constitution & By-Laws shall not invalidate the remaining portions thereof, and they shall remain in full force and effect.

**ARTICLE XV DISSOLUTION CLAUSE**

Upon dissolution or other termination of the Tech Golden Bear Alumni Association, all remaining assets belonging solely to the Association and not the Tech Alumni Relations Department, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be conveyed and distributed to the WVU Foundation, to be placed in the TGBAA Scholarship Fund, such fund to be administered by the WVU Foundation in accordance with these conditions and its normal scholarship procedures. *(Added 10-31-2015, 10-6-2018)*