

**FIRST AMENDMENT
OF BY-LAWS OF
VIRGINIA STATE UNIVERSITY FOUNDATION**

_____ certifies that:

1. He is the Executive Director of the Virginia State University Foundation, a Virginia nonprofit corporation (the "Foundation").

2. Exhibit "A" attached hereto sets forth the First Amendment to the Bylaws of the Foundation (the "Bylaws"), which amendment was duly adopted by the Board of Trustees of the Foundation (the "Board") by a vote duly taken at a meeting of the Board on _____, in accordance with Article IX of the Bylaws.

3. As of the date hereof, the Bylaws (as amended by the First Amendment) have not been rescinded or otherwise amended and remain in full force and effect.

IN WITNESS WHEREOF, we have hereupon subscribed our names this ___ day of _____, 2008.

_____, Executive Director

EXHIBIT “A”

1. Article II of the Bylaws is amended in its entirety to read as follows:

The object of the Foundation shall be to perform fundraising activities, to accept monies and in-kind gifts from individual donors and the private sector to Virginia State University (the “University”) and to safeguard, invest and distribute the funds as requested by the donors or the Board of Trustees of the Foundation (the “Board”) for the benefit of the University. No business shall be transacted or monies disbursed that is in conflict with the mission of the University.

2. Section 1 of Article III of the Bylaws is amended in its entirety to read as follows:

The Board of Trustees shall be limited to twenty-five voting members as follows:

Appointed:

Director of Development (or its equivalent)
Director of corporate and Private Giving (or its equivalent)
VSU National Alumni Associates President or appointed
National Representative
VSU Board of Visitors Appointed Member

Elected:

Twenty-one persons selected for their expertise in selected areas such as finance and law and/or their ability to give/raise funds.

The President of the University shall be ex officio, a nonvoting member of the Board.

3. Section 1 of Article IV of the Bylaws is amended in its entirety to read as follows:

The officers of the Foundation shall be an Executive Director, a Chair, a Vice Chair, a Secretary and a Treasurer. The Chair and Vice Chair must be members of the Board and shall be from the elected members. The Executive Director, Secretary and Treasurer need not be Trustees. These officers shall perform the duties prescribed in ARTICLE IV, Section 5 of

these bylaws and by the parliamentary authority adopted by the Foundation.

4. Section 5 of Article IV of the Bylaws is amended to add the following paragraph “E”:

The duties of the Executive Director shall be to authorize the issue and signing of notice of meetings of the Board, to execute only those contracts entered into by the Board in accordance with the resolutions or orders properly adopted by the Board, and to execute and acknowledge all conveyances authorized by the Board. The Executive Director shall be ex officio a member of all committees of the Board except the Nominating Committee.

5. Section 4 of Article V of the Bylaws is amended by deleting the reference to “six voting members” and replacing it with “thirteen voting members”.
6. Section 1 of Article VI of the Bylaws is amended to provide that the Executive Director shall be a member of the Executive Committee.