

VIRGINIA:
IN THE CIRCUIT COURT FOR THE COUNTY OF ROCKBRIDGE

<hr/> WILLIAM L. RESPESS,	§	
SALVATORE J. VITALE, JR.,	§	
RONALD M. STELMASCZYK, and	§	
MARK W. PRENTICE,	§	
	§	
Petitioners,	§	
	§	
v.	§	Case No.: _____
	§	
VMI ALUMNI ASSOCIATION,	§	
Registered Agent:	§	
David L. Prasnicki	§	
304 Letcher Avenue	§	
Moody Hall	§	
Lexington, Virginia 24450	§	
(County of Rockbridge)	§	
	§	
	§	
Respondent.	§	
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VERIFIED PETITION FOR WRIT OF MANDAMUS

Petitioners, William L. Respass, Salvatore J. Vitale, Jr., Ronald M. Stelmasczyk, and Mark W. Prentice (collectively "the Petitioners"), by and through their undersigned counsel, for their Verified Petition for Writ of Mandamus, allege the following:

JURISDICTION AND VENUE

1. This petition contains statutory claims under the Virginia Nonstock Corporation Act, Va. Code Ann. § 13.1-801 *et seq.* This Court has jurisdiction to hear this Petition for Writ of Mandamus and to grant the relief requested herein under Va. Code Ann. §§ 13.1-845(D), 13.1-935(A) and (B), and 17.1-513.

2. Venue is proper in this Court pursuant to Va. Code Ann. § 13.1-845(D) and 13.1-935(A) and (B).

PARTIES

3. The Respondent, VMI Alumni Association (“VMIAA”), is a Virginia nonstock corporation, incorporated and existing under the laws of the Commonwealth of Virginia, specifically under the Virginia Nonstock Corporation Act, Va. Code Ann. § 13.1-801 *et seq.* The principal office of the VMIAA is located in Lexington, Virginia, in the County of Rockbridge.

4. The Petitioner, William L. Respass (“Respass”), is an alumnus of the Virginia Military Institute (“VMI”), a graduate in the Class of 1961. Respass is an “Active Member” of the VMIAA, as defined by the VMIAA’s Articles of Incorporation (as amended and restated in 2019).

5. The Petitioner, Salvatore J. Vitale, Jr. (“Vitale”), is an alumnus of VMI, a graduate in the Class of 1961. Vitale is an “Active Member” of the VMIAA, as defined by the VMIAA’s Articles of Incorporation (as amended and restated in 2019).

6. The Petitioner, Ronald M. Stelmasczyk (“Stelmasczyk”), is an alumnus of VMI, a graduate in the Class of 1974. Stelmasczyk is an “Active Member” of the VMIAA, as defined by the VMIAA’s Articles of Incorporation (as amended and restated in 2019).

7. The Petitioner, Mark W. Prentice (“Prentice”), is an alumnus of VMI, a graduate in the Class of 1974. Prentice is an “Active Member” of the VMIAA, as defined by the VMIAA’s Articles of Incorporation (as amended and restated in 2019).

FACTS RELATING TO CLAIMS UNDER VIRGINIA CODE SECTION 13.1-933(B)

8. Pursuant to Va. Code Ann. § 13.1-932(C), the VMIAA “shall maintain a record of its members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, if any”.

9. Included in the “record of members” that the VMIAA maintains, are the following:

member's name, member's class, member's residential address, member's telephone number(s), member's e-mail address(es); member's occupation; member's employer's name, member's business address, among other information. The VMIAA maintains the "record of members" in electronic form and routinely utilizes electronic transmission relative to such information.

10. Pursuant to Va. Code Ann. § 13.1-933(C) a member of the VMIAA is entitled to inspect and copy "the record of members" maintained by the VMIAA, among other records, if:

- He has been a member of record for at least six months immediately preceding his demand;
- His demand is made in good faith and for a proper purpose;
- He describes with reasonable particularity his purpose and the records he desires to inspect; and
- The records are directly connected with his purpose.

11. Pursuant to Va. Code Ann. § 13.1-933(D) "[t]he right of inspection granted by this section may not be abolished or limited by a corporation's articles of incorporation or bylaws".

12. Pursuant to Va. Code Ann. § 13.1-934(B) "[t]he right to copy records under § 13.1-933 includes, if reasonable, the right to receive copies by xerographic or other means, including copies through an electronic transmission if available and so requested by the member".

13. On or about March 10, 2023, Respass and Vitale, as members of the VMIAA, requested in writing to inspect and copy the "record of members" of the VMIAA, to include the members' names, addresses and email addresses, and, pursuant to Va. Code Ann. § 13.1-934(B), that such "record of members" be transmitted to them electronically. A true copy of the March 10, 2023 request is attached hereto and made a part hereof as Exhibit "A".

14. The March 10, 2023 request made by Respass and Vitale met the requirements of Va. Code Ann. § 13.1-933(C) as: 1) they have been members of record of the VMIAA for at least

six months immediately preceding their demand; 2) their demand was made in good faith as proud and honorable graduates of the Virginia Military Institute and for a proper purpose, which purpose aligns entirely with the stated purpose of the VMIAA; 3) they described with reasonable particularity their purpose and the records they desire to inspect; and 4) the records are directly connected with their purpose. See Exhibit "A" (March 10, 2023 letter from Respress and Vitale).

15. On or about March 21, 2023 the VMIAA responded to the lawful request of Respress and Vitale by summarily and unlawfully denying their request. A true copy of the March 21, 2023 denial is attached hereto and made a part hereof as Exhibit "B".

16. On or about March 11, 2023, Stelmasczyk and Prentice, as members of the VMIAA, requested in writing, to inspect and copy the "record of members" of the VMIAA, to include the members' names, addresses and email addresses, and, pursuant to Va. Code Ann. § 13.1-934(B), that such "record of members" be transmitted to them electronically. In addition to Stelmasczyk and Prentice, five other "Active Members" of the VMIAA and Members of the Class of 1974 signed the March 11, 2023 request, including: James Cottrell, Gene Rice, Bailey Hurley, John Williams, and Steve Orr. A true copy of the March 10, 2023 request is attached hereto and made a part hereof as Exhibit "C".

17. The March 11, 2023 request made by Stelmasczyk and Prentice (and the five other members of the VMIAA and VMI Class of 1974), met the requirements of Va. Code Ann. § 13.1-933(C), as: 1) they have been members of record of the VMIAA for at least six months immediately preceding their demand; 2) their demand was made in good faith as proud and honorable graduates of the Virginia Military Institute and for a proper purpose, which purpose aligns entirely with the stated purpose of the VMIAA; 3) they described with reasonable particularity their purpose and the records they desire to inspect; and 4) the records are directly

connected with their purpose. See Exhibit “C” (March 11, 2023 letter from Stelmasczyk and Prentice, and five other members of the VMIAA and VMI Class of 1974).

18. On or about March 21, 2023 the VMIAA responded to the lawful request of Stelmasczyk and Prentice (and five other members of the VMIAA and VMI Class of 1974), by summarily and unlawfully denying their request. A true copy of the March 21, 2023 denial is attached hereto and made a part hereof as Exhibit “D”.

19. The Petitioners complied with subsections B and C of Va. Code Ann. § 13.1-933 in making their requests to inspect and copy the “record of members”.

20. Pursuant to Va. Code Ann. § 13.1-935(B), “[i]f a corporation does not within a reasonable time allow a member to inspect and copy any other record, the member who complies with subsections B and C of 13.1-933 may apply to the circuit court in the city or county where the corporation’s principal office is located...for an order to permit inspection and copying of the records demanded”. “The court shall dispose of an application under this subsection on an expedited basis”. The Petitioners make such application herein and request the entry of an order permitting inspection and copying of the record of members, to include the members’ names, physical addresses, and email addresses and that such information be transmitted in electronic form.

21. Pursuant to Va. Code Ann. § 13.1-935(C), “[i]f the court orders inspection and copying of the records demanded, it may also order the corporation to pay the member’s costs including reasonable counsel fees, incurred to obtain the order if the member proves that the corporation refused inspection without a reasonable basis for doubt about the right of the member to inspect the records demanded”. The members have a clear right to inspect the records demanded and, thus, this Court should award their costs, including reasonable counsel fees, incurred to obtain

the order.

FACTS RELATING TO CLAIMS UNDER VIRGINIA CODE SECTION 13.1-845

22. Petitioners hereby incorporate the preceding paragraphs of their petition as if fully set forth herein.

23. In addition to the VMIAA's refusal to comply with Va. Code Ann. § 13.1-933 and its statutory requirement to permit these Petitioners to inspect and copy the "record of members" maintained by the VMIAA, the VMIAA refuses to comply with the separate requirement contained in Va. Code Ann. § 13.1-845 that the VMIAA permit these Petitioners to inspect and copy the "members' lists" of members who are entitled to notice of a meeting and members who entitled to vote at a meeting.

24. Va. Code Ann. § 13.1-845(A) reads as follows:

A. After fixing a record date for a meeting, a corporation shall prepare an alphabetical list of the names of all its members who are entitled to notice of a members' meeting. If the board of directors fixes a different record date to determine the members entitled to vote at the meeting, a corporation shall also prepare an alphabetical list of the names of all its members who are entitled to vote at the meeting. A list shall be arranged by voting group, and show the address of each member.

25. On or about March 8, 2023, the VMIAA fixed a record date for a meeting of the VMIAA to be held in Lexington, Virginia on May 6, 2023. Pursuant to Va. Code Ann. § 13.1-845(A), the VMIAA was required to prepare, at a minimum, "an alphabetical list of the names of all its members who are entitled to notice of a members' meeting".

26. Pursuant to Va. Code Ann. § 13.1-845(B) "[t]he members' list for notice shall be available for inspection by any member, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting..." "A member, or the member's agent or attorney, is entitled on written demand to inspect and, subject to the

requirements set forth in subsection C of § 13.1-933, to copy a list, during the regular business hours and at the member's expense, during the period it is available for inspection".

27. On or about March 31, 2023, Respass and Vitale, as members of the VMIAA, renewed their request in writing to inspect and copy the "record of members" of the VMIAA, pursuant to Va. Code Ann. § 13.1-933, to include the members' names, addresses and email addresses, and, pursuant to Va. Code Ann. § 13.1-934(B), and that such "record of members" be transmitted to them electronically. Additionally, Respass and Vitale, pursuant to Va. Code Ann. § 13.1-845(B), requested the "members' lists" of members who are entitled to notice of the May 6, 2023 meeting and members who are entitled to vote at the May 6, 2023 meeting. A true copy of the March 31, 2023 request is attached hereto and made a part hereof as Exhibit "E".

28. On or about April 13, 2023 the VMIAA responded to the lawful request of Respass and Vitale and again summarily denied their request to inspect and copy the "record of members" pursuant to Va. Code Ann. § 13.1-933. However, for the first time, the VMIAA acknowledged that it had some obligation under Va. Code Ann. § 13.1-845(B) to allow the inspection and copying of the members' lists entitled to notice and entitled to vote and agreed, with several additional conditions not required by law, to allow Respass and Vitale, who are both in their mid-eighties, to travel to Lexington, Virginia to pick up paper copies of the members' lists that would include only the names and physical addresses of the members. However, the VMIAA's refusal to grant the lawful request of Respass and Vitale to inspect and copy the "record of members" maintained by the VMIAA, pursuant to Va. Code Ann. § 13.1-933, which includes the e-mail addresses of the members, intentionally vitiates the usefulness of the "members' lists" for Respass' and Vitale's stated purpose of informing "our fellow Members of the Association of the need to attend the meeting in Lexington, which need resulted from the revocation of the right to vote by proxy by the

Board in 2019”. Without a real and practical means to communicate with fellow members, which is both contemplated and provided by the combination of Va. Code Ann. §§ 13.1-933 and 13.1-845, Respass and Vitale (and all other members of the VMIAA who are not on the board of the VMIAA or part of the administration of VMI), are left with the herculean and nearly impossible task of communicating with the members of the VMIAA by writing twenty-thousand letters, purchasing twenty-thousand stamps (at a cost of over \$10,000.00), and physically mailing twenty-thousand letters within a window of just a few days before the scheduled meeting of the VMIAA in Lexington, Virginia on May 6, 2023. While this scenario seems ideal for any corporation wishing to completely control the agenda and narrative for its unknowing members, the VMIAA’s refusal to comply with the requirements of Va. Code Ann. § 13.1-933 and 13.1-845, purposefully violates the express statutory requirements contained in the Virginia Nonstock Corporation Act. A true copy of the April 13, 2023 response of the VMIAA is attached hereto and made a part hereof as Exhibit “F”.

29. Pursuant to Va. Code Ann. § 13.1-845(C) “[i]f the meeting is to be held at a place, the corporation shall make the list of members entitled to vote available at the meeting, and any member, or the member’s agent or attorney, is entitled to inspect the list at any time during the meeting or any adjournment”.

30. In addition to the VMIAA’s refusal to comply with the written requests of the Petitioners for the “record of members” and for the “members’ lists” of members who are entitled to notice of meetings and members who are entitled to vote at the meetings, the VMIAA has refused to allow inspection of the “members’ list” during the meeting of the members who are entitled to vote at the meeting. At a meeting of the VMIAA held in Lexington, Virginia on June 11, 2022, Respass, as a member of the VMIAA meeting the requirements of subsection C of §

13.1-933, was recognized by the chair of the meeting and Respass requested to inspect the “members’ list” entitled to vote at the June 11, 2022 meeting. In response to Respass’ request, the chair of the VMIAA meeting did not provide any list for inspection but rather referred Respass to VMIAA’s legal counsel, who was present at the meeting. However, when Respass addressed his request to inspect the members’ list to VMIAA’s legal counsel, VMIAA’s legal counsel informed Respass that there was no members’ list at the meeting to inspect. Therefore, in addition to the VMIAA’s violation of Va. Code Ann. § 13.1-845(A) for failing to prepare members’ lists, the VMIAA violated Va. Code Ann. § 13.1-845(C) by failing and/or refusing to make the list of members entitled to vote available at the meeting on June 11, 2022.

31. Pursuant to Va. Code Ann. § 13.1-845(D), “[i]f the corporation refuses to allow a member, the member's agent, or the member's attorney to inspect a members' list before or at the meeting as provided in subsections B and C, or to copy a list as permitted by subsection B, the circuit court of the county or city where the corporation's principal office, or if none in the Commonwealth its registered office, is located, on application of the member, may summarily order the inspection or copying at the corporation's expense and may postpone the meeting for which the list was prepared until the inspection or copying is complete”. The Petitioners make such application herein and request the entry of an order permitting inspection and copying of the “members’ lists” of members who are entitled to notice of the meeting and members who are entitled to vote at the meeting, to include the members’ names, physical addresses, and email addresses and that such information be transmitted in electronic form. Should the VMIAA continue to refuse to provide such information prior to the May 6, 2023 meeting, the Petitioners respectfully request that the Court postpone the May 6, 2023 meeting “until the inspection and copying is complete”.

THE VMIAA'S PATTERN OF STATUTORY NONCOMPLIANCE

32. Petitioners hereby incorporate the preceding paragraphs of their petition as if fully set forth herein.

33. In addition to the VMIAA's refusals to allow the inspection and copying of the "record of members" and/or "members' lists" involving these Petitioners, the VMIAA has established a pattern of statutory noncompliance relative to the inspection of corporate records, beginning in May 2022, if not earlier. Some examples include the refusal to allow the inspection and copying of the "record of members" and/or "members' lists" lawfully requested by members of the VMIAA, David L. Tingley and Robert C. Morris, Jr.

34. On or about May 24, 2022, David L. Tingley ("Tingley"), an alumnus of VMI, a graduate in the Class of 1985, and an "Active Member" of the VMIAA, on behalf of himself and other members of the VMIAA, requested in writing to inspect and copy the "members' lists", in anticipation of the June 11, 2022 meeting of the VMIAA. Tingley's request met all requirements of Va. Code Ann. § 13.1-933(C), yet the VMIAA summarily and unlawfully refused the request, denying Tingley the opportunity to inspect and/or copy the "members' lists" of members who were entitled to notice of the June 11, 2022 meeting and members who were entitled to vote at the June 11, 2022 meeting.

35. On or about October 3, 2022, Robert C. Morris, Jr. ("Morris"), an alumnus of VMI, a graduate in the Class of 1979, and an "Active Member" of the VMIAA, on behalf of himself and other members of the VMIAA, requested in writing to inspect and copy the "record of members" of the VMIAA, to include the members' names, addresses and email addresses, and, pursuant to Va. Code Ann. § 13.1-934(B), that such "record of members" be transmitted to them electronically. Morris' request met all requirements of Va. Code Ann. § 13.1-933(B) and (C), yet

the VMIAA summarily and unlawfully refused the request, denying Morris the opportunity to inspect and/or copy the “record of members”.

PRAYER FOR RELIEF

WHEREFORE, the Petitioners respectfully pray, through counsel, that this Court:

- a) Pursuant to Va. Code Ann. § 13.1-935(B)—enter an order permitting inspection and copying of the record of members, to include the members’ names, physical addresses, and email addresses and that such information be transmitted in electronic form;
- b) Pursuant to Va. Code Ann. § 13.1-935(C)—enter an order providing for the VMIAA to pay the members’ costs including reasonable counsel fees, incurred to obtain the order if the members prove that the corporation refused inspection without a reasonable basis for doubt about the right of the members to inspect the records demanded;
- c) Pursuant to Va. Code Ann. § 13.1-845(D)—enter an order permitting inspection and copying of the members’ lists who are entitled to notice of the May 6, 2023 meeting and who are entitled to vote at the May 6, 2023 meeting, to include the members’ names, physical addresses, and email addresses and that such information be transmitted in electronic form; and
- d) Pursuant to Va. Code Ann. § 13.1-845(D)—enter an order prohibiting and postponing the May 6, 2023 meeting of the VMIAA until the inspection and copying ordered herein is complete.

**WILLIAM L. RESPESS,
SALVATORE VITALE, JR.,
RONALD M. STELMASCZYK, and
MARK W. PRENTICE,**

By: _____



Counsel

Paul McCourt Curley, Esquire VSB No. 43974

SIX EAST LAW GROUP –

CURLEY LAW FIRM, PLLC

6 East Broad Street

Richmond, Virginia 23219

Telephone: (804) 355-8273

E-Mail: paul.curley@sixeastlaw.com

www.sixeastlaw.com

Counsel for Petitioners

VERIFICATION

Pursuant to Va. Code Ann. § 8.01-4.3, I verify under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

April 24, 2023
Date

William L. Respass
William L. Respass

VERIFICATION

Pursuant to Va. Code Ann. § 8.01-4.3, I verify under penalty of perjury that the foregoing is true and correct to the best of my knowledge.


4/24/2023
Date

Salvatore J. Vitale, Jr.
Salvatore J. Vitale, Jr.

VERIFICATION

Pursuant to Va. Code Ann. § 8.01-4.3, I verify under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

April 27, 2023
Date


Ronald M. Stelmasczyk

VERIFICATION

Pursuant to Va. Code Ann. § 8.01-4.3, I verify under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

4-24-2023

Date

Mark W. Prentice
Mark W. Prentice

CERTIFICATE OF SERVICE

I, Paul McCourt Curley, hereby certify that on this 24th day of April 2023, a true copy of the foregoing Petition for Writ of Mandamus was served by electronic mail and First-Class Mail, postage paid, on the following:

VMI ALUMNI ASSOCIATION

Registered Agent:

David L. Prasnicky

304 Letcher Avenue

Moody Hall

Lexington, Virginia 24450

E-Mail: dpras@vmiaa.org

PERSONAL SERVICE OF PETITION TO BE
PERFECTED AND COMPLETED FORTHWITH

A handwritten signature in black ink, appearing to be 'P. Curley', is written over a horizontal line.

Paul McCourt Curley

EXHIBIT “A”

Salvatore J. Vitale
4112 Hermitage Point
Virginia Beach, Virginia 23455

William L. Respess
129 Richmond Hill Court
Williamsburg, VA 23185

March 10, 2023

VMI Alumni Agencies
Attn: Meade King '85
304 Letcher Ave
Lexington, VA 24450

VMI Alumni Association
Attn: Ed Johnson '79
Chief Operating Officer
304 Letcher Ave
Lexington, VA 24450

VMI Alumni Association
ATT: Anthony Moore '78
President
1928 N Junaluska Dr
Richmond, Virginia 23225

By Email and United States Mail (Certified/Return Receipt Requested)

Re: Request for Members List Under Virginia Code 13.1-933B

Dear Messrs. King '85, Johnson '79 and Moore '78:

1. We are Members of the Virginia Military Institute Alumni Association, a Virginia Nonstock Corporation having its principal place of business in Lexington, VA (hereinafter Alumni Association) having graduated from VMI as members of the Class of 1961. Pursuant to Title 13.1-933B of the Virginia Nonstock Corporation Code (hereinafter "Nonstock Corporation Code) we hereby request, on behalf of ourselves and those Members of the VMI Alumni Association that we represent, to inspect and copy all records of the VMI Alumni Association relating to and including the record of members required to be maintained by the Alumni Association in the form of a list of the members of the corporation and their addresses, including their email addresses. This list is required to be maintained by the Alumni Association per Section 13.1-932C of the Nonstock Corporation Code. It is our understanding that these records are electronically maintained in .CSV or other electronic format and routinely used in those or similar compatible formats to send emails and letters to Members of the VMI Alumni Association. For example, these lists have been used to send bulk and individual electronic correspondence to Members using the electronic (email) elements of their address on this list as well as sending Members hard copy correspondence using the physical elements of Members addresses on these lists. Such correspondence has been sent on behalf of the Alumni Association

itself and other organizations and Members including, without limitation, the Keydet Club, the Virginia Military Institute (VMI) Foundation, the VMI, a state school, the VMI Board of Visitors, Member Cedric Wins, Member Thomas Watjen, and/or other Members and/or organizations. The Alumni Association itself routinely uses the list to inform members about elections to the Board of Directors in which it informs Members of the candidacy of Members endorsed by the Board of Directors to the exclusion of members desiring election to the Board but that are not endorsed by the Board. Recently we have been made aware that the Members list was used to send a letter by MG Cedric Wins to the members of the Class of 1974 in response to a mailing by some members of that class to their classmates containing information on their position and certain proposals for their upcoming 50th reunion. Thus, there is ample precedent that the list can be properly utilized in order to inform alumni, build consensus among alumni, and to facilitate decisions on reunion-related, and other, activities. This use has included, without limitation, Class Agents and/or other Members of the Corporation using the Members List.

2. Please send the requested Member List record to Member Vitale's email address (vitalessal@yahoo.com) and to Member Respess' email address (lrespess@cox.net) as provided in 13.1-934B of the Nonstock Corporation Code. We expect to receive these records on the 5th day from the date of receipt of the Certified letter containing our request. See 13.1-933A and B of the Nonstock Corporation Code. We consider the date for compliance to be essential in view of the fact that there is a limited time available to effectively communicate with Members in view of the extremely short notice period used routinely in the past by the Alumni Association for the giving of notice and actually holding the Annual Meeting of Members

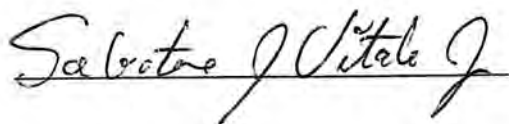
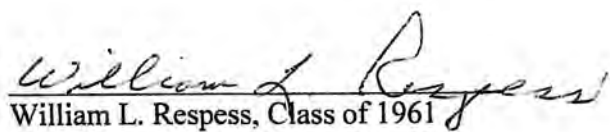
3. The intended purpose for the use of Members records is to transmit email and hard copy correspondence to our fellow Members of the VMI Alumni Association in order to inform them on issues important to the membership and build consensus on these issues regarding the Alumni Association's operations and VMI. We will use the Members list to coordinate with other Members to solicit alumni participation in person at the upcoming Annual Meeting of the Members held annually to elect new members of the Board of the Alumni Association and /or to remove those who have lost favor with the membership. One of us (Member Vitale) seeks to be elected to the Board and requires the list to promote his candidacy as do his supporters including Member Respess. We also intend to use the list to support and provide resources for activities we, as Members, feel are important and will build and foster connections between alumni, cadets and the Institute. We will also use it to inform, organize and unite fellow Members and resources to support efforts we, as Members, feel will efficiently aid and resource the welfare of the Institute, cadets and the Alumni Association of which we are Members. The Members list will also be used to inform Members and build consensus on positions regarding issues, activities, policies, actions and/or correspondences made or proposed by the BOV, VMI Administration, the VMI Alumni Agencies, and others, to include, without limitation, the Alumni Association itself, of which we are Members, and which affect the Alumni Association and the interests of its members therein.

4. We are entitled to these records because, as required by Va. Code Section 13.1-933C, (i) we have been Members in good standing of the VMI Alumni Association for more than the six (6) months immediately preceding this request; (ii) this request is in good faith and for a proper purpose; (iii) the records requested are described with reasonable particularity; and (iv) the records are directly related to a legitimate purpose. As a reminder, members' rights under the

cited provisions cannot be abolished or limited by the Alumni Association's articles or bylaws (See Nonstock Corporation Code 13.1-933D).

5. Should you have any questions regarding this request you may direct them to us at our email addresses set forth above or by calling Member Vitale at 757-621-9493 or Member Respass at 858-210-5069.

Respectfully,
Salvatore J. Vitale Jr., Class of 1961

A handwritten signature in cursive script that reads "Salvatore J. Vitale Jr." written over a horizontal line.A handwritten signature in cursive script that reads "William L. Respass" written over a horizontal line.

William L. Respass, Class of 1961

EXHIBIT “B”



THE VMI ALUMNI ASSOCIATION
SUPPORT FOR EACH OTHER, SUPPORT FOR THE INSTITUTE

March 21, 2023

Mr. Salvatore J. Vitale
4112 Hermitage Point
Virginia Beach, VA 23455

Mr. William L. Respass
129 Richmond Hill Court
Williamsburg, VA 23185

Gentlemen,

I write to respond to your letter of March 10, 2023, which was received by certified mail on March 14, 2023.

On the advice of counsel and in accordance with the Privacy Policies of the VMI Alumni Agencies and to protect the privacy rights of our Alumni from unsolicited communications from the Alumni, we will not furnish you or other members of the VMI Alumni Association any listing of our members' email addresses nor provide you with electronic copies of their names and addresses.

However, if you comply with the requirements of VA Code Sections 13.1-845 and 933, we will make such paper records available as required by law in our offices in Lexington after the notices for any meeting called for an election or removal of directors have been issued.

If you have any questions, please feel free to give me a call.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ed Johnson'.

Ed Johnson '79
Chief Operating Officer
VMI Alumni Association

EXHIBIT “C”

Mark W. Prentice
1498 Bush Neck Road
Williamsburg, Virginia 23188

March 11, 2023

VMI Alumni Association
ATT: Anthony Moore '78
President
1928 N Junaluska Dr
Richmond, Virginia 23225

VMI Alumni Association
Attn: Ed Johnson '79
Chief Operating Officer
304 Letcher Ave
Lexington, VA 24450
ejohnson@vmiaa.org

VMI Alumni Agencies
Attn: Meade King '85
304 Letcher Ave
Lexington, VA 24450
mking@vmiaa.org

By Certified United States Mail and Email

Dear Messrs. King '85, Johnson '79 and Moore '78:

1. Pursuant to Title 13.1-933B of the Virginia Nonstock Corporation Code we, individually and on behalf of myself and those Members of the VMI Alumni Association in good standing we represent, hereby request, to inspect and copy all records of the VMI Alumni Association relating to and including the record of members in the form of a list of the members of the corporation and their addresses, including their email addresses, in the form the list was required to be prepared for meetings involving elections and other matters requiring a vote of the Members to include, without limitation, in connection with the annual and special meetings of alumni held on April 9 and June 11, 2022 respectively and including any amendments to that record done to comply with the continuing obligation to maintain a record of members under Title 13.1-932C of the Virginia Nonstock Corporation Code so it is current and accurate as of this request. It is our understanding that these records are electronically maintained in .CSV or other electronic format and routinely used in those or similar compatible formats to send emails and letters to Members of the VMI Alumni Association. For example, these lists have been used to send bulk and individual electronic correspondence to Members using the electronic (email) elements of their address on this list as well as sending Members hard copy correspondence using the physical elements of Member addresses on these lists. Such

correspondence has been sent on behalf of the Alumni Association that maintains the list, by statute, and other organizations and Members including, without limitation, the Keydet Club, the Virginia Military Institute (VMI) Foundation, the VMI, a state school, VMI Board of Visitors, Member Cedric Wins, Member Thomas Watjen, and/or other Members and/or organizations. Most recently the Members list was used to send a letter by Member Maj. Gen. Cedric Wins in response to a letter from Members of the Class of 1974 to some of our fellow classmates, Alumni Agency, Alumni Association, Keydet Club, and Foundation Board Members, Regional Directors, Chapter Presidents, and Class Agents and others with information on our position and proposals for our reunion and other related activities for the Class of 1974's up-coming 50th reunion. Thus there is precedent for the list to be properly utilized in order to inform alumni, build consensus among alumni, and to facilitate decisions on reunion-related, and other, activities among Members. This use has included, without limitation, Class Agents and/or other Members of the Corporation using the Members' list who, in turn, further distributed the letter to other Members using all or portions of the list, social media and other means.

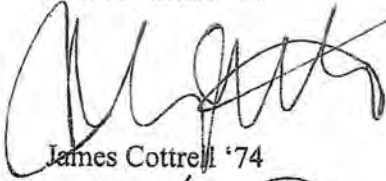
2. Please send them to the email address for Member Prentice at: mmprentice@verizon.net and copy Member Stelmasczyk at: stelr@nc.rr.com
3. The intended purpose for use the use of Members records is to transmit email and hard copy correspondence to our fellow Members of the VMI Alumni Association in order to inform them on issues we feel are important to the Membership and build consensus on these issues regarding the Alumni Association's operations and VMI. We will use the Members list to coordinate with other Members to solicit alumni participation, support and resources for activities we, as Members, feel are important and will build and foster connections between alumni, cadets and the Institute. We will also use it to inform, organize and unite fellow Members and resources to support efforts we, as Members, feel will efficiently aid and resource the welfare of the Institute, cadets and the Alumni Association of which we are Members. The Members list will also be used to inform Members and build consensus on positions regarding issues, activities, policies, actions and/or correspondences made or proposed by the BOV, VMI Administration, the VMI Alumni Agencies, and others, to include, without limitation, the Alumni Association itself, of which we are Members. Just one example of our immediate intended use of the Member's list is to respond to Member Member Cedric Win's February 1, 2023 email to Members concerning our proposals for the Class of 1974 50th Reunion and all related matters.
4. We are entitled to these records because, as required by Va. Code Section 13.1-933C, (i) we have been Members in good standing of the VMI Alumni Association for more than the six (6) months immediately preceding this request; (ii) this request is in good faith and for a proper purpose; (iii) the records requested are described with reasonable particularity; and the records are directly related to a legitimate purpose. As a reminder, members' rights under the cited provisions cannot be abolished or limited by the Alumni Association's articles or bylaws (See Nonstock Corporation Code 13.1-933D).

5. We request your response to this request not later than March 17, 2023.
6. Should you have any questions regarding this request you may direct them to the following representatives of the at their email address set forth above or by calling me at Mark W. Prentice, Phone: 804-929-5884 or Mr. Ron Stelmasczyk at: 910-992-4500.

Respectfully,



Mark Prentice '74



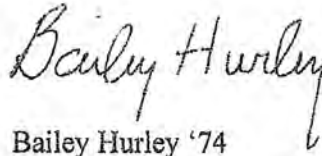
James Cottrell '74



Gene Rice '74




Stelmasczyk '74



Bailey Hurley '74



John Williams '74

Ron 

Steve Orr '74

EXHIBIT “D”



THE VMI ALUMNI ASSOCIATION
SUPPORT FOR EACH OTHER, SUPPORT FOR THE INSTITUTE

March 21, 2023

Mr. Ronald M. Stelmasczyk
5592 7 Lakes W
West End, NC 27376-9337

Mr. Mark W. Prentice
1498 Bush Neck Road
Williamsburg, VA 23188

Gentlemen,

I write to respond to your letter of March 11, 2023, which was received by mail on March 17, 2023.

On the advice of counsel and in accordance with the Privacy Policies of the VMI Alumni Agencies and to protect the privacy rights of our Alumni from unsolicited communications from the Alumni, we will not furnish you or other members of the VMI Alumni Association any listing of our members' email addresses nor provide you with electronic copies of their names and addresses.

However, if you comply with the requirements of VA Code Sections 13.1-845 and 933, we will make such paper records available as required by law in our offices in Lexington after the notices for any meeting called for an election or removal of directors have been issued.

If you have any questions, please feel free to give me a call.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ed Johnson'.

Ed Johnson '79
Chief Operating Officer
VMI Alumni Association

EXHIBIT “E”

Salvatore J. Vitale
4112 Hermitage Point
Virginia Beach, Virginia 23455

William L. Respass
129 Richmond Hill Court
Williamsburg, VA 23185

March 31, 2023

VMI Alumni Association
Attn: Ed Johnson '79
Chief Operating Officer
304 Letcher Ave
Lexington, VA 24450

By Email and United States Mail (Certified/Return Receipt Requested)

Re: Request for Members' List Under Virginia Code Sections 13.1-933B and 13.1-845B

Dear Mr. Johnson:

This letter is in response to your letter to us of March 21, 2023, on behalf of the VMI Alumni Association (hereinafter "the Association"), denying our request of March 10, 2023 for a members' list under 13.1-933B of the Virginia Nonstock Corporation Act. We hereby renew our request, which was unjustifiably denied, and fully incorporate by reference the text of our letter of March 14th herein. A copy of our March 14th letter is attached for your convenience.

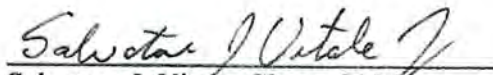
By this letter we are making an additional request under Virginia Code Section 13.1-845B for the list of members, in the form and manner requested in our letter of March 14th, entitled to notice of the annual meeting scheduled for May 6, 2023, which scheduled meeting date was published on the Association's website on March 8, 2023. In support of our request, we add the following:

1. We are entitled to these records because, as required by Va. Code Section 13.1-933C, (i) we have been Members in good standing of the VMI Alumni Association for more than the six (6) months immediately preceding this request; (ii) this request is in good faith and for a proper purpose; (iii) the records requested are described with reasonable particularity; and the records are directly related to a legitimate purpose. As a reminder, members' rights under the cited provisions cannot be abolished or limited by the Alumni Association's articles or bylaws (See Va. Code Section 13.1-933D).

2. The intended purpose for use of the Members' list aligns with the expressed primary purpose of the Association, to-wit: "to organize the alumni of the Virginia Military Institute ("VMI") in one general body, so as to better keep alive the memories of VMI life, and by their united efforts to more efficiently aid in the promotion of the welfare of VMI, and the successful prosecution of its educational purposes in the future." In this vein, we intend to use the Members' list to transmit email and hard copy correspondence to our fellow Members of the Association to inform them of the scheduled meeting of members and, specifically, to inform members of the need to attend the meeting in person in Lexington, which need resulted from the revocation of the right to vote by proxy by the Board in 2019. We intend to use the list to encourage members to consider running for open Board positions for regional directors and at-large positions as director and to attend the meeting in Lexington to vote for members as directors. We are proud and honorable graduates of VMI and longstanding members of the Association. As such, we have no intention of using the Members' list for any purpose that is detrimental to the Association or for any purpose that does not align with the expressed primary purpose of the Association. Our main goal, which aligns with the stated purpose of the Association, is to organize alumni/members to promote active, robust, and transparent participation in the activities of the Association, so as to more efficiently aid in the promotion of the welfare of VMI, and the successful prosecution of its educational purposes in the future.

Please send the requested Member record to Member Vitale's email address (vitaesal@yahoo.com) and to Member Respass' email address (lrespass@cox.net). Should you have any questions regarding this request you may direct them to us at our email addresses set forth above or by calling Member Vitale at 757-621-9493 or Member Respass at 858-210-5069.

Respectfully,


Salvatore J. Vitale, Class of 1961

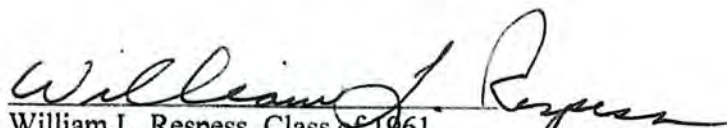

William L. Respass, Class of 1961

EXHIBIT “F”



THE VMI ALUMNI ASSOCIATION
A COMMITMENT TO SERVICE BEYOND BARRACKS

April 13, 2023

Salvatore J. Vitale
4112 Hermitage Point
Virginia Beach, VA 23455

William L. Respass
129 Richmond Hill Court
Williamsburg, VA 23185

Gentlemen,

I am writing to respond to your letter dated March 31, 2023, received by certified mail on April 5, 2023.

We have been advised by counsel that we are not required to furnish you electronic copies of the list of the names and addresses of our members. In addition, Virginia law does not compel us to furnish you with electronic copies of their email addresses. We will, however, make available to you, in our offices in Lexington, a copy of their names and physical addresses upon delivery of an executed receipt in the form of that attached to this email (the "receipt") and a check in the amount of \$92.

Our counsel does not agree with your analysis of the statutes governing a member's right to access the list of the Alumni Association's members. As your rights are limited to voting on the election or removal of directors, these inspection and copying rights are specifically governed by VA Code Section 13.1-845. All future code citations are to the VA code.

Further, 13.1-845 clearly shows that neither the Alumni Association Articles of Incorporation nor its Bylaws abridge your voting rights under 13.1-933D as you allege.

Your reliance on 13.1-933B is misplaced by the specific reference in 13.1-845 to only 13.1-933C, which contains no inspection and copying rights, which are spelled out in detail in 13.1-845.

Under 13.1-933C and the decisions of the Virginia Supreme Court, you are required to not only state your intended purposes, but you must also affirmatively show that the use of this information will not cause any harm to the Alumni Association—*Retail Property Associates, Inc. v. Skeen*, 252 VA. VA 36 (1996). Your stated purposes go far beyond the election; contain proposals for general communications to the alumni; could cause confusion and unrest among the alumni and potential harm to VMI for reasons unrelated to the business of the Alumni Agencies; and do not state why this use will not pose potential harm to the Alumni Association. While that reason alone may give the Alumni Association the right to deny furnishing you even a hard copy, it will provide such a copy following your agreement with the terms set forth above and in the inspection receipt.

To emphasize, even with hard copies, we must assure that they may not be copied or reproduced so they do not end up in hands of third parties and used contrary to our Privacy Policies, such as solicitations for political or commercial reasons. With over 20,000 alumni, you can appreciate our obligations to protect their privacy rights, which may be violated by third parties obtaining access to their names and addresses.

The copy, totaling approximately 400 pages, is available now in the offices of the Alumni Association during regular business hours and will be made available to you upon your prior delivery of the receipt and the payment to the Alumni Association of \$92, which is set at the IRS copying rate with no additional labor charge for the making of the copy.

Please contact us in advance to schedule an appointment.

If you have any questions, please feel free to call me at 800-444-1839, ext. 230, or via email at ejohnson@vmiaa.org.

Respectfully,

A handwritten signature in black ink, appearing to read "Ed Johnson", written over a horizontal line.

Ed Johnson
Chief Operating Officer
VMI Alumni Association

Enclosures

Sent Certified Mail