

Past Presidents' Proposal

In June 2016, the Alumni Board and its Executive Committee began to consider the memo from Scott Foster and the Past Presidents regarding the structure of the Alumni Board and its alignment with the college. The goal is to increase alignment while providing additional support to the Chapters that fits their specific needs. During the last year, the Executive Committee has surveyed and consulted with the Alumni Board, including Chapter representatives, to gather ideas and feedback into proposed changes to the work of the Alumni Board and its structure.

Goals for the structure changes include the following:

1. Adopt a structure that requires the Alumni Board to nominate and select their own membership including a nomination process and renewable term limits;
2. Assign all Alumni Board members to committees or similar working groups, which annually set goals and determine projects that are directed in consultation with the Executive Committee and in alignment with College priorities;
3. Support the project-based work of the Alumni Board committee structure; and,
4. Provide Chapters organizational independence, including the ability to set their own structure, priorities, and goals supported by the College.

The proposed changes will affect the following areas of the Alumni Board organization:

1. Alumni Board Membership
2. The Chapter Steering Organization
3. Alumni Board Committee Structure
4. Voting

1. ALUMNI BOARD MEMBERSHIP

In order to recruit the right volunteers for the strategic needs of the Alumni Board and to be flexible as the needs change, it is important for every single board member to have gone through the vetting process and to have term limits. Having term limits also allows engagement of more alumni volunteers on the Alumni Board, as board members roll off after serving their terms.

The nominations process involves the Nominations Committee, which is chaired by the Past President of the board and made up of individuals who are recruited to serve on the committee for that year. This committee is supported by a staff member from the Office of Alumni Programs.

Each year, a call for nominations is made to fill upcoming vacancies for at-large members and for Executive Committee members. Currently, Chapter leaders do not go through the vetting process, nor do they have term limits.

The following changes are proposed:

- All alumni board members have term limits.
- All board members are either selected through the nominations process or appointed by the president (the presidential nominations often come from the list of nominees that were interviewed by the nominations committee and evaluated as being a good fit for the current needs of the alumni board).
- There will be up to three dedicated seats reserved for chapter representatives on the alumni board. These seats must be filled by nominations provided by the Chapter Steering Organization. If there are no nominations, the seats will remain vacant.
- The three Chapter members on the board will serve as all other alumni board members and participate in operating committees.
- The slated Chapter members will serve one-year terms, renewable up to 3 years similar to the total term of at-large directors.

Any chapter volunteers are welcome and encouraged to be nominated or self-nominate to serve as an at-large member or as part of the Executive Committee.

2. THE CHAPTER STEERING ORGANIZATION

The alumni board will not decide for the chapters how the independent organization of the chapters should run. Decisions regarding membership or governance of the Chapter Steering Organization are beyond the authority of the Alumni Board. We would like to encourage Chapter leadership to organize their own structure that will support the advanced alumni engagement work that they have been successfully executing for years. This will allow the

Chapters to create their own structure, membership, name, and terms, including the process for nominating Chapter representation to the Alumni Board.

The Chapter Steering Organization will dictate the terms and support for chapters including establishing new chapters, decommissioning inactive chapters, support for regional activities outside of recognized chapters, and all Chapter-related programming and decisions. College supports can be matched to meet the evolving demands of Chapters.

The College is committed to supporting the new independent Chapter organization with the same level of support as The Alumni Board and the AFR Steering Committee. This includes staff support and travel stipends.

3. ALUMNI BOARD COMMITTEE STRUCTURE

Annual goals will be established by the Executive Committee, in coordination with the college, and with input from the Alumni Board. The annual goals will be tentatively laid out prior to the September meeting by the Executive Committee. The focus of the September meeting will be to align the committee structure and articulate the projects and tasks that the committee will undertake throughout the year to reach the Alumni Board goals.

That is, the aim will be to have common overarching goals to help move forward a shared vision of the Alumni Board activities. Each committee will outline its individualized committee goals, and define how their progress will be measured.

Alumni who are not members of the Board of Directors may participate in the work of any committee as an “ad hoc” member of the committee. Ad hoc members shall have no right to vote on committee matters or matters of the Board of Directors. The President, with the consent of the Executive Committee and in consultation with members of the affected committee, may remove an ad hoc member for any reason.

4. VOTING

Technology will be used to facilitate remote communication and voting. “In attendance” will include appearing in person, by telephone, or videoconference. All votes shall be cast personally

and not by proxy. A quorum of the Board of Directors must be in attendance throughout the casting of vote. A majority vote shall signify consent.

5. NOMINATIONS

Currently the constitution notes “As soon as possible after November 15, notice of the nominees, including a brief biographical sketch of each, and procedure for proposing alternate nominees, will be printed in a college publication sent to all alumni.” To assist in meeting print deadlines but allowing for maximum visibility of the nominations slate each year, the Reed magazine and other print material sent to all alumni will provide a link to the online profiles of nominees as well as a written description of the nominations process. In addition, electronic communication sent to the general alumni community will be used for more immediate notification of the slate when available.

CONSTITUTION OF THE REED COLLEGE ALUMNI ASSOCIATION

ARTICLE I Name

The name of this organization is the "Reed College Alumni Association."

ARTICLE II Purpose

The Reed College Alumni Association exists to foster the continuing welfare of both the College and its alumni by promoting mutually beneficial interaction, by sustaining a sense of community among alumni and between the College and its alumni, and by contributing to the long-term financial health of the College.

ARTICLE III Membership

Section 1. Any person who has attended Reed College (the "College") for one full year or more and who is not presently attending the College as an undergraduate ~~shall be~~ is a member of this Alumni Association.

Section 2. The President of this Alumni Association shall confer honorary membership in the Alumni Association upon such persons as the Board of Directors ~~shall~~ may select.

Section 3. Any member may withdraw from this Alumni Association by giving written notice of resignation to the Secretary.

ARTICLE IV Board of Directors

Section 1. The Board of Directors (also referred to as the "Board") shall govern and direct the business of the Alumni Association. The Board may adopt bylaws for the Alumni Association and amend them from time to time. The Board of Directors shall meet not less than once annually and shall ~~consist of~~ be comprised of the following (collectively, "Directors"):

- a. Three officers: a President, a Vice-President, and a Secretary, each elected by and from the members of this Alumni Association for a term of one Board Year; ~~They shall be elected for terms of one year by and from the members of this association.~~
- b. Up to fifteen At-Large Directors, each elected by and from the members of this Alumni Association for a term of three Board Years, with up to five At-Large Directors elected each Board Year.
- c. Up to three Chapter Directors, each elected by and from the members of this Alumni Association for a term of one Board Year, under the limitations set forth in Article VI; ~~One representative of each recognized chapter.~~
- d. The chair of each officially recognized committee, if that chair is not otherwise a Director of the Alumni Association; ~~;~~
- e. Four Alumni Trustees of the Reed Institute, one of whom shall be elected each year for a four-year term of four Board Years, by and from ~~and by~~ the members of this Alumni Association under the limitations set forth in Article V; ~~;~~
- f. The immediate Past President of the Alumni Association; ~~and~~;
- g. Not more than two Directors appointed in accordance with Section 2 of this Article.

Section 2. As may benefit the interests of the Alumni Association, the President of the Alumni Association, with the consent of the Executive Committee, may appoint not more than two persons Alumni to serve on the Board for a term of one Board Year.

Section 3. All terms of office shall begin July 1 following the election. For purposes of this Constitution, a "Board Year" means July 1 to June 30 of the subsequent year.

Section 4. The three officers plus the immediate Past President shall constitute the Executive Committee, which shall discharge all day-to-day duties of the Board of Directors between meetings of the full Board of Directors. Three members of the Executive Committee shall constitute a quorum.

Section 5. Vacancies on the Board of Directors

- a. The President of the Alumni Association may declare a vacancy on the Board of Directors in any of the following circumstances:
 1. Resignation of a Director of the Alumni Association;
 2. Death or incapacitation of a Director of the Alumni Association; or
 3. Failure of a Director of the Alumni Association to attend (either in person or by telephone conference) a majority of the meetings in any consecutive twelve month period.
- b. In the event of a vacancy on the Board of Directors, and subject to other provisions in this Constitution regarding Alumni Trustees and Chapter Directors, the President shall may appoint a replacement with the advice and consent of the Executive Committee. The term of the appointed member will begin upon appointment and end at the conclusion of the term of the vacated seat.

ARTICLE V Alumni Trustees

Section 1. There shall be four Alumni Trustees of the Reed Institute serving four-year terms of four Board Years on the Board of Directors, and until their successors are elected. One such Alumni Trustee shall be elected each year by and from the members of this Alumni Association in accordance with the procedure set forth in Article VII, except that the names of all nominees must be approved by the trustees of the Reed Institute ("Board of Trustees"). No Alumni Trustee shall serve two consecutive terms as Alumni Trustee to the Alumni Board.

Section 2. In the event of any resignation or vacancy of an Alumni Trustee seat, the Nominating Committee will reconvene, if concluded, and will shall recommend to the Board of Trustees a candidate to fill such vacancy.

Section 3. The Alumni Trustees shall attend the meetings of the Board of Directors whenever possible and shall make presentations to the Board of Directors concerning the affairs of the College and shall bring to the attention of the Board of Trustees matters of interest to the Alumni Association.

ARTICLE VI Local Chapters and Chapter Directors

Section 1. The policy of the Alumni Association shall be to encourage the organization of local

Chapters wherever a significant population of alumni has settled and desires to establish a Chapter.

Section 2. The ~~board of directors of the Alumni Association~~ Chapter Steering Organization shall be responsible for recognizing and decommissioning local Chapters according to standards set forth in the Bylaws of the Alumni Association.

Section 3. There shall be up to three Chapter Directors serving terms of one Board Year on the Board of Directors. Chapter Directors shall be elected each year by and from the members of this Alumni Association in accordance with the procedures set forth in Article VII, except the names of all nominees will be submitted by the Chapter Steering Organization, as provided in the Bylaws. No member of the Alumni Association shall serve as a Chapter Director for more than three consecutive terms. In extraordinary circumstances, the Executive Committee may authorize one additional consecutive term.

ARTICLE VII Nominations and Elections

Section 1. A ~~Nominating~~ Committee shall be constituted annually consisting of the immediate ~~Past~~ President; the current President; and three additional members nominated and elected by the members of the Alumni Association pursuant to the procedures provided in ~~subsections~~ Sections 2-7 of this Article VII; and the chair (see Section 2, following). Four members of the ~~Nominating~~ Committee shall constitute a quorum.

Section 2. The immediate ~~Past~~ President shall serve as chair of the ~~Nominating~~ Committee. If, for any reason, the ~~Past~~ President is unwilling or unable to serve in this capacity, the ~~Past~~ President shall not serve on the ~~Nominating~~ Committee, and, instead, the President shall appoint another member of the Board of Directors to serve as chair of the ~~Nominating~~ Committee.

Section 3. Terms of ~~Nominating~~ Committee members begin on July 1 and conclude when the President of the Alumni Association determines that the work of the committee is completed.

Section 4. The President of the Alumni Association shall take necessary steps to ensure that information about the nominating process is published and ~~received by alumni made available to~~ members of the Alumni Association prior to June 1, that ~~A~~ alumni Board members, ~~chapter leadership,~~ Chapter Steering Organization, Board of Trustees, Alumni Fundraising for Reed, incoming nominating committee members, College staff, and other College-affiliated individuals and groups are consulted, and that ~~alumni members of the Alumni Association~~ are directly solicited for nomination.

Section 5. The ~~Nominating~~ Committee, on or before November 15, shall nominate one candidate for each position to be filled. ~~except for representatives of local chapters. The~~ Nominating Committee shall only consider names provided by the Chapter Steering Organization in nominating one candidate for each Chapter Director position to be filled.

Section 6. As soon as possible after November 15, notice of the nominees, including names, instructions on how to electronically access online biographical profiles of the nominees, and a

description of the nominations process including a brief biographical sketch of each, and procedure for proposing alternate nominees, will be printed-published in a college publication and/or on the college website with a link to such information provided in a printed and/or electronic communication sent to all members of the Alumni Association. Additional nominations for each vacant position may be submitted by petition from the membership. Said petitions must contain the name and a brief biographical sketch of the nominee, the office to be filled, and the signatures of 50 or more members of the Alumni Association. Petitions must be received in the alumni relations office-by the College on or before April 1.

Section 7. Petitioners for each-of-theany officer, Alumni Trustee, or Chapter Director positions shall-must indicate the officeposition for which they seek nomination. Those seeking one of the vacant at-large-positions on the Bboard of Ddirectors for which there are multiple seats available for a particular Director category should indicate only that they seek one of these seats, and are not to indicate that they wish to stand for election in opposition to any specific nominee.

Section 8. In all offices-positions for which there is only one nominee on April 1, the nominee shall be considered elected as of that date.

Section 9. Election for all offices-positions-for which there are more nominees than positions available shall be by paper or electronic ballot. In situations where an electronic ballot is available, those who choose not to participate in using an electronic ballot shall be provided a physical ballot by the College. On or before May 1, ballots shall be distributed to all members of the Alumni Association. The nominees shall appear on the ballot by name and class only. All ballots shall be accompanied by a copy of the appropriate constitutional provisions and a list of the nominees, with a brief biographical summary listing the nominees' professional, civic, and alumni activities prepared by the-alumni-directorthe College based on information, if any, provided by the nominee. Candidates may submit a statement on behalf of their candidacy of not more than 300 words. This statement will be transmitted with the ballot and other information by the College at no cost to the petitionerscandidate.

Section 10. Any member may require the alumni-relations-office-College to distribute one additional mailing, containing material supporting a nominee. All material so distributed shall include the names and classes of all sponsoring members. The member requiring such a mailing shall reimburse the alumni-relations-officeCollege in advance for all expenses incident to the mailing.

Section 11. All ballots must be received by the alumni-relations-officeCollege by May 24 in order to be counted. The supervision of the election and the counting of the ballots shall be by the Bboard of Ddirectors. The nominees receiving the greatest number of votes for each office position shall be elected, subject to the approval of the Board of Trustees and the Chapter Steering Organization for the respective Alumni Trustee and Chapter Director seats before the elected nominee may be appointed. Candidates for positions the-vacantfor which there are multiple seats available for a particular Director category -at-large-seats-on-the-board-of-directors will-will be ranked according to the number of votes received, and the vacancies filled beginning with the candidate receiving the greatest number of votes. In the event of a tie vote, the Bboard of Ddirectors shall elect the candidate from among the tied candidates. In the event the Board of

Trustees or the Chapter Steering Organization does not approve appointment of the elected nominee, the nominee with the next-highest number of votes will be considered for appointment.

ARTICLE VIII Amendments

Section 1. Amendments to this Constitution may be proposed by a two-thirds written vote of those present at any meeting of the Board of Directors, as further described in the Bylaws. Such amendments shall be published as soon as practicable in a college publication and/or on the college website with a link to such information provided in a printed and/or electronic communication sent to all members of the Alumni Association.

Section 2. Such amendments will take effect 30 days after publication in accordance with Section 1 of this Article unless, prior to that date, the alumni officeCollege receives written objections from 50 or more members of the Alumni Association.

Section 3. If the alumni officeCollege receives written objections from 50 or more members of the Alumni Association within 30 days after publication in accordance with Section 1 of this Article, a ballot of the members of the Alumni Association will be held by paper or electronic ballot. In situations where an electronic ballot is available those who choose not to participate by electronic ballot shall be provided a physical ballot by the College. The Board of Directors shall supervise the balloting.

BYLAWS OF THE REED COLLEGE ALUMNI ASSOCIATION

ARTICLE I Duties of the President

Section 1. The duties of the President shall be:

- a. To act as chair of the Board of Directors and of its Executive Committee;
- b. To preside at all meetings of the Alumni Association Board of Directors;
- c. To appoint, with the consent of the Executive Committee, all committees and committee chairs, except as otherwise provided in the Constitution or these Bylaws;
- d. To serve as a member of and/or appoint an Executive Committee liaison to all committees;
- e. To issue a call for all meetings as provided in the Bylaws; and
- f. To present, if applicable pursuant to Article VIII, an annual report to the Alumni Association.

ARTICLE II Duties of the Vice President

The Vice President shall discharge the duties of the President in the absence or inability of that officer to act and shall serve as a member of the Executive Committee.

ARTICLE III Duties of the Secretary

The Secretary shall keep a record of the proceedings of the Alumni Association Board of Directors (also referred to as the "Board"), update relevant documents, and shall serve on the Executive Committee. The Secretary shall discharge the duties of the Vice President in the absence or inability of that officer to act.

ARTICLE IV Duties of the Immediate Past President

The immediate Past President shall serve as chair of the Nominating Committee and shall serve as a member of the Executive Committee and shall perform such other duties as may pertain to the office.

ARTICLE V Duties of the Board of Directors

Section 1. In addition to the duties of the Board of Directors delineated in the Constitution, the Board of Directors shall establish such committees as the affairs of the Alumni Association require.

Section 2. No member of the Board of Directors may receive remuneration for services to the Alumni Association.

ARTICLE VI Decisions of the Board of Directors

Section 1. Eleven or more members of the Board of Directors, including at least two members of the Executive Committee, shall constitute a quorum of the Board of Directors.

Section 2. Unless otherwise provided in the Constitution or these Bylaws, aAll decisions of the Board of Directors shall be by majority vote of the Directors in attendance at a duly constituted meeting of the Board of Directors. "In attendance" means appearing in person, by telephone, or videoconference. All votes shall be cast personally, and not by proxy. A quorum

of the Board of Directors must be in attendance throughout the casting of vote. A majority vote shall signify. Such a majority vote shall also signify the “consent” of the Board consistent with the requirements of these Bylaws.

Section 3. -In the interest of expediting discussion or obtaining approval for measures that may be determined without calling a formal meeting of the Board of Directors, as authorized by the President, a vote for a specific question presented may be conducted by electronic communication. “Electronic communication” means email, and such other means as the President may specify for a particular vote. When voting by electronic communication is authorized by the President on a specific question, a quorum of the Board of Directors (either in attendance or by electronic communication), must cast a vote for question to be resolved. The electronic communication shall be made to the Secretary and the entire Board of Directors. When voting by electronic communication is authorized by the President, there must be at least a 72-hour window of time given before the Secretary will no longer count votes cast by electronic communication. The Executive Committee, by majority decision not including the President, may override the President’s decision to allow electronic communication on a particular question.

ARTICLE VII Committees

Section 1. The President, with the consent of the Executive Committee, may appoint members-Directors to be members and chairs of the committees, unless otherwise provided in the Constitution or these Bylaws.

Section 2. All committees of the Alumni Association, except the Nominating Committee, shall work under the direction of the Board of Directors and shall submit reports as the Board may require.

Section 3. A quorum of each committee shall consist of a majority of the members of such committee, except as otherwise provided.

Section 4. Member of the Alumni Association who are not otherwise Directors may participate in the work of any committee as an “ad hoc” member of the committee. Ad hoc members shall have no right to vote on committee matters or matters of the Board of Directors. The President, with the consent of the Executive Committee and in consultation with members of the affected committee, may remove an ad hoc member for any reason.

ARTICLE VIII Meetings

Section 1. The Board of Directors shall meet at least once annually. The Executive Committee shall establish an annual schedule of meetings.

Section 2. If a meeting of the Board of Directors is held at the time of the annual class reunion, members of the Alumni Association may attend the Board meeting as guests.

ARTICLE IX ~~Recognition of Local Chapters~~ Chapter Steering Organization

Section 1. The Chapter Steering Organization is an independent organization, supported by the

College, and represented by up to three Chapter Directors on the Board of Directors. The organization may determine its own structure, meeting schedule, and process for Chapter-related programs and activities.

Section 2. The Chapter Steering Organization is responsible for recognizing and establishing Chapters, and decommissioning inactive chapters, according to terms and guidelines established by the Organization, and in doing so is encouraged to consult with members of the Past President Association.

Section 3. The Chapter Steering Organization, with the support of the College, may provide regional activities outside of recognized Chapters.

Section 4. All Chapter-related activities of any recognized Chapter shall be open, at a minimum, to all members of the Alumni Association within the geographical area. However, the Chapter Steering Organization may, for good cause, including but not limited to acts of violence, threatening to harm, intimidation, or deception, exclude a member from attending Chapter-related activities.

Section 5. Chapter Directors shall report on chapter activities and finances to the Board of Directors at least once a year.

UPDATED: July, 2015; Rev. _____, 2018.

~~Section 1. To secure recognition as a local chapter, members of the Alumni Association living in the same geographical area shall submit to the board of directors a written application which includes:~~

- ~~1. a statement of the geographical area the chapter plans to cover, and~~
- ~~2. an organizational plan for the chapter, specifying the manner in which leadership will be chosen and records kept.~~

~~Section 2. Local chapters will choose chapter chairs to lead volunteers in chapter activities. Chapter chairs may serve a term of up to three years in length with a one-year extension if agreed upon by the chapter volunteers.~~

~~Section 3. The board may declare a chapter inactive if the chapter does not operate as specified in its organizational plan, does not recruit and install new leadership as specified in Section 2 above, or if it otherwise fails to organize alumni activities on a regular basis.~~

~~Section 4. Each chapter may designate one representative to vote on behalf of the chapter at meetings of the board of directors. In the event that more than one person purports to represent a chapter, the President of the Alumni Association will decide which person is entitled to vote on behalf of the chapter.~~

~~Section 5. The board of directors may recognize the existence of a new chapter or declare an existing chapter inactive at any meeting of the board of directors.~~

~~Section 6. All activities of any chapter shall be open to all alumni within the geographical area.~~

~~Section 7. Local chapters shall report on their activities to the board of directors at least once a year. Local chapters shall report discretionary spending of College funds to the board of directors and the College at least once a year.~~

~~Section 8. Where there are no organized local chapters, the board of directors and the alumni office shall encourage and assist in the formation of informal local groups.~~

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