

A DISCUSSION OF THE CHANGES PROPOSED TO THE
BYLAWS

Alumnae Association of Wilson College
Chambersburg, PA

It is a prudent governance practice to look at an organization's bylaws every so often and consider if they continue to address the issues of importance to the organization in a way that reflects the mission and current needs of the organization. With that in mind, AAWC President Mary Cramer convened this committee several years ago, and we began the process of reviewing what we had and identifying opportunities to refresh or change the contents. We are proposing a restatement of the existing bylaws, which will largely follow the format that our bylaws have had for years, with some tweaks and edits and a few new provisions.

We encourage all AAWC members to review the proposed restated bylaws for themselves. We are providing this discussion to highlight certain changes that are proposed and explain the reasoning behind the proposals.

Section 1.2.c. – Adding language to reflect the AAWC's role in supporting the College in its mission.

to preserve the unique traditions of the College while supporting the College's efforts to remain relevant and viable as an institution.

Section 2.1.e., Section 2.3, and elsewhere – Confirming that members may vote in certain situations electronically, and paving the way for participation in meeting electronically, in the future. The AAWC has allowed members for vote for slates of officers electronically for some time now, and its Executive Board meets regularly via conference call. As the technology becomes available on campus, we propose that the Board be authorized to allow expanded participation in meetings electronically and establish the rules that will govern same, to foster greater involvement of members in the activities of the AAWC even from afar. We present here one example of the language that appears in several places.

The Board may adopt and promulgate procedures to enable voting members to attend and participate in the meeting using electronic means (beyond using electronic means to cast a vote). The procedures that may be in place to allow electronic attendance and participation shall be distributed with the notice of the meeting. Those wishing to utilize such procedures must do so in accordance with any restrictions imposed and registration requirements that are a part of such procedures.

Section 2.2.b. – Adding non-alumnae Trustees (to non-alumnae faculty and administration) who are granted emerita/us status as honorary members of the AAWC.

Non-alumnae members of the College Trustees, faculty and administration granted emerita/us status shall become honorary members of the Association.

Section 2.3.a.1 through 4 – Establishing a timeline for notices of meetings to the membership and for the submission of formal motions or resolutions from the membership that will be introduced at the meeting, so that all can be informed of the business planned to come before the meeting and have the opportunity to review and consider the issues. The bylaws continue to provide for (and we continue to welcome) the introduction of new business from members at the meeting for discussion and consideration.

Printed and/or electronic notice of this meeting shall be distributed to the membership at least thirty (30) days prior to the meeting.

The printed and/or electronic notice shall describe the business matters, motions and resolutions that will be considered at the Annual Meeting.

A voting member participating in the meeting may raise new business matters at the meeting for discussion and consideration.

A voting member wishing to present a formal motion or resolution for discussion or consideration at the meeting must provide a copy of such motion or resolution to the Secretary with a copy to the President of the Board at least sixty (60) days prior to the meeting. The President and Secretary will include the proposed motion or resolution along with the other materials distributed in advance of the Annual Meeting, to enable members to give the matters their careful and thoughtful consideration in advance of the meeting.

Section 2.3.d., e. and f. – Establishing that the officers are to be elected by a simple majority of those casting their ballots at a meeting of the AAWC, and setting a quorum to conduct business at a meeting at 40 members. For many years, we have had a quorum requirement of 50 members to elect officers and to conduct business. Today, we are at a point where the classes that will be celebrating reunions marking anniversaries that would normally bring out a significant percentage of the class members are going to be from years when the College had very small classes. As the size of classes attending reunions very much determines how many members attend the AAWC's Annual Meeting during the reunion, we are approaching a period of years in which we anticipate lower attendance at reunions. We have never failed to have at least 50 members attend an Annual Meeting, but as we see the smaller classes now celebrating the reunions that typically are well-attended, we might fall short at some point in the near future. We propose moving to a simple majority of all votes cast (on paper ballots, electronically or in person) to elect officers, to assure that we always have officers and to enfranchise those we are allowing to vote without attending (who will be part of the simple majority). We further propose dropping the quorum from 50 to 40, a more realistic number for the foreseeable future.

The act of a majority of the members constituting a quorum for the meeting shall be sufficient for approval of those matters properly brought before the members. Officers of the Association shall be elected by a majority of the members casting their votes either by mail, electronically or at a meeting of the Association.

Forty (40) members of the Association shall constitute a quorum for the transaction of business at any meeting of the Association. The Board may adopt and promulgate procedures to enable voting members to attend and participate in a meeting using electronic means (beyond using electronic

means to cast a vote). Those utilizing such procedures in accordance with any restrictions and/or registration requirements to attend a meeting shall count toward the quorum for the meeting.

The act of a majority of the members constituting a quorum for the meeting shall be sufficient for approval of those matters properly brought before the members at the meeting, except when the bylaws specifically require a greater number of votes.

Section 3.3. – Adding clarity to the issue of terms of office and resetting the time a member must be off the Board in order to rejoin it. We are proposing that the AAWC continue with three-year terms of Board service or Officer service and a maximum of nine consecutive years of service overall in one stretch. We would allow a member to serve as an Officer twice in any particular office and permit a member to serve one additional term as an Officer (in a different office) in the nine consecutive years of service. This will enable a member interested in a leadership role in the AAWC to have the chance to gain some experience in different roles and allow for some continuity among the leaders. Generally, a member who has served on the Board or as an Officer for nine consecutive years will need to step down from such service for a period of one year before rejoining the leadership. This assures a break and opportunity for fresh leadership, but also allows members who want to remain active in the AAWC the reasonable opportunity to continue to do so. The exception to this will be that a member who has served as President of the Association must step away for three years when her nine years are up, giving new leadership the opportunity to manage the organization. Under the existing By-Laws, everyone is expected to step down for three years when their nine years are up.

Members of the Board and Nominating Committee shall serve a term of three (3) years and shall be eligible for re-election to any office on the Board or Nominating Committee, provided that members shall not exceed a term limit of nine (9) consecutive years.

Members of the Board who have been elected to be an officer of the Association may serve no more than two (2) three (3) year terms in any particular office.

Members of the Board who have been appointed as Chair of a standing committee may serve no more than two (2) consecutive three (3) year terms as the chair of a standing committee.

Members who have served more than half a term are considered to have served a full term in that office.

Members who have served consecutive terms to the maximum of nine (9) years shall not be eligible for re-election to any office on the Board or Nominating Committee for a period of one (1) year, except that if the member served as President of the Association during that nine (9) years of Board membership, said member shall not be eligible for re-election to any office on the Board or the Nominating Committee for a period of three (3) years.

Section 3.9. – Adding flexibility to the number of nominees to be identified for various positions in each year. The existing provision requires the names of at least 5 nominees for directors and one member of the Nominating Committee each year. This works if each member of the Board and the Nominating Committee always serves a full term. Once we have someone resign off-cycle, we confront years where we might need an extra nominee, or even one fewer, to maintain the required size of our Board or

Committee. We propose changing the mandate to the Nominating Committee to provide a sufficient number of nominees to maintain the membership levels needed for the Board/Nominating Committee.

Each year at the winter meeting of the Board, the Nominating Committee shall submit to the Board a slate for approval consisting of:

The names and biographies of at least five (5) a sufficient number of nominees to serve as Directors to assure there are the requisite number of Directors as established under Section 3.2 of these bylaws.

The name and biography of one (1) nominee to serve as Alumnae Trustee, which nominee shall have been previously approved by the Board of Trustees' Committee on Trusteeship.

The name and biography of one (1) nominee a sufficient number of nominees to serve as ~~an~~ elected members of the Nominating Committee to assure that there are the requisite number of members as established under Section 6.1.a. of these bylaws.

Section 3.10. – Clarifying that a vacancy for an Alumnae Trustee position is filled in the same way as other vacancies that might occur, with input from the Board of Trustees' Committee on Trusteeship. The existing provision intends for this to be the case, but the wording is not clear.

Vacancies occurring on the Board with the exception of the office of the President shall be filled by recommendation of the President of the Association in consultation with the Nominating Committee. Such recommendations are subject to Board approval prior to the candidate taking office. Each member so appointed shall serve for the unexpired portion of the term of the member being replaced, and until the member's successor is elected. In the event of a vacancy in the office of Alumnae Trustee, such vacancy shall be filled for the unexpired term by recommendation of the President of the Association in consultation with the Nominating Committee and shall fill the unexpired term subject to approval by the Board of Trustees' Committee on Trusteeship. In the event of a vacancy in the office of the President of the Association, the Vice President shall serve for the unexpired portion of the term.

Section 4.3.d. – Addressing the expense of having an external audit or review of our financial records, we propose that the Treasurer be charged with submitting the financial records to an independent auditing firm for a periodic review at least every 3 years, rather than annually. Our books are in good shape right now and we do not have very large balances in our accounts. We were advised by the accountant who performed our most recent periodic review that it really was not necessary to spend what these review cost with such frequency, under the circumstances. Rather than drop the requirement entirely, we propose doing this at least every 3 years.

The Treasurer, in conjunction with the ~~Director of Alumnae/i Relations~~ DAR and the Finance Committee, shall provide oversight of the management and disbursement of funds of the Association; shall ensure that the record of funds of the Association is maintained properly; shall ensure within sixty (60) days of fiscal year-end that all financial records are compiled and at least every three (3) years, submitted to an independent auditing firm in preparation for ~~the annual~~ a periodic review; shall supervise preparation of an annual budget for approval by the Board; and shall present periodic financial statements to the Board. The Treasurer shall serve

as the Chair of the Finance Committee and shall report at the Annual Meeting on the financial affairs of the Association.

Section 8.4. – Establishing where records pertaining to students who have attended and/or graduated from the College are maintained and the conditions under which the AAWC and its members and officers can have access to such information. The Alumnae/I Relations Office is organizationally part of the Office of Institutional Advancement at the College, and it and the AAWC use the records of Institutional Advancement to maintain contact with our members. As the area of data and privacy protection has become very regulated, we feel it is important to clarify that there may be restrictions and conditions attached to AAWC and members' access to the information.

The Office of Institutional Advancement, of which the Office of DAR is a part, maintains records pertaining to students who have attended and/or graduated from the College. Subject to protections for the privacy and confidentiality of this information under all applicable federal, state, local and foreign data privacy and/or protection laws (or similar legislative enactments) and/or regulations , and subject to the College's Information Confidentiality Policy as it may be promulgated from time to time by the Office of Institutional Advancement and the ARO and to any further restrictions an individual member of the Association may have requested with respect to their contact information, the Office of Institutional Advancement will provide access to the contact information of certain members of the Association to those members of the Association whose roles in the Association and as class officers requires that they have such access.