

CONSTITUTION OF THE REED COLLEGE ALUMNI ASSOCIATION

ARTICLE I

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 for one full year or more and who is not presently attending the college as an undergraduate shall be a member of this association.

Section 2. The president of this association shall confer honorary membership upon such persons as the board of directors shall select.

Section 3. Any member may withdraw from this association by giving written notice of resignation to the secretary.

ARTICLE IV Board of Directors

Section 1. The board of directors 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:

- a. Three officers: a president, a vice-president, and a secretary. 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 association for a term of three years, with five directors elected each year in three consecutive years.
- c. 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, from and by the members of this Association under the limitations set forth in Article V.
- f. The immediate past president of the Alumni Association.
- 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 to serve on the board for a term of one year.

Section 3. All terms of office shall begin July 1 following the election.

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

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;
3. failure of a director of the Alumni Association to attend (either in person or by telephone conference) a majority of the meetings of the full board held in a single year

b. In the event of a vacancy on the board of directors, the President shall 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 and until their successors are elected. One such trustee shall be elected each year by and from the members of this 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. No member of the Alumni Association shall serve as a member of the board of trustees for two consecutive terms as the official representative of the Alumni Association.

Section 2. In the event of any resignation or vacancy, the board of directors 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 trustees matters of interest to the Alumni Association.

ARTICLE VI Local Chapters

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 shall be responsible for recognizing local chapters according to standards set forth in the bylaws.

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 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 prior to June 1, that alumni board members, chapter leadership, board of trustees, incoming nominating committee members, college staff, and other college-affiliated individuals and groups are consulted, and that alumni 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.

Section 6. 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. 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 on or before April 1.

Section 7. Petitioners for each of the officer positions shall indicate the office for which they seek nomination. Those seeking one of the vacant at-large positions on the board of directors 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 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 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 director. 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 petitioners.

Section 10. Any member may require the alumni relations office 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 office in advance for all expenses incident to the mailing.

Section 11. All ballots must be received by the alumni relations office by May 24 in order to be counted. The supervision of the election and the counting of the ballots shall be by the board of directors. The nominees receiving the greatest number of votes for each office shall be elected. Candidates for the vacant at-large seats on the board of directors 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 board of directors shall elect the candidate from among the tied candidates.

ARTICLE VIII Amendments

Section 1. Amendments to this constitution may be proposed by a two-thirds vote of those present at any meeting of the board of directors. Such amendments shall be published as soon as practicable in a college publication sent to all members of the Alumni Association.

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

Section 3. If the alumni office receives written objections from 50 or more members of the Alumni Association within 30 days after publication in accordance with Section 1, a ballot of the members of the Alumni Association will be held. The board of directors shall supervise the balloting.

BYLAWS

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;
- 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 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, 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. All 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. Such a majority vote shall also signify the “consent” of the board consistent with the requirements of these bylaws.

ARTICLE VII Committees

Section 1. The president, with the consent of the executive committee, shall appoint members and chairs of the committees.

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.

ARTICLE VIII Meetings

There shall be an annual meeting of the Alumni Association at the time of the annual class reunions. At this meeting, the president of the Alumni Association will report on the activities of the association.

ARTICLE IX Recognition of Local Chapters

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:

- a. a statement of the geographical area the chapter plans to cover, and
- b. 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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