

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 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 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 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;
- 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;
- 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 term of four Board Years, by and from 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 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 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 terms of four Board Years on the Board of Directors. 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 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 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 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 made available to members of the Alumni Association prior to June 1, that Alumni Board members, 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 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. 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 procedure for proposing alternate nominees, will be 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 by the College on or before April 1.

Section 7. Petitioners for any officer, Alumni Trustee, or Chapter Director positions must indicate the position for which they seek nomination. Those seeking one of the vacant positions on the Board of Directors 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 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 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 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 candidate.

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

Section 11. All ballots must be received by the College 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 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 for which there are multiple seats available for a particular Director category 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. 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 College receives written objections from 50 or more members of the Alumni Association.

Section 3. If the College 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 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 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, 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. “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 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 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. Members 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 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.

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