

## **FREQUENTLY ASKED QUESTIONS**

### **Reed College Alumni Board Bylaw Changes**

#### **Is it true that the Alumni Board voted to remove all the chapter leaders from the Alumni Board when it met on June 8th?**

No. It is true that on June 8th the Alumni Board voted to make a number of changes to its constitution and bylaws in a proposed amendment. One of those changes involves no longer automatically allowing a representative from each recognized chapter to serve on the board, without any standardized term limits or without going through the nominations vetting process.

Instead, the amendment allows for three board seats reserved for “Chapter Directors,” who will have full voting privileges as board members, and one-year terms renewable up to three years. Chapter Directors will be nominated by a newly created Chapter Steering Organization, which will be self-governed by the chapters, with staff and financial support from the college. The nominations process and three-year term maximum for Chapter Directors is in line with existing At-Large Director nominations and service terms.

#### **Were there any other changes to the constitution and bylaws that the Alumni Board voted on?**

Yes. In addition to the changes specific to Chapter Directors, the amendment approved by the Alumni Board includes:

1. Creation of three committees in alignment with the College and other Alumni bodies (e.g., Alumni Fundraising for Reed). Committees will necessarily evolve as priorities evolve. Currently, the three committees include: The Committee for Young Alumni, The Diversity and Inclusion Committee, and the Reed Career Alliance.
2. Opening up membership on Board committees—including the Reed Career Alliance, the Committee for Young Alumni, and the Diversity and Inclusion Committees—to all Reed alumni, not just members of the Alumni Board.
3. Requiring all board members to serve on one of the Board committees, which annually set goals that are measurable.
4. The board now will be allowed to use email, the Internet, and other forms of technology for communication and voting (the old constitution specified that “print” communications be the only method to communicate).
5. Cleaning up language of the constitution and bylaws for consistency across governing documents.

#### **Why are these changes being made?**

Improving the functionality of the Alumni Board has been an identified issue for some time. In 2016, a professional independent survey was conducted of the entire Alumni Board, and the

results indicated that members wanted more organizational direction, better communication, and less duplication of service work.

As the Alumni Association grows and the needs of alumni evolve, the Alumni Board's work is also changing. It used to be the case that the board focused much of its work on Reunions and alumni programming at set events.

Now, the Alumni Board's work is multi-faceted. It is working to build stronger relationships with young alumni and ensure that the needs of alumni and other members of the Reed community from diverse, marginalized, and underrepresented groups are being identified, heard, and addressed through alumni networks.

### **Why aren't all chapters being included in these changes to the board?**

The chapters have always focused their efforts on the needs of, and engaging with, their local alumni. The chapter leaders spend a huge amount of effort working to emphasize work that is important to their local constituents. This might or might not align with the needs identified by the board for the larger alumni community.

The current structure allows for a good deal of time in the board meetings to focus on chapter activities. The proposed amendment will allow for overview updates from the three Chapter Directors and coordination with board committee projects, but otherwise allow the Chapter Steering Organization to focus on details about chapter events. Chapters will no longer be required to sit through board meetings regarding information that is not relevant to their activities, and vice versa.

By separating out a Chapter Steering Organization from the Alumni Board, the Alumni Board hopes that both entities will be more mission-driven, streamlined and efficient.

The Alumni Board, as well as staff of Alumni Programs, hope that these changes will strengthen the support for local chapters.

### **Does this mean that the chapter leaders no longer have a voice on the Alumni Board?**

Absolutely not. See below.

### **So, how will the chapter leaders continue to have a voice on the Alumni Board?**

The chapters will have their own steering organization, which will be made up of all of the chapter leaders. Out of that organization, the chapters will nominate representatives for three Chapter Director seats on the Alumni Board. These nominations will be submitted to the nominations committee in the same manner as other Director seats. **The three reserved**

**chapter seats will only be filled by chapter representatives.** If the Chapters do not nominate three representatives, the seats will remain unfilled.

### **What else can you tell me about that Chapter Steering Organization?**

Much is still to be determined—by the chapter leaders. The organization will be self-governed by chapter leaders, and they will be responsible for writing their own operating documents (if they choose to have any), and determining how best to serve the needs of chapter leaders and chapters. The Chapter Steering Organization also will take over the responsibility of recognizing new chapters, and decommissioning inactive chapters. Currently the expansion and contraction of new chapters is governed by the Alumni Board, posing limitations to how nimble this process can be, and causing barriers for chapters to smoothly evolve as concentrated areas of alumni build. The new amendment will allow the chapters to use their knowledge and assessment of what regions are best suited for chapter activities.

### **What else can you tell me about the support the chapter leaders will get?**

The Chapter Steering Organization will receive financial support and staff support from the college. The college has expressed commitment to helping the chapters succeed. And, of course, the three Chapter Directors on the Alumni Board can bring chapter matters to the attention of the full board, and collaborate with board committees.

### **How long have these changes been discussed?**

The Alumni Board, including the chapter representatives, have formally been discussing these changes, as well as other proposals, for a year and a half. The idea of the need for change and the decision to move forward formally was initially raised in June 2016.

- 2014-2015 Year The then Vice President of the Alumni Board chaired a group to review the constitution and bylaws and consider areas for update, need for consistency, and functioning.
- Fall 2015: The then President of the Alumni Board, during weekly phone meetings with the Director of Alumni Relations, started exploring the question of whether the Alumni Board was a good model of governance, after chairing the task force/committee on revising the Constitution and the bylaws. This led to a meeting of several past Presidents of the Alumni Board and the Director of the Alumni Relations, where they discussed the rapidly broadening scope of activities involving the alumni association, as well as whether the board's existing structure and function were adequate to meet the growth.
- January 2016: The most recent past president, put together a document with recommendations, based on input from multiple past presidents, on how we might organize volunteer efforts within the Reed alumni association in a way that can support the myriad of activities and the volunteers that are involved in said activities.

- June 2016: Joint decision between the then Executive Committee and Alumni Relations to consider putting the past president recommendations into action.
- Early 2017: an "alumni board self-assessment" was conducted by an external consultant, Doyle-White, where she sent every board member a survey with a few questions and conducted phone interviews with everyone who was available.
- May 2017: the then Executive Committee of the Alumni Board met in person with Alumni Programs staff and Doyle-White to review the survey results with respect to the past presidents' report on board structure and in light of the college's increased staff support for the Alumni Board and wish for greater alignment of board activity with needs and goals of college.
- June 2017 (Reunions board meeting): Doyle-White shared the findings of the board self-assessment with the board at large. The Executive Committee shared its proposal on the board restructure and conducted focus groups with board members to receive input and incorporate modifications.
- September 2017 (board meeting on campus): Doyle-White joined the board meeting again for a more in-depth discussion of the survey results. There were discussions about the proposed changes to the board structure (and related changes to the constitution/bylaws). It was determined that further input and discussion was needed before moving to a vote.
- November 2017: Discussed the proposal again with the entire board during the board meeting conference call.
- February 2018: The Executive Committee incorporated the feedback and sent out an updated version of the proposal. A dedicated conference call was conducted for discussion. Some board members wanted to submit new proposals of their own. The board decided to entertain new proposals until April 16, 2018. A working group was established to review all of the proposals and make tracked changes to the existing constitution and bylaws.
- Between February and April 2018: Four people submitted proposals.
- April 2018: Board discussed the new proposals and provided feedback. Authors of the proposals were invited to review/edit their proposal and send the new version to the working group. Working group reviewed the proposals with the constitution. It was decided to schedule the vote on the proposals in the June meeting.
- Between April and June 2018: The Executive Committee merged its proposal with two of the new proposals with the permission of the authors of those proposals, which resulted in a total of three proposals on the table to be voted on in June.
- June 2018 board meeting: Discussion took place before the vote, during which one of the authors of the proposals withdrew their proposal, leaving a remaining 2 proposals. 25 voting members were present. 20 people voted in favor of the proposal authored by the Executive Committee and 5 people voted for the other proposal. Amendments to the Constitution require a two-thirds vote of those present at a board meeting. They also need to be published to the alumni at large, and the amendments will take effect 30 days after publication, if the alumni office does not receive written objections from 50 or more alumni.

### **What was the vote tally that approved the amendment?**

Of the 25 voting members of the Alumni Board in attendance at the June 8 meeting, both in person and by telephonic appearance, 20 members voted in favor of the approved amendment and 5 members voted for another proposal (80% in favor). Of note, there were 8 chapter leaders present and therefore, a minimum of three voted in favor of the approved amendment.

### **What's the next step?**

The amendments have been published in the Reed Magazine September issue. The alumni at-large has the opportunity to write-in an opposition to the amendment within 30 days of publication (please send a letter to the Alumni Programs Office, Prexy, 3203 SE Woodstock Blvd, Portland, OR 97202 to be received by October 15). The amendment will take effect 30 days after publication unless 50 or more written objections are received:

### **Current Constitution**

#### ***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.*