

BYLAWS

STATEMENT OF EXPECTATION

As an Alumnae Association leader you are expected to familiarize yourself with the total contents of this Handbook. You are urged to master the sections of the Bylaws and the Manual as they pertain to your position and to give special attention to the Manual's General Policies section.

CERTIFICATE OF INCORPORATION
OF THE ALUMNAE ASSOCIATION
OF
RANDOLPH-MACON WOMAN'S COLLEGE, INCORPORATED

This is to certify that we do hereby associate ourselves to establish a corporation under and by virtue of Chapter 12 Title 13 of the Code of Virginia, 1950, for the purposes and under the corporate name hereinafter mentioned, and to that end we do, by this our certificate, set forth as follows:

1. The name of the corporation is to be Alumnae Association of Randolph-Macon Woman's College, Incorporated.

2. The name of the city wherein its principal office in this state is to be located is Lynchburg, Virginia.

3. Section 1. The Corporation is organized exclusively for charitable and education purposes, to promote the furnishing of pecuniary or other material aid to Randolph-Macon Woman's College, Lynchburg, Virginia and to promote the cultural and education interests of said College including the making of distributions to said College which is qualified as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954.

Section 2. The Corporation may solicit and receive funds and property by gift, transfer, devise or bequest and may administer and apply such funds and property only in the furtherance of the charitable and educational purposes setout in Section 1 hereof.

Section 3. Any provision of these Articles of Incorporation to the contrary notwithstanding, this Corporation is organized and shall at all times be operated exclusively for charitable and educational purposes, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this paragraph 3 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any of the other provisions in these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, and (b) by a corporation,

contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Revenue Law) and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

4. The maximum number of members of the Board of Directors who are to manage the affairs of the same shall be twenty-eight, at least 75% of whom shall be elected by the membership. The remaining directors shall be appointed by the Board. Vacancies in the Board of Directors shall be filled by a majority vote of the remaining members of the Board.

5. The names and residences of the members of the Board of Directors who are to manage its affairs for the first year of its existence are as follows:

6. The period for the duration of the corporation is unlimited.

7. The amount of real estate to which the corporation holdings shall be limited is 1000 acres.

8. Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Circuit Court of the City or County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

October 25, 1977 – Approved as amended by R-MWC Alumnae Association Board of Directors.

May 5, 1978 – Certificate as amended approved by the Commonwealth of Virginia State Corporation Commission.

RANDOLPH-MACON WOMAN'S COLLEGE

ALUMNAE ASSOCIATION

BYLAWS

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Submitted to the Executive Committee for study, February 7, 1981.

Revised by Bylaw Committee, April 6, 1981, from recommendations of the Executive Committee

Approved by Executive Committee May 14, 1981.

Approved by the Board of Directors August 15, 1981.

Adopted at Annual Meeting October 24, 1981.

Amendments approved at Annual Meeting September 20, 1985.

Amendments approved at Annual Meeting September 18, 1987.

Amendments approved at Annual Meeting September 24, 1989.

Amendments approved at Annual Meeting October 5, 1990.

Amendments approved at Annual Meeting October 4, 1991.

Amendments approved at Annual Meeting October 2, 1992.

Amendments approved at Annual Meeting September 10, 1993.

Revisions approved at Annual Meeting September 30, 1994.

Amendments approved at Annual Meeting September 22, 1995.

Amendments and revisions approved at Annual Meeting September 27, 1996.

Amendments and revisions approved at Annual Meetings September, 1997 and 1998.

Amendments and revisions approved at Annual Meeting September 1999.

Amendments and revisions approved at Annual Meeting September 2004.

Amendments and revisions approved at Annual Meeting September 2005.

Amendments and revisions approved at Annual Meeting September 2006.

ARTICLE I – PREAMBLE

- Section 1. Name. The name of this organization is the Alumnae Association of Randolph-Macon Woman's College.
- Section 2. Purpose. The mission of the Randolph-Macon Woman's College Alumnae Association is to support the College in its commitment to academic excellence and its motto *Vita Abundantior* by cultivating an active association of alumnae who are connected, informed, and actively involved in the life and work of the College.
- Section 3. Official Publication. The official publication is the Randolph-Macon Woman's College Alumnae Bulletin.
- Section 4. Funding. The funds for the annual operation of the Association come from the College by virtue of an agreement between the Alumnae Association and Randolph-Macon Woman's College, approved by the College Board of Trustees on April 18, 1980, as amended and re-enacted effective January 21, 1990.

(Agreement Attached)

ARTICLE II – MEMBERSHIP

Section 1. Classes of Membership. There shall be two classes of members, active and honorary. Only active members may vote, hold office and serve on the Board of Directors.

1.1. Active Members. An active member shall be any person who holds a degree from Randolph-Macon Woman's College, or who has completed at least one semester.

1.2. Honorary Members. Honorary membership shall be conferred on any person whose nomination is approved by three-fourths of the Board of Directors and by three-fourths of active members present at the annual meeting.

Section 2. Meetings. The annual meeting of the Association shall be held at the time and place of Alumnae Leadership Council. Thirty (30) active members shall constitute a quorum.

ARTICLE III – OFFICERS

- Section 1. Number. The officers of the Association shall be a President, a First Vice-President, a Second Vice-President and a Secretary. The Director of Alumnae shall serve as Treasurer.
- Section 2. Tenure. Elected officers shall serve three-year terms and may not succeed themselves. The President and Secretary shall be elected in the same year, and the Vice-Presidents in each successive year. Officers-elect shall assume office July first.
- Section 3. Election. Officers shall be elected from a slate prepared by the Nominating Committee and circulated along with a ballot in the winter issue of The Alumane Bulletin. A majority of votes cast shall constitute an election. Vacancies, with the exception of the office of President, shall be filled by the Board of Directors.
- Section 4. Duties. The duties of the officers shall be those commonly designated to the offices.
- 4.1. President. The President shall preside at all meetings of the Association and shall be a full voting member of the Board of Trustees of the College. She shall be an ex-officio member of all committees except the Nominating Committee.
- 4.2. First Vice-President. The First Vice-President shall supervise the work of District Directors. Should the office of President become vacant, she shall succeed thereto.
- 4.3. Second Vice-President. The Second Vice-President shall be responsible for the programs of Alumnae Leadership Council and Reunion. She shall appoint and chair a committee for this purpose.
- 4.4. Secretary. The Secretary shall act as recording and corresponding secretary for the Board of Directors, for the Executive Committee, and for the Annual Meeting of the Association.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Composition.

- 1.1. Voting Members. The Board of Directors shall consist of the elected Officers, District Directors, Alumnae Representatives to the Board of Trustees, Chairs of Standing Committees, General Chair of Alumnae Giving, Chair of Alumnae Admissions Representatives, and Members-at-Large. No member of the Board shall hold more than one office simultaneously
- 1.2. Ex-Officio Members. The Director of Alumnae and the Editor of The Alumnae Bulletin shall be ex-officio members. The immediate Past President shall be an ex-officio member for one year.

Section 2. Authority. The management of the Association is vested in the Board of Directors. It shall have power, unless otherwise provided, to fill vacancies in its membership. It shall appoint members of the Nominating Committee and shall every three years nominate a Chair whose name shall appear on the slate of officers to be elected.

Section 3. Meetings. The Board shall meet at least once a year. Other meetings may be called by the President or on written request of any three members filed with the Director of Alumnae. A majority of the voting members shall constitute a quorum.

ARTICLE V – ALUMNAE REPRESENTATIVES TO THE BOARD OF TRUSTEES

- Section 1. Qualifications. Two alumnae of at least five years standing shall serve as Alumnae Representatives to the Board of Trustees. No employees of the College or members of their families shall serve as Alumnae Representatives to the Board of Trustees.
- Section 2. Tenure. They shall be elected for three-year terms and may succeed themselves for one term. In each year that a President is not elected, the name of one candidate shall be submitted by the Nominating Committee according to the provisions in Article III, Section 3.
- Section 3. Duties. They shall serve as a liaison between the Alumnae Association and the Board of Trustees and on the Personnel Committee.
- Section 4. Procedure. They shall present to the Board of Trustees for its consideration matters referred to them through prescribed channels.
- 4.1. Chapters. A chapter wishing to present a matter for consideration by the Board of Trustees shall refer same to the Executive Committee, which in turn shall transmit, with its opinion as recorded by vote, the recommendation to the Alumnae representatives. In the event the Alumnae Representatives to the Board of Trustees do not approve a chapter recommendation, it shall be returned to the chapter within two weeks with a written statement of reasons for disapproval. The chapter may then obtain the endorsement of at least two other chapters, with a vote of approval of ten alumnae members of each, and return the recommendation to the Executive Committee. Any recommendation thus endorsed must be presented to the Alumnae Representatives to the Board of Trustees and through them to the Board of Trustees at its next meeting.
- 4.2. Annual Meeting. Any recommendation to the Board of Trustees voted on favorably at the Annual Meeting of the Association must be presented by the Alumnae Representatives to the Board of Trustees.

- 4.3. Individuals. Any alumnae wishing to present a matter for consideration by the Board of Trustees may do so through the Alumnae Representatives to the Board of Trustees.

ARTICLE VI – COMMITTEES

Section 1. Executive Committee.1.1. Composition.

- a. The Executive Committee of the Board of Directors shall consist of the Officers, Chairs of Standing Committees, Alumnae Representatives to the Board of Trustees, General Chair of Alumnae Giving, and Chair of Alumnae Admissions Representatives.
- b. The Director of Alumnae and Editor of The Alumnae Bulletin shall be ex-officio members. The Immediate Past President shall be an ex-officio member for one year.

1.2. Meetings. Meetings may be called by the President or on written request of any three members filed with the Director of Alumnae. A majority of the voting members shall constitute a quorum.

1.3. Duties.

- a. The Executive Committee shall transact the business of the Association in the interim between Board meetings.
- b. It may create standing and special committees.
- c. It shall set the time and place of Alumnae Council.
- d. It shall review the Association's annual budget proposed by the Director of Alumnae and make recommendations for change thereto.

Section 2. Standing Committees. Members and Chairs of standing committees, unless otherwise stipulated, shall be appointed by the Executive Committee for three-year terms. The Alumnae Director is responsible for contacting nominees for appointed positions.

2.1. Nominating Committee.

- a. Composition. The Nominating Committee shall consist of a Chair and six members. The members shall be appointed by the Board of Directors, two being appointed each year for three-year terms. The Board of Directors shall nominate a Chair to serve a three-year term. The Chair shall be a current or former member of the Committee. The candidate's name shall appear on the slate of officers to be elected.
- b. Duties. The Nominating Committee shall prepare the slate for the election of Officers, Alumnae Representatives to the Board of Trustees, District Directors, Chair of the Nominating Committee, and Members-at-Large. They shall present the name and qualifications of one nominee for each office to be filled. In preparation for the slate the Committee shall solicit recommendations from the Board of Directors, alumnae chapters, and through notice in The Alumnae Bulletin. In the case of the Nominating Committee Chair, the name of the candidate shall be supplied by the Board of Directors. The Nominating Committee, on request, may offer recommendations to the Committee Chairs and the Executive Committee for committee members, Alumnae Admissions Representatives, and all other positions. The Nominating Committee Chair is responsible for contacting nominees for elected positions and for bringing recommendations to the Executive Committee for filling vacancies in unexpired terms.

2.2. Bylaws Committee.

- a. Composition. The Bylaws Committee shall consist of a chair and two members, so appointed that the term of one shall expire each year.
- b. Duties. It shall examine the Bylaws each year, recommending any amendments deemed necessary, and shall consider amendments proposed by others as provided in Article IX.

2.3. Finance Committee.

- a. Composition. The Finance Committee shall be composed of a chair and two additional members. The outgoing Chair shall serve as ex-officio to the Committee for one year. There shall also be a Fund Manager, or broker, to facilitate investment transactions.
- b. Duties. The Finance Committee shall be responsible for the management of the Association's Special Funds.

2.4. Steering Committee of ABWA.

- a. Composition. The Steering Committee for the Alumnae of the Black Women's Alliance (ABWA), which includes all black alumnae of the College, shall consist of a chair and three members.
- b. Duties. The Committee shall encourage participation in the Association by black alumnae and shall promote networking between black alumnae and students and the recruitment and retention of black students, administrators and faculty at the College.

2.5. Personnel Committee.

- a. Composition. The Personnel Committee shall be composed of the two Alumnae Representatives to the Board of Trustees and the Alumnae Association President.

- b. Duties. The Personnel Committee shall participate in the annual evaluation of the Alumnae Director by the President of the College in May or at the time designated by the College President.

Section 3. Special Committees. Chairs and members of Special Committees shall be appointed by the Executive Committee for three-year terms, unless otherwise stipulated.

- 3.1. History of the College and Alumnae Association Committee. The History of the College and Alumnae Association Committee shall collect and preserve matter pertinent to the history of Randolph-Macon Woman's College and the Alumnae Association.
- 3.2. Lipscomb Library Committee. The Lipscomb Library Committee shall consist of six members, each serving a term of three years, two members retiring each year. The Librarian of the College shall be an ex-officio member. The committee shall encourage alumnae support of the Library and shall confer with the Librarian concerning the use of alumnae-related funds. It shall continue the work of developing three special collections: The Collection of Writings by Virginia Women, the R-MWC Collection (publications of faculty, alumnae and students of the College) and the College archives.
- 3.3. Mary's Garden Committee. The Mary's Garden Committee shall supervise the planting and maintenance of the garden.
- 3.4. Ways and Means Committee. The Ways and Means Committee shall raise funds for the Alumnae Association Special Funds Account.

ARTICLE VII – ASSOCIATION ORGANIZATION

- Section 1. District Directors. District Directors represent Regional districts arranged by the Board of Directors. Each district includes all members of the Association within its geographical limits.
- 1.1. Tenure. District Directors shall be elected for terms of three years and may not succeed themselves.
 - 1.2. Duties. They shall be responsible in their respective districts for assisting chapters and promoting new chapters. They shall represent the Association and further by every means the interests of the Association and the College.
- Section 2. Chapters. Chapters shall promote the cooperative efforts of alumnae.
- 2.1. Organization. Ten alumnae may organize and, upon recommendation of the First Vice-President and the Director of the District in which they are located, be registered as a chapter of the Alumnae Association of Randolph-Macon Woman's College.
 - 2.2. Responsibilities. Each chapter shall adopt Bylaws and register for tax-exempt status. A chapter shall meet at least twice a year and keep the Association informed of its activities by filing required reports. Chapters with bank accounts must file an annual report including a copy of the end-of-year bank statement with the Alumnae Office.

Section 3. Alumnae Admissions Representatives.

- 3.1. Chair. The Chair of Alumnae Admissions Representatives shall be appointed for a three-year term by the Executive Committee, in consultation with the Admissions Office. The appointment shall be approved by the President of the College and Board of Directors. She shall be responsible, in cooperation with both the Alumnae Office and the Admissions Office, for coordinating the work of the Alumnae Admissions Representatives.
- 3.2. Alumnae Admissions Representatives. Alumnae Admissions Representatives shall be appointed by the Alumnae Admissions Manager in consultation with the Admissions Office and the Director of Alumnae, and Chapter Presidents, where appropriate, to assist in the recruitment and selection of prospective students.

Section 4. Alumnae Giving Committee. The principal alumnae development representatives, who form the Alumnae Giving Committee, listed in Section 4.1 through 4.10, shall be appointed for three-year terms by the Executive Committee in consultation with the Development Office. The appointments shall be approved by the President of the College and the Board of Directors. They shall assist in the coordination of the fund-raising programs of the College.

- 4.1. The General Chair of Alumnae Giving. The General Chair of Alumnae Giving shall plan and direct, in cooperation with the Development Office, the alumnae development program. She shall be a member of the Executive Committee and the Board of Directors, and she shall coordinate the activities of the other alumnae representatives in Development.

- 4.2. R-MWC Annual Fund Chair. The R-MWC Annual Fund Chair shall plan and implement, in cooperation with the Development Office, the annual fund-raising program for unrestricted gifts and direct the activities of the Class Agents and Assistant Class Agents.
- 4.3. National Planned Giving Chair. The National Planned Giving Chair, in cooperation with the Development Office, shall plan and implement the College's program to encourage bequests, the establishment of life income agreements and other methods of planned giving. She shall direct the activities of the Planned Giving Representatives.
- 4.4. Vita Abundantior Club Chair. The Vita Abundantior Club Chair, in cooperation with the Development Office, shall coordinate activities designed to promote annual gifts of \$10,000 and more.
- 4.5. Tower Club Chair. The Tower Club Chair, in cooperation with the Development Office, shall coordinate activities designed to promote annual gifts between \$5,000 and \$9,999.
- 4.6. Ivy Club Chair. The Ivy Club Chair, in cooperation with the Development Office, shall coordinate activities designed to promote annual gifts between \$2,500 and \$4,999.
- 4.7. Conway Club Chair. The Conway Club Chair, in cooperation with the Development Office, shall coordinate activities designed to promote annual gifts between \$1,000 and \$2,499.
- 4.8. Young Conway Club Chair. The Young Conway Club Chair, in cooperation with the Development Office, shall coordinate activities designed to promote leadership gifts from alumnae less than a decade out of College.

- 4.9. National Reunion Gifts Chair. The National Reunion Gifts Chair, in cooperation with the Development Office, shall plan and direct the Reunion Giving Program.
- 4.10. Class Agents and Assistant Class Agents. At each reunion classes shall elect Class Agents and Assistant Class Agents to implement the annual fund and class reunion gift programs. Vacancies shall be filled by the R-MWC Annual Fund Chair, in cooperation with the Development Office.
- 4.11. Planned Giving Representatives. The National Planned Giving Chair, in consultation with the Development Staff, shall appoint Planned Giving Representatives for a three-year term. Ten to fifteen alumnae serve as Planned Giving Representatives, representing a range of class years, geographic regions and professional interests.

Section 5. Class Secretaries. At each reunion classes shall elect Class Secretaries. They shall collect items of interest about classmates and send pertinent information to the Editor of The Alumnae Bulletin. Vacancies shall be filled by the Director of Alumnae.

Section 6. Members-at-Large. Each year the Nominating Committee of the Association shall nominate a candidate to serve a three-year term as a Member-at-Large of the Board of Directors. Members-at-Large will provide leadership for special projects as designated by the Board of Directors.

Section 7. Director of Alumnae. The Director of Alumnae shall plan and coordinate alumnae activities designed to carry out the purpose of the Association. She shall be an ex-officio member of the Board of Directors and of all committees. She shall represent the Association on the Senior Staff and may be appointed to College committees by the President of the College.

7.1. The Director shall conduct the work of the Alumnae Office and be Associate Editor of The Alumnae Bulletin.

7.2. The Director shall serve as Treasurer of the Association.

- a. She shall have the authority to sign, execute, and deliver in her name on behalf of the Association, contracts of all kinds, including negotiable instruments of every sort. She is authorized to receive, collect, and receipt for all monies and securities due the Association from any source, from any estate or trust fund or from any executor, administrator, guardian, trustee, or person or corporation holding fiduciary office and to sign, execute, and deliver on behalf of the Association all proper, necessary, or required receipts, releases and other instruments of settlement therefor.
- b. She shall disburse all monies of the Association under the direction of the Executive Committee.
- c. She shall prepare the books of the Association for an annual review (compilation) by the firm which audits the books of the College.
- d. She shall present a report on the finances at meetings of the Executive Committee and of the Board of Directors, as well as at the annual business meeting of the Association. In addition, she shall circulate a copy of the annual financial report through The Alumnae Bulletin.

ARTICLE VIII – ALUMNAE LEADERSHIP COUNCIL

- Section 1. Purpose. Alumnae Leadership Council shall strengthen relations between the College and the Association by bringing alumnae leaders together on campus.
- Section 2. Composition. Council shall be composed of the Board of Directors, chairs and members of committees, Chapter Presidents, Class Secretaries and Agents, Planned Giving Representatives, Alumnae Giving Committee, Alumnae Admissions Representatives designated by the Admissions office, alumnae who are trustees and past presidents of the Association.
- Section 3. Arrangements. The Director of Alumnae shall appoint committees on arrangements and housing, and others deemed necessary.

ARTICLE IX - AMENDMENTS

- Section 1. Proposal. Amendments may be proposed by a chapter, a chair of a standing or special committee or a member of the Board of Directors.
- Section 2. Procedure. Proposed amendments shall be submitted to the Bylaws Committee for consideration. After an amendment has been formulated by the committee, it shall be presented to the Executive Committee and to the Board of Directors. If approved by both bodies, it shall then be sent by the Director of Alumnae to all members of Alumnae Council at least one month prior to the annual business meeting.
- Section 3. Adoption. An amendment may be adopted by a two-thirds vote of those alumnae attending the annual business meeting.

ARTICLE X - PROCEDURE

Except as otherwise provided in these Bylaws, Robert's Rules of Order, Revised Edition shall govern the procedures of all meetings of the Association, of the Board of Directors, and of all committees of these bodies. The term ex-officio shall be understood to denote "without vote."

ALUMNAE ASSOCIATION/BOARD OF TRUSTEES

Agreement between the Alumnae Association of Randolph-Macon Woman’s College, Inc., and Randolph-Macon Woman’s College to be presented for approval by the Randolph-Macon Woman’s College Board of Trustees at its meeting, April 18-19, 1980.

ORIGINAL AGREEMENT FROM OCTOBER 1958

At the October 25, 1958 meeting of the Board of Directors of the Alumnae Association of Randolph-Macon Woman’s College, Inc., an agreement was reached between the College and the Association under which

- 1958 { 1) every gift made to the College by an alumna will go into the Randolph-Macon Fund, which will combine the Development Fund and the Alumnae Fund. This contribution will entitle the alumna to a year’s subscription to the Alumnae Bulletin and voting membership in the Association. The gift may be unrestricted or designated for a particular project. The Development and Alumnae offices will also combine the appeals for funds, thereby doing away with duplication of effort and expense and with conflicting requests for money.
- 2) the College in return shall pay over an agreed amount annually to the Alumnae Association for its expense of operation without restriction as to use. This sum shall be the amount of the budget for the year accepted by the Board of Directors of the Alumnae Association and by the President of the College.

AMMENDED AGREEMENT FROM APRIL 1980

This agreement is hereby reaffirmed; with the following additional conditions adopted upon approval by the Board of Trustees of Randolph-Macon Woman’s College and the Executive Committee of the Board of Directors of the Alumnae Association of Randolph-Macon Woman’s College, Inc.:

- 1980 { 1) that in consideration for the monies raised by the Alumnae for the benefit of the College, the College agrees to provide certain paper work, including financial and disbursement services, for the Alumnae Office immediately upon, and only upon, the approval of the Director of the Alumnae Association.
- 2) for purposes of accounting and benefits only, the employees of the Alumnae Association shall be considered employees of the College but in all other respects, including but not limited to hiring, firing, terms of employment (including compensation), work assigned, they shall remain under the sole direction and control of the Executive Committee of the Board of Directors of the Alumnae Association and shall report and be accountable to said Committee.

These additional conditions may be terminated with thirty days written notice by either the College or the Alumnae Association.

Approved: R-MWC Board of Trustees – April 18, 1980

RESOLUTION FROM JANUARY 1990

WHEREAS, there is recognition by the College Administration and the Alumnae Association of Randolph-Macon Woman's College of the need to clarify the status of individuals working in the Alumnae Office; and

WHEREAS, there is agreement that the individuals should be considered employees of the College, but that the Alumnae Association should exercise jointly with the College Administration certain responsibilities in connection with the appointment of the Alumnae Director, as vacancies occur in that office, and with her annual evaluation; and

WHEREAS, the clarification of employee status and statement of shared responsibilities in connection with the appointment and annual evaluation of the Alumnae Director will require amendment of the agreement between the Alumnae Association of Randolph-Macon Woman's College, Inc. and Randolph-Macon Woman's College, approved by the Board of Trustees of the College at its meeting on April 18-19, 1980;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF RANDOLPH-MACON WOMAN'S COLLEGE;

- I. That the agreement hereinbefore described be and the same is hereby amended and re-enacted to read as follows:
 1. Every gift made to the College by an alumna will go into the Randolph-Macon Fund, which will combine the Development Fund and the Alumnae Fund. This contribution will entitle the alumna to a year's subscription to the Alumnae Bulletin and voting membership in the Association. The gift may be unrestricted or designated for a particular project. The Development and Alumnae offices will also combine the appeals for funds, thereby doing away with duplication of effort and expense and with conflicting requests for money.
 2. The College in return shall pay over an agreed amount annually to the Alumnae Association for its expense of operation without restriction as to use. This sum shall be the amount of the budget for the year accepted by the Board of Directors of the Alumnae Association and by the President of the College.
 3. Further, in consideration for the monies raised by the Alumnae for the benefit of the College, the College agrees to provide certain paper work, including financial and disbursement services, for the Alumnae Office immediately upon, and only upon, approval of the Director of the Alumnae Association.
 4. The Alumnae Director and all individuals working in the Alumnae Office shall be employees of the College. The Alumnae Director shall report directly to the President of the College.

5. In the event that the position of Alumnae Director becomes vacant, the search committee for her replacement shall include:
 - a. The President of the Alumnae Association or her designated representative;
 - b. Two other alumnae who are not also trustees; and
 - c. Such other persons as appointed by the President of the College.
 6. The President and the Chair of the Personnel Committee of the Alumnae Association, or their designated representatives, shall participate in the annual evaluation of the Alumnae Director by the President of the College.
- II. That the President of the College be, and she is hereby authorized and directed to execute the amended agreement on behalf of the College;
- III. This agreement so executed on behalf of the College became effective when authorized by the Executive Committee of the Association at its meeting on January 21, 1990.