

# Randolph Macon Woman's College Alumnae Association

## Q&A About the Annual Meeting and Voting

### **Q: Why did I receive this Proxy?**

**A:** By now you should have received a letter from Emily Gill Mills '79, Alumnae Association President, explaining the recent actions of the Board of Directors of the Alumnae Association of Randolph-Macon Woman's College. The Board has voted to present to the membership of the Association a proposal to amend the Articles of Incorporation and the Bylaws to change the name of the Association and to make other necessary changes to align the Association with the new direction of the College. The resolution recognizes the change in the College's admissions policy and the change in the College's name, welcomes future alumnae/i of Randolph College as members of the Association, and proposes that the name be changed to reflect the history of alumnae past, present, and future. The new name of the Association, as proposed in the resolution, would be the "Randolph-Macon Woman's College and Randolph College Alumnae/Alumni Association."

As alumnae of the College, you are members of the Alumnae Association and therefore have a right to vote on this important matter. We encourage you to attend the meeting and vote in person. However, you do not need to attend the Annual Meeting to vote. You may vote via Proxy by marking, signing and returning the enclosed Proxy form.

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### **Q: What materials are included in this mailing?**

**A:** In this mailing you are receiving the following materials:

- Notice of the Annual Meeting on September 20; letter from the current Alumnae Director
  - Letter from past Alumnae Presidents of the Alumnae Association and a former Alumnae Director
  - Proxy form
  - Proposed resolution on which you are asked to vote
  - Stamped return envelope
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### **Q: What am I voting on?**

**A:** You are voting to approve the proposed resolution which:

- Confirms the Association's continued support of Randolph College - founded as Randolph-Macon Woman's College
- Changes the name of the Association to "Randolph-Macon Woman's College and Randolph College Alumnae/Alumni Association"
- Amends the Association's Articles of Incorporation and Bylaws as set forth in the resolution.

You may vote either FOR the resolution or AGAINST the resolution. Since the majority of the Board of the Alumnae Association voted in favor of the resolution, the Board recommends that you vote FOR the resolution.

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## **Randolph Macon Woman's College Alumnae Association**

### **Q: How will my vote be cast?**

**A:** By signing the Proxy form, you are authorizing and directing a Proxy Committee, consisting of Mary Martin Davis Bowen '57 and Randall Johnson Watts '77, to cast your vote for you. Either one of them may act on your behalf. Whether you vote FOR or AGAINST the resolution, your Proxy vote will be counted exactly as you direct.

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### **Q: How did this resolution come about?**

**A:** Over the past two years, there has been considerable controversy over the future direction of the Alumnae Association. There are many who want the Association to go forward as an inclusive organization which honors the traditions of the past while recognizing the changes that have been made in the College's name and admissions policy. But there are others who want to sever the connection between the Association and the College. Because of the divergent opinions among alumnae, even among Alumnae Association Board members, it has been difficult to move forward with the mission of the Association. It became apparent that the ultimate decision regarding the future of the Association should be put into the hands of the Alumnae for a deciding vote. As such, the Alumnae Association President and the Alumnae Director drafted a proposed resolution similar to the one being voted on in this Proxy. This draft was then reviewed, modified and later approved by the Bylaws Committee of the Association.

Members of the Bylaws Committee are:

- Ann Verbeke Richards '58, Chair of the Bylaws Committee,
- Muriel Zimmerman Casey '53, former Alumnae Director,
- Becky Rawls Habel '73, and
- Randall Johnson Watts '77, ex-officio member; former chair of the Bylaws Committee.

The proposal was subsequently reviewed by the Alumnae Association's attorney, James R. Richards. The Bylaws Committee Chair presented the resolution to the Alumnae Board for a vote. The Executive Committee of the Alumnae Board approved the resolution on July 17, 2008, and the full Board approved it on August 1, 2008.

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### **Q: Has the President of Randolph College been involved in the process?**

**A:** The President of the Alumnae Association and the Alumnae Director presented the draft language to President John E. Klein. He confirmed that if the resolution passes, the Association will continue to have the full support of the College.

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## **Randolph Macon Woman's College Alumnae Association**

**Q: The Proxy also requests a vote regarding “other matters.” Why is this vote required?**

**A:** During the September 20, 2008 Annual Meeting, other matters may be brought to the floor in addition to the resolution. In order for your voice to be heard on any other matters that may arise, you may grant your Proxy to the Proxy Committee to vote on these matters on your behalf. You may grant them the right to vote your Proxy by indicating AUTHORITY GRANTED or you may select AUTHORITY WITHHELD.

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**Q: Why can we vote on this proposal by Proxy when, previously, attendance at the Annual Meeting was required to vote?**

**A:** Under Virginia law, members of corporations such as the Alumnae Association have the right to vote on any amendments to the Articles of Incorporation. Also, since this is such an important issue for this Association, the use of Proxy voting is very beneficial as it allows all voices to be heard on this matter. This opportunity and right to vote should be taken very seriously and be exercised after careful consideration.

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**Q: What vote is required to pass this resolution?**

**A:** An amendment to the Articles of Incorporation requires the affirmative vote of two-thirds of the votes cast to pass. Therefore, your vote matters.

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**Q: What happens if the resolution passes?**

**A:** If the resolution passes, the Alumnae Association Board will have a clear charge from our alumnae that they wish to move forward in a positive way supporting both the College and all alumnae/i of the College, past, present and future. We will change the name of the Association to “Randolph-Macon Woman's College and Randolph College Alumnae/Alumni Association,” and the name of the Alumnae Bulletin will change to “Bulletin of Randolph-Macon Woman's College and Randolph College Alumnae/Alumni Association.”

The Association will continue to connect alumnae to alumnae, alumnae to students, and alumnae to the College as it has done since its inception.

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**Q: What happens if the resolution fails?**

**A:** If the resolution fails, the Alumnae Association of Randolph-Macon Woman's College, Inc. will have an uncertain future. Failure of the Association to be inclusive of all alumnae/i could lead to withdrawal of the College's financial support and the separation of the Association from the College, leaving the Association without funding or staff to manage the programming, Bulletin, or Reunions. Since the underlying foundation and purpose of the Association is to support the College, the College has provided assistance to the Alumnae Association, and this may be withdrawn if the Association no

## **Randolph Macon Woman's College Alumnae Association**

longer supports the College's goals. The lack of direction from alumnae will exacerbate tensions among alumnae, encourage greater division, and lead to groups of alumnae following divergent paths, as has been the case over the last two years.

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**Q: I have heard some alumnae say that Randolph-Macon Woman's College and Randolph College are different entities. Is this true?**

**A:** No. Randolph-Macon Woman's College and Randolph College are the same entity. As a matter of Virginia law, the change of the College's name and the decision to admit men did not create a new entity. References to Randolph-Macon Woman's College in the Association's organizational documents now refer to Randolph College. The Association's lawyer, James R. Richards, of Petty, Livingston, Dawson & Richards in Lynchburg, has issued a written opinion to the President of the Association confirming this. The full text of the opinion letter may be found at the Association's website, and an extract is set forth below:

“ . . . it is our opinion that the entities [Randolph-Macon Woman's College and Randolph College] are one and the same. The existing Randolph-Macon Woman's College merely changed its name by amendment to its articles of incorporation to Randolph College Incorporated. As such, the entity has remained the same.

“In addition, as the Association was incorporated with the purpose of promoting and furnishing pecuniary and other material aid to Randolph-Macon Woman's College it is also our opinion that the Association's purpose cause is still valid.”

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**Q: Why is the new name so long?**

**A:** It is imperative that the name of the Alumnae Association honors the history and heritage of R-MWC while also being inclusive of alumni of Randolph College. The revised name indicates that the Association will be inclusive of all alums, past, present and future.

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**Q: Is it true that in a couple of years you will take R-MWC out of the name all together?**

**A:** Absolutely not. The goal of the Association will always be to honor and preserve the traditions of the past while recognizing the changes that have been made in the College's name and admissions policy.

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**Q: I have heard this characterized as a merger – is that correct?**

**A:** Characterization of the impact of the proposed resolution as a “merger” is entirely inappropriate and misleading. As clearly outlined in the proposed resolution, the Board is proposing a name change for our existing Association, as well as reaffirming our current mission of supporting the College.

## Randolph Macon Woman's College Alumnae Association

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### **Q: How do I vote?**

**A:** You may vote using one of the following two methods:

- By Proxy form. Be sure to sign and date the form and return it in the envelope provided.
- In person at the Annual Meeting.

Because we do not have the proper controls to handle electronic voting, you may not vote by internet or email.

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### **Q: What if I sign and date my Proxy form but do not cast a vote - how will my vote be counted?**

**A:** If you sign, date and return your Proxy form but do not cast a specific vote FOR or AGAINST the resolution, the Proxy Committee will cast your vote FOR the resolution.

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### **Q: What can I do if I change my mind after I submit my Proxy?**

**A:** You may revoke your Proxy at any time before it is voted at the Annual Meeting by contacting the Alumnae Office at (434)947-8102 to request another form and returning it in sufficient time for it to be counted.

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### **Q: Who will count the votes?**

**A:** Representatives of BMS Direct, Inc. will tabulate the votes, and there will be an Inspector of Elections. BMS Direct is a nationwide company based in Lynchburg that has been providing fulfillment and distribution services for over 32 years.

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### **Q: How do I know my vote will be fairly counted?**

**A:** Each Proxy has a unique bar code assigned to each alumna. Bar codes on Proxy forms will be scanned and votes recorded electronically. This process assures that each vote submitted will be counted, and that no alumna's vote is counted more than once.

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### **Q: I am concerned that alumnae who previously instructed the College to take them off the mailing list may not have the opportunity to vote. Will they receive Proxies?**

**A:** All alumnae for whom we have valid addresses will receive a Proxy and have the opportunity to vote, even alumnae who requested to have their names deleted from the mailing list after the coed decision.

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## **Randolph Macon Woman's College Alumnae Association**

### **Q: What is the quorum required for the Annual Meeting?**

**A:** As written in the Alumnae Association Bylaws, Article II - Section 2. Meetings, "The Annual Meeting of the Association shall be held at the time and place of Alumnae Leadership Council. Thirty active members shall constitute a quorum."

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### **Q: Who can attend the Annual Meeting?**

**A:** All members of the Alumnae Association may attend the Annual Meeting. If you wish to revoke your previously submitted Proxy and vote in person, you must present proof of identity so that the vote can be properly recorded by the Inspector of Elections.

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### **Q. I have heard that there may be another Proxy disseminated by those who oppose this resolution. How do I know I am voting the right Proxy and am casting the right vote?**

**A.** You will know that you are voting the official Proxy if you see the names Mary Martin Davis Bowen and Randall Johnson Watts as the members of the Proxy committee listed at the top of the Proxy. You will also see that the Proxy, along with all other official communications contains the 2500 Rivermont address at the bottom of the document. Once you have determined that you indeed have the official Proxy then go to section 1 and vote "for the resolution" which is box A and in section 2 vote to "grant authority" which is also box A. You should then return your completed Proxy in the stamped envelope, which will be addressed to BMS Direct Inc, a nationwide company based in Lynchburg that will be assisting in tabulating the votes.