

**Notice of Annual Meeting of Randolph-Macon Woman's College
Alumnae Association**

Date: Saturday, September 20, 2008
Time: 1:00 p.m. – 3:00 p.m.
Place: Smith Hall Theatre, Smith Memorial Building
**Purpose: Vote on Resolution to Amend the Articles of Incorporation
and Bylaws**

Vote requested by attendance at the meeting or by Proxy

August 15, 2008

Dear R-MWC Alumnae:

The Board of Directors of the Alumnae Association of Randolph-Macon Woman's College 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 proposed changes are outlined in detail in the full text of the resolution (enclosed) which will be voted upon at the Annual Meeting on September 20, 2008. You are receiving this letter and these Proxy materials (page 11) so that you are fully informed about the proposed resolution and about the ways in which you can let your voice be heard on this issue.

The proposed resolution:

- 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 **background**, 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. Since this controversy is best resolved by putting the decision into your hands as alumnae of the College, the President of the Association Board and I initially drafted a resolution, similar to the one being voted upon in this Proxy, for consideration by the Bylaws Committee of the Association. The draft was then reviewed, modified, and later approved by the Bylaws Committee. 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.

As provided for in our governance processes, the Bylaws Committee then presented the resolution to the Executive Committee and to the Alumnae Board for a vote. The Executive Committee of the Board approved the resolution on July 17, 2008, and the Board approved it by majority vote on August 1, 2008. Since the majority of the members of the Alumnae Board approved the resolution, the **Board recommends that you vote FOR the resolution.**

There are real consequences to this vote. If the resolution passes, the Alumnae Association Board will have a clear charge from alumnae that you 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 has been done since its inception.

On the other hand, 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 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.

So please let your voice be heard regarding this important decision.

You may vote in one of two ways. You may vote by attending the Annual Meeting and casting your vote in person. Or you may vote by Proxy by marking, signing, and sending in the enclosed Proxy form. Under Virginia law, all members of corporations such as the Alumnae Association have the right to vote on any amendments to the Articles of Incorporation. As alumnae of R-MWC, you are members of this Association and therefore have the right to vote by Proxy. I encourage you to take advantage of this right and responsibility to vote on this critical issue. If you have questions, I refer you to the enclosed Q&A document.

An amendment to the Articles of Incorporation requires the affirmative vote of two-thirds of the votes cast to pass. Therefore, your vote is critical. Votes will be counted up to the time of the Annual Meeting. But to ensure your vote is received in a timely fashion, **I encourage you to return your Proxy as soon as possible, to arrive no later than September 16, 2008.**

To give all alumnae confidence that the vote will be counted fairly with no bias toward any position, an outside firm has been engaged to count the votes. Each Proxy has a unique bar code which has been assigned to each alumna to ensure that every vote submitted is counted, and that no alumna’s vote can be counted more than once.

Having worked in the Alumnae Office for seventeen years, I have personally experienced with many of you the joy you feel when you return to campus for Reunion and the joy of meeting new friends and reconnecting with life long friends at chapter meetings. I have, like you, been touched by those times when you establish a special connection with a current student and then are motivated to make a difference in the lives of students through your financial contributions, and more. Our Alumnae Association facilitates these connections and, in turn, the Association benefits from the College’s significant support for staffing, programming, and the Alumnae Bulletin. **Please join me in voting FOR the resolution so that these connections will continue.**

Sincerely,



Heather Ayers Garnett '86, Alumnae Director

Randolph-Macon Woman's College Alumnae Association

August 7, 2008

Dear Friends in the Alumnae Association,

The past two years have been difficult for all of us – with many of us troubled by the decision by our College to go coed. Harsh words have been spoken, friends have been divided and the future of an institution we all know and love has been threatened.

But spending time trying to discover and unravel what led up to the decision is not time well spent. Instead – let us try to go on from here. The one thing we all have in common is our love for the institution that we attended. Young women and young men now walk the halls, the same halls we fell in love with and want to see future students enjoy.

As the College moves forward in its new form, we will still be educating young women. We will be making the differences in their lives that we felt when we were on campus. We will be providing the opportunities that you and I know come from our special kind of education.

Some who oppose this resolution want to break the link between the alumnae community and Randolph College. As past Presidents of the Alumnae Association and as a former Alumnae Director, we are writing to you because we are not willing to see that happen. We want Randolph College to thrive and keep making a difference for young people – the way it did for us. And the one way that we can stay connected to the College AND to each other, is through the Alumnae Association.

To that end, we urge you to vote in favor of the resolution which changes the name of the Association to “Randolph-Macon Woman's College and Randolph College Alumnae/Alumni Association” and welcomes future alumnae/i of Randolph College.

The College needs us. Your support for the Alumnae Association allows the Association to continue to work, just as it always has, not only to keep us together, but to help the College move ahead in the century to come. After all, we are the only ones who can pass on our traditions, our values, and our love for our *alma mater*.

Sincerely,

Cissy Graves Davidson '35, Alumnae Association President, 1951-1953

Mary Cannon Quick '48, Alumnae Association President, 1973-1976

Betty Jo Fite Hays '59, Alumnae Association President, 1982-1985

Lynn Hume Stuart '60, Alumnae Association President, 1988-1991

Carolyn Burgess Featheringill '69, Alumnae Association President, 1991-1994

Mary Martin Davis Bowen '57, Alumnae Association President, 1997-2000

Diane “Misty” Matthews Walker '74, Alumnae Association President, 2003-2006

Muriel Zimmerman Casey '53, Alumnae Director, 1972-2003, 2005-2006

This is an official publication of the Alumnae Office, 2500 Rivermont Avenue, Lynchburg, VA 24503

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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.

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
 - Questions and Answers
 - Proxy form
 - Proposed resolution on which you are asked to vote
 - Stamped return envelope
-

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.

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.

Randolph-Macon Woman's College Alumnae Association

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 Board approved it by majority vote on August 1, 2008.

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 have the full support of the College.

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.

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.

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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Randolph-Macon Woman's College Alumnae Association

Q: What happens if the resolution passes?

A: If the resolution passes, the Alumnae Association Board will have a clear charge from alumnae that you 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.

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 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.

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."

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.

Randolph-Macon Woman's College Alumnae Association

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.

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.

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.

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.

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 a Proxy?

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.

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."

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.

RESOLUTION OF
ALUMNAE ASSOCIATION OF RANDOLPH-MACON
WOMAN'S COLLEGE

Whereas, the mission of the Association has been to support Randolph-Macon Woman's College in its commitment to academic excellence and its motto *Vita Abundantior*;

Whereas, the Association has carried out its mission by providing an active association through which the College's alumnae are connected to each other and the College by keeping the alumnae informed and involved in the life and work of the College and by helping to preserve and honor its history and traditions and by assisting the College in soliciting financial donations and other gifts of time and service;

Whereas, we recognize the strength of the College is founded on its historic commitment to academic excellence, and the strong bonds that its alumnae have forged and sustained for over 100 years;

Whereas, we acknowledge that in the face of increasing challenges to the recruitment and retention of students and in order to place the College on a financially stable foundation, the College has revised its admission policy to admit men as well as women and has changed its name to Randolph College;

Whereas, we recognize that the changes having sparked discussion, debate, and discord we feel it is now time for members of the Association to heal the divisions and come together and help confront and overcome the existing challenges; and

Whereas, we believe that the Association continues to have an important role in the life of the College, and its mission will best be served by maintaining its existing connections with the College:

Now, therefore, be it resolved that:

The mission of the Association shall continue to be to:

- Support the College - Randolph College which was founded as Randolph-Macon Woman's College.
- Welcome alumnae/i, both women and men, as members of the Association.
- Maintain and strengthen the links between the Association, the Alumnae and future College generations.
- Keep existing Alumnae connected to the life and work of the College as it meets the challenges of the future.

Further resolved that:

The name of the Association shall be changed to *Randolph-Macon Woman's College and Randolph College Alumnae/Alumni Association*.

Randolph-Macon Woman's College Alumnae Association

Further resolved that:

The Articles of Incorporation shall be amended as follows:

(a) Paragraph 1 of the Articles of Incorporation shall be amended to read in its entirety as follows:

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

(b) Section 1 of Paragraph 3 of the Articles of Incorporation shall be amended to replace the words “Randolph-Macon Woman's College” with the words “Randolph College”,

Further resolved that:

The Bylaws shall be amended as follows:

(a) Article I, Section 1 of the Bylaws shall be amended to read in its entirety as follows:

“Section 1. Name. The name of this organization is Randolph-Macon Woman's College and Randolph College Alumnae/Alumni Association, Incorporated, which is referred to in these Bylaws as the Association or the Alumnae Association.”

(b) Article 1, Section 2 of the Bylaws shall be amended to replace the words: “Randolph-Macon Woman's College Alumnae Association” with the words “the Association”.

(c) Article 1, Section 3 of the Bylaws shall be amended to read in its entirety as follows:

“Section 3. Official Publication. The official publication is the Bulletin of Randolph-Macon Woman's College and Randolph College Alumnae/Alumni Association”

(d) References in the Bylaws to “Randolph-Macon Woman's College” shall be replaced with a reference to “Randolph College.”