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PROPOSED BYLAW CHANGES  
2018-2021 SLATE NOMINEES

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# DISCUSSION OF PROPOSED CHANGES TO THE BYLAWS

It is a prudent governance practice to look at an organization's bylaws every so often and consider if they continue to address the issues of importance to the organization in a way that reflects the mission and current needs of the organization. With that in mind, AAWC President Mary Cramer convened this committee several years ago, and we began the process of reviewing what we had and identifying opportunities to refresh or change the contents. We are proposing a restatement of the existing bylaws, which will largely follow the format that our bylaws have had for years, with some tweaks and edits and a few new provisions.

We encourage all AAWC members to review the proposed restated bylaws for themselves. You can access the existing bylaws and can find the complete proposed restatement at [www.wilson.edu/alumnae-association](http://www.wilson.edu/alumnae-association). We are providing this discussion to highlight certain changes that are proposed and explain the reasoning behind the proposals.

Section 1.2.c. – Adding language to reflect the AAWC's role in supporting the College in its mission.

**to preserve the unique traditions of the College while supporting the College's efforts to remain relevant and viable as an institution.**

Section 2.1.e., Section 2.3, and elsewhere – Confirming that members may vote in certain situations electronically, and paving the way for participation in meeting electronically, in the future. The AAWC has allowed members for vote for slates of officers electronically for some time now, and its Executive Board meets regularly via conference call. As the technology becomes available on campus, we propose that the Board be authorized to allow expanded participation in meetings electronically and establish the rules that will govern same, to foster greater involvement of members in the activities of the AAWC even from afar. We present here one example of the language that appears in several places.

**The Board may adopt and promulgate procedures to enable voting members to attend and participate in the meeting using electronic means (beyond using electronic means to cast a vote). The procedures that may be in place to allow electronic attendance and participation shall be distributed with the notice of the meeting. Those wishing to utilize such procedures must do so in accordance with any restrictions imposed and registration requirements that are a part of such procedures.**

Section 2.2.b. – Adding non-alumnae Trustees (to non-alumnae faculty and administration) who are granted emerita/us status as honorary members of the AAWC.

**Non-alumnae members of the College Trustees, faculty and administration granted emerita/us status shall become honorary members of the Association.**

Section 2.3.a.1 through 4 – Establishing a timeline for notices of meetings to the

membership and for the submission of formal motions or resolutions from the membership that will be introduced at the meeting, so that all can be informed of the business planned to come before the meeting and have the opportunity to review and consider the issues. The bylaws continue to provide for (and we continue to welcome) the introduction of new business from members at the meeting for discussion and consideration.

**Printed and/or electronic notice of this meeting shall be distributed to the membership at least thirty (30) days prior to the meeting.**

**The printed and/or electronic notice shall describe the business matters, motions and resolutions that will be considered at the Annual Meeting.**

**A voting member participating in the meeting may raise new business matters at the meeting for discussion and consideration.**

**A voting member wishing to present a formal motion or resolution for discussion or consideration at the meeting must provide a copy of such motion or resolution to the Secretary with a copy to the President of the Board at least sixty (60) days prior to the meeting. The President and Secretary will include the proposed motion or resolution along with the other materials distributed in advance of the Annual Meeting, to enable members to give the matters their careful and thoughtful consideration in advance of the meeting.**

Section 2.3.d., e. and f. – Establishing that the officers are to be elected by a simple majority of those casting their ballots at a meeting of the AAWC, and setting a quorum to conduct business at a meeting at 40 members. For many years, we have

had a quorum requirement of 50 members to elect officers and to conduct business. Today, we are at a point where the classes that will be celebrating reunions marking anniversaries that would normally bring out a significant percentage of the class members are going to be from years when the College had very small classes. As the size of classes attending reunions very much determines how many members attend the AAWC's Annual Meeting during the reunion, we are approaching a period of years in which we anticipate lower attendance at reunions. We have never failed to have at least 50 members attend an Annual Meeting, but as we see the smaller classes now celebrating the reunions that typically are well-attended, we might fall short at some point in the near future. We propose moving to a simple majority of all votes cast (on paper ballots, electronically or in person) to elect officers, to assure that we always have officers and to enfranchise those we are allowing to vote without attending (who will be part of the simple majority). We further propose dropping the quorum from 50 to 40, a more realistic number for the foreseeable future.

**The act of a majority of the members constituting a quorum for the meeting shall be sufficient for approval of those matters properly brought before the members. Officers of the Association shall be elected by a majority of the members casting their votes either by mail, electronically or at a meeting of the Association.**

**Forty (40) members of the Association shall constitute a quorum for the transaction of business at any meeting of the Association. The Board may adopt and promulgate procedures to enable voting members to attend and partici-**

pate in a meeting using electronic means (beyond using electronic means to cast a vote). Those utilizing such procedures in accordance with any restrictions and/or registration requirements to attend a meeting shall count toward the quorum for the meeting.

The act of a majority of the members constituting a quorum for the meeting shall be sufficient for approval of those matters properly brought before the members at the meeting, except when the bylaws specifically require a greater number of votes.

Section 3.3. – Adding clarity to the issue of terms of office and resetting the time a member must be off the Board in order to rejoin it. We are proposing that the AAWC continue with three-year terms of Board service or Officer service and a maximum of nine consecutive years of service overall in one stretch. We would allow a member to serve as an Officer twice in any particular office and permit a member to serve one additional term as an Officer (in a different office) in the nine consecutive years of service. This will enable a member interested in a leadership role in the AAWC to have the chance to gain some experience in different roles and allow for some continuity among the leaders. Generally, a member who has served on the Board or as an Officer for nine consecutive years will need to step down from such service for a period of one year before rejoining the leadership. This assures a break and opportunity for fresh leadership, but also allows members who want to remain active in the AAWC the reasonable opportunity to continue to do so. The exception to this will be that a member who has served as President of the Association must step away for three

years when her nine years are up, giving new leadership the opportunity to manage the organization. Under the existing By-Laws, everyone is expected to step down for three years when their nine years are up.

Members of the Board and Nominating Committee shall serve a term of three (3) years and shall be eligible for re-election to any office on the Board or Nominating Committee, provided that members shall not exceed a term limit of nine (9) consecutive years.

Members of the Board who have been elected to be an officer of the Association may serve no more than two (2) three (3) year terms in any particular office.

Members of the Board who have been appointed as Chair of a standing committee may serve no more than two (2) consecutive three (3) year terms as the chair of a standing committee.

Members who have served more than half a term are considered to have served a full term in that office.

Members who have served consecutive terms to the maximum of nine (9) years shall not be eligible for re-election to any office on the Board or Nominating Committee for a period of one (1) year, except that if the member served as President of the Association during that nine (9) years of Board membership, said member shall not be eligible for re-election to any office on the Board or the Nominating Committee for a period of three (3) years.

Section 3.9. – Adding flexibility to the number of nominees to be identified for various positions in each year. The existing provision requires the names of at least 5 nominees for directors and one member of the Nominating Committee

each year. This works if each member of the Board and the Nominating Committee always serves a full term. Once we have someone resign off-cycle, we confront years where we might need an extra nominee, or even one fewer, to maintain the required size of our Board or Committee. We propose changing the mandate to the Nominating Committee to provide a sufficient number of nominees to maintain the membership levels needed for the Board/Nominating Committee.

Each year at the winter meeting of the Board, the Nominating Committee shall submit to the Board a slate for approval consisting of:

The names and biographies of at least five (5) a sufficient number of nominees to serve as Directors to assure there are the requisite number of Directors as established under Section 3.2 of these bylaws.

The name and biography of one (1) nominee to serve as Alumnae Trustee, which nominee shall have been previously approved by the Board of Trustees' Committee on Trusteeship.

The name and biography of one (1) nominee a sufficient number of nominees to serve as an elected members of the Nominating Committee to assure that there are the requisite number of members as established under Section 6.1.a. of these bylaws.

Section 3.10. – Clarifying that a vacancy for an Alumnae Trustee position is filled in the same way as other vacancies that might occur, with input from the Board of Trustees' Committee on Trusteeship. The existing provision intends for this to be the case, but the wording is not clear.

Vacancies occurring on the Board with the exception of the office of the

President shall be filled by recommendation of the President of the Association in consultation with the Nominating Committee. Such recommendations are subject to Board approval prior to the candidate taking office. Each member so appointed shall serve for the unexpired portion of the term of the member being replaced, and until the member's successor is elected. In the event of a vacancy in the office of Alumnae Trustee, such vacancy shall be filled for the unexpired term by recommendation of the President of the Association in consultation with the Nominating Committee and shall fill the unexpired term subject to approval by the Board of Trustees' Committee on Trusteeship. In the event of a vacancy in the office of the President of the Association, the Vice President shall serve for the unexpired portion of the term.

Section 4.3.d. – Addressing the expense of having an external audit or review of our financial records, we propose that the Treasurer be charged with submitting the financial records to an independent auditing firm for a periodic review at least every 3 years, rather than annually. Our books are in good shape right now and we do not have very large balances in our accounts. We were advised by the accountant who performed our most recent periodic review that it really was not necessary to spend what these reviews cost with such frequency, under the circumstances. Rather than drop the requirement entirely, we propose doing this at least every 3 years.

The Treasurer, in conjunction with the Director of Alumnae/i Relations DAR and the Finance Committee, shall provide oversight of the management and disbursement of funds of the Asso-

ciation; shall ensure that the record of funds of the Association is maintained properly; shall ensure within sixty (60) days of fiscal year-end that all financial records are compiled and at least every three (3) years, submitted to an independent auditing firm in preparation for the annual a periodic review; shall supervise preparation of an annual budget for approval by the Board; and shall present periodic financial statements to the Board. The Treasurer shall serve as the Chair of the Finance Committee and shall report at the Annual Meeting on the financial affairs of the Association.

Section 8.4. – Establishing where records pertaining to students who have attended and/or graduated from the College are maintained and the conditions under which the AAWC and its members and officers can have access to such information. The Alumnae/i Relations Office is organizationally part of the Office of Institutional Advancement at the College, and it and the AAWC use the records of Institutional Advancement to maintain contact with our members. As the area of data and privacy protection has become very regulated, we feel it is important to clarify that there may be restrictions and conditions attached to AAWC and members' access to the information.

The Office of Institutional Advancement, of which the Office of DAR is a part, maintains records pertaining to students who have attended and/or graduated from the College. Subject to protections for the privacy and confidentiality of this information under all applicable federal, state, local and foreign data privacy and/or protection laws (or similar legislative enactments) and/or regulations, and subject to the

College's Information Confidentiality Policy as it may be promulgated from time to time by the Office of Institutional Advancement and the ARO and to any further restrictions an individual member of the Association may have requested with respect to their contact information, the Office of Institutional Advancement will provide access to the contact information of certain members of the Association to those members of the Association whose roles in the Association and as class officers require that they have such access.

COMMITTEE MEMBERS:

Lynne DiStasio '74, chair  
Nancy Kostas '64  
Jenni Rodda '78  
Sarah Weikert Wilson '10  
Sue Ann Morin Cook '81 (ex officio)  
Mary Cramer '91 (ex officio)

# ALUMNAE ASSOCIATION BOARD NOMINEES

The AAWC Nominating Committee presents the slate of officers and directors for terms running 2018 through 2021.

Alumnae/i can vote by mail or online at [www.wilson.edu/2018slate](http://www.wilson.edu/2018slate). Online voting will close on May 31 before Reunion Weekend begins. Members can vote in person during the annual Alumnae Association of Wilson College General Meeting from 10:15 to 11:30 a.m. on Saturday, June 2, in Brooks Auditorium.



## PRESIDENT

**Lynne E. DiStasio '74** attended Emory University School of Law in Atlanta, Ga., after graduating from Wilson, and practiced law in New York. She worked at MetLife for 32 years, mostly as an attorney, but also as vice president of employee relations and chief diversity officer for the company before she retired. She was a member of the executive committee of the AAWC Board of Directors, served as AAWC

alumna trustee and is the chair of the civics and legislation committee of the Women's Club of Massapequa, N.Y.

***In her own words:*** "I am very excited and grateful for the opportunity to assume the leadership of the AAWC as the College moves into its second 150 years. We have the wonderful chance to connect an increasingly diverse membership in this association to the College in ways that are meaningful and useful to both alumnae/i and current students. We all have different opinions and points of view on many issues, but we share an abiding affection for Wilson—what it was when we attended, what it is for students today, and what it can become for the students of the future. I ask for your support in focusing on this common ground, as this association and the College move forward to meet the needs, aspirations and dreams of our alumnae/i and current and future students."

## ALUMNAE TRUSTEE (to the College Board of Trustees)

**Maxine Leshner Gindlesperger '98** graduated from Wilson with a degree in liberal studies. Since 1989, she has worked for eLynxx Solutions in Chambersburg in various capacities and today is the company's chief administrative officer. She has received the Distinguished ADP Alumna/us Award from the AAWC and has been active in the Aunt Sarah program and the College's career development events. She has been a member of the AAWC board since 2015, serving on the finance and student connections committees. She has also served as chair for the Franklin County Homeless Shelter Coalition and as chair of personnel for the Totem Pole Playhouse in Fayetteville, Pa.



***In her own words:*** "With the experiences gained during my initial term, I believe I am better equipped to assist the board accomplish its mission. I would like to gain the increased participation from alumnae/i who have not yet been active and engaged with the College following their graduation."

## DIRECTORS



**Carole Ashbridge '70** credits Wilson College with giving her the tools for a rewarding 35-year career as a school library media specialist. She received her Master of Library Science from the University of Pittsburgh and was a member of the American Library Association. Since 2012, she has worked as a genealogist for North Hills Genealogists outside of Pittsburgh. She has served as vice chair of the AAWC Heritage Committee and serves as her class correspondent.

***In her own words:*** “I have served on the AAWC board since 2015. In those three years, the College has made giant strides in transitioning from a women’s college to a co-educational one, while still keeping the Wilson traditions strong. I welcome the opportunity to work toward strengthening the relationships between the College, her heritage and the alumnae of the past and future.”

**Cody R. Dunlap '18** is majoring in financial mathematics and economics and expects to graduate this May. He is active in the Wilson College Government Association (WCGA), serving as WCGA president during the 2016-17 school year and as chief justice in 2017-18. Since 2015, he has been the student representative to the college Board of Trustees’ Finance Committee and is responsible for presenting WCGA finances to the board.



***In his own words:*** “I am the person I am today because of my Wilson experience. I want to join the alumnae board in order to give back to Wilson all that it has given me. I want to be able to interact with students as much as possible, in the hopes of adding to their Wilson experience. I want to be as active on the board and in the middle of the events as much as possible!”



**Amanda Harrity '07** currently works for the Girl Scouts of Eastern Pennsylvania as the member service specialist/special projects, managing the sales force customer service database. She is also pursuing a Master of Social Work at Widener University in West Chester, Pa., and is working as a social work extern at Friends Hospital in Philadelphia. While she was attending Wilson, she was WCGA vice president and a student tour admissions representative

from 2004-07.

***In her own words:*** “I feel I can help the board continue to integrate alumnae/i into the college events. Considering how Wilson nurtured me as a young woman, I want to contribute to the campus, helping alumnae/i continue to benefit from Wilson’s collegial network. During this term of service, I plan to broaden the ways alumnae/i receive information, perhaps expanding platforms of sharing Wilson information via social media to foster a more engaged alumnae/i network.”

**Lisa Havilland '04** currently lives in Gaithersburg, Md. She is a family law attorney, practicing in Maryland and Washington, D.C. She previously worked as a judicial law



clerk for the Judge Julie Stevenson Solt in the Circuit Court for Frederick County, Md., after she received her law degree from the George Washington University Law School in May 2016. She is an avid horseback rider and enjoys fox-chasing side saddle and spending time with her fox hound, Melrose.



***In my own words:*** “I am interested in continuing my service to the AAWC, so I can ensure that Wilson’s wonderful customs and traditions continue to live on. I am also interested in creating positivity between the association, the College, and the alumnae/i. If elected, I promise to listen to the alumnae and current students and do the best I can to serve their needs and wants. Wilson changed my life, and I want to make sure it continues to be a special place for future graduates.”



**Sarah Tackling Keebaugh ’05** is currently the director of contracting at Letterkenny Army Depot in Chambersburg, where she oversees an office of 35 employees. She has held various positions at Letterkenny since 2004, including working as a budget support analyst for training support at Camp Aachen in Bayern, Germany. She served as Wilson’s soccer coach from 2007-09. After graduating from Wilson with a bachelor’s degree in business, she received her

MBA from Shippensburg University.

***In her own words:*** “Wilson provided the foundation of knowledge and leadership skills that has allowed me to be successful. I would like to give back to the College and the current student population, and be part of the lasting impression Wilson makes to her students. As a board member I hope to bring alumnae/i and students together to provide membership and support opportunities.”

**Amanda Vogel Kenney ’17** holds a Bachelor of Arts in English for Secondary Education and teaches 11th and 12th-grade English language arts, fundamentals of 21st century communication and literature at Waynesboro (Pa.) Area Senior High School. She is a member of Sigma Tau Delta International English Honors Society. She lives in Chambersburg with her husband, Sean, and two children. While at Wilson, she spent her time volunteering to co-lead a support group within the counseling center, planting trees along the Wilson campus and writing poetry for the Bottom Shelf Review and the Conococheague. She was the ADP speaker at the May 2017 commencement ceremony, where she spoke of the value of time and her desire to encourage others to join her in making our community and world a better place.



***In her own words:*** “For me, Wilson was a home away from home. Despite it being a mere seven minutes from where I live, I found that during my time within the “four walls” of Wilson, I came to find a comfort, maturity and education that has left me forever grateful. I have a desire to support current and future students and bring Wilson’s many strong suits to the community. I have served the community through volunteer efforts and hope to continue to do so through this new journey.”

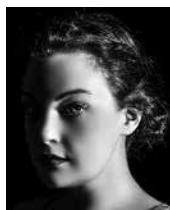


**The Rev. Lois A. Wolff '67** is a retired Presbyterian minister and English teacher. The congregations where she was pastor include First Presbyterian Church of Bainbridge, N.Y., and Guilford Center Presbyterian Church in Guilford Center, N.Y. She received her Master of Divinity from Princeton Theological Seminary in New Jersey. She taught English at the Morris Knolls High School in Denville, N.J., and then taught gifted and talented students in kindergarten through 5th grade in Ramsey, N.J. She served as president pro-tem, vice president and secretary of the Ramsey Teachers Association in New Jersey and is her class correspondent.

***In her own words:*** “I would like to serve on the alumnae board because my years at Wilson were a time of significant growth for me personally, intellectually and spiritually. I arrived as a shy, introverted teenager and graduated four years later as a fairly self-assured young woman with an idea of where I was going and what my strengths were. I would like to help today’s Wilson students to experience similar growth. During my term of service I would appreciate a closer relationship with the College, and am interested in developing relationships with some current students.”

## **NOMINATING REPRESENTATIVE**

**Rebecca A. Metzbower '14 and '17** earned her bachelor’s degree in fine arts from Wilson in 2014, established herself as an artist and returned to receive her Master of Fine Arts in 2017 as one of the first students to enroll in Wilson’s MFA program. A visual artist, she has exhibited locally and also in Baltimore and Toronto, among other places.



***In her own words:*** “When I arrived at Wilson in 2009 with my 3-year-old daughter, I was given the opportunity to grow academically, personally and as a parent. Wilson became our home and the people there became like family. Consequently, I would be honored to become a part of the establishment that welcomed me as a young mother and helped me evolve into the woman I am today. It would bring me great satisfaction to continue the work of my alma mater.”

# MAIL-IN BALLOT FORM

## TEAR OFF AND MAIL TO:

Wilson College  
Alumnae Association of Wilson College  
1015 Philadelphia Ave.  
Chambersburg, Pa. 17201-1279

## PROPOSED BYLAW CHANGES

- VOTE FOR
- VOTE AGAINST

## ALUMNAE ASSOCIATION BOARD SLATE 2018-2021 NOMINEES

### PRESIDENT

Lynne E. DiStasio '74

Lisa Havilland '04

Sarah Tackling  
Keebaugh '05

### ALUMNAE TRUSTEE

Maxine Leshner  
Gindlesperger '98

Amanda Vogel  
Kenney '17

Rev. Lois A. Wolff '67

### BOARD DIRECTORS

Carole Ashbridge '70  
Cody R. Dunlap '18  
Amanda Harrity '07

### NOMINATING REPRESENTATIVE

Rebecca A.  
Metzbower '14 and '17

- VOTE FOR
- VOTE AGAINST

Name/Class Year \_\_\_\_\_

Date \_\_\_\_\_

Vote online at [www.wilson.edu/2018slate](http://www.wilson.edu/2018slate) before May 31.

Tear here to remove registration form for mailing.



Alumnae Association  
of Wilson College