

MUAA Executive Committee Meeting Minutes December 3, 2020

Present: Mendy Aluise, Jimmy Black, Larry Crum, Gail Davis, Max Lederer, Janie McDaniel, Mikala Shremshock, Kasey Stevens, Steve Wellman

1. Meeting was called to order by Mikala Shremshock at 5:30 pm

2. Endowment Updates – Mendy Aluise

- No current updates. Next update will be at the end of the year. All who have contributed in 2020 will receive an email with their total contributions (including endowment fund donations).
- Mikala asked if there is a way to track matching corporate funds that should go to the Endowment Fund. Only way to track is to get feedback from each donor.
- Mendy sent out a great email to all alumni on Giving Tuesday, asking them to consider a donation to Marshall.

3. By-laws – Steve Wellman

Steve reported on the final decisions from the By-laws Committee. Three amendments were approved by the committee:

- **Item 1** pertains to changes to the Nomination Committee. The current provision says that members of the Nomination Committee cannot be reelected, but the Executive Committee feels this is both vague (it does not specify reelection *just as a member of the Nomination Committee*), but more importantly, unnecessary. As long as the member of the Nomination Committee is voted upon by the Board, there is no reason they should not be eligible for reelection. The remainder of the Section does not need to be amended.
 - Approved amendment to Section 5.3 (b): Nomination Committee. The Nomination Committee shall consist of the immediate past-President of the Corporation, The Chair of the Constitution and Bylaws Committee and no fewer than three (3) members elected by the Board at the first meeting each fiscal year. The Nomination Committee shall elect a chairperson. Three (3) members of the Nomination Committee must be present to establish a quorum. The Nomination Committee shall be responsible for the nominations for election to the Board as described in Section 3.4, and for nominating “Life” or “Honorary” members of the Corporation as defined in Article II, with said nominations to be presented to the Board for consideration. The Nomination Committee shall also nominate the officers of the Corporation as outlined in Article IV and members of the Executive Committee to be elected by the Board. Members of the Nomination Committee shall not be eligible for ~~re-election or for~~ nomination to serve as an officer of the Corporation unless they are nominated from the floor.
- **Item 2** is simply a clarification that nominations for election as Board members can only be made by current Board members. Currently, any otherwise eligible person could nominate himself or herself, and could nominate anyone else, to be a Board member. The Executive Committee feels that the Board members should nominate

new Board members, as we are familiar with what is required for Board service and can more effectively vet good candidates for Board membership. The new provision is in Bold type and underlined.

- Approved Amendment to Section 3.4: Elections. Each year, no more than ten (10) Directors shall be included on a ballot and elected from the active membership of the Corporation. The Nomination Committee will develop a ballot of a minimum of ten (10) and a maximum of twenty (20) nominees to run for the Directors' positions, with consideration to the balance provision contained in this paragraph of this article. Ballots listing the new Director nominees will be sent to all Active Members of the Corporation at least thirty (30) days prior to the annual meeting. The Active Members must return the ballots to the Alumni Office at least ten (10) days prior to the annual meeting. The nominees who receive the highest number of votes will be elected as Directors of the Corporation; however, a balance shall be maintained so that at least five (5) Directors elected each term reside outside Cabell, Wayne, Mason, Putnam, Kanawha, Lincoln, Logan and Mingo Counties in West Virginia, Boyd County in Kentucky and Lawrence County in Ohio. No more than two (2) full-time employees of Marshall University can serve as elected Directors at one time. The Secretary of the Corporation will notify all nominees of the results of the election. The remaining nominees will be listed in order of votes received and designated as alternate Directors for three (3) years. **A person is eligible to be on the ballot for election as a Director only if nominated by a current Director of the Corporation who is in good standing.**
- **Item 3** is a rule change. The Executive Committee is concerned that the current term limit is resulting in the loss of productive, energetic, and highly engaged Board members, who have good institutional knowledge and experience. Therefore, the Executive Committee wants the Board to consider changing the term limit, at least for those members who have proven to be active, contributing members. The changes are in bold type.
 - The term of each elected Director shall be three (3) years or until the Director's successor is duly elected, qualified and takes office. Terms of elected Directors shall be staggered so that no more than one-third (1/3) of the Directors' terms shall expire in any one (1) year. Elected Directors may **generally** serve two (2) consecutive terms of three (3) years (for a total of six (6) years), **but if any Director wishes to serve a third (3rd) consecutive term (for a total of nine (9) years), he or she shall notify the Executive Committee in writing on or before the date of the Annual Meeting which occurs at the beginning of their sixth (6th) consecutive year of service. The Executive Committee shall review the Director's service to ensure that they were an active, contributing Director and attended all or the significant majority of Board and Committee meetings, and if so, notify that Director that they are eligible to run for a third (3rd) consecutive term. After service of three (3) consecutive terms of three (3) years (for a total of nine (9)**

years), the Director must then wait at least one (1) year before being eligible to run for election to the Board of Directors. In the event that any Board member seeking eligibility for a third (3rd) consecutive term is a member of the Executive Committee at the time the Executive Committee considers that candidate's eligibility to run for a third (3rd) consecutive term, that Executive Committee member shall abstain from the Executive Committee's consideration and any vote regarding such person's eligibility to run for a third (3rd) consecutive term. Only one (1) member of an immediate family shall be an elected member on the Board of Directors **at any one (1) time.** The terms of Directors shall start at the beginning of the subsequent fiscal year and shall terminate at the conclusion of the fiscal year in which their terms expire.

4. Open Discussion

- Meetings structure
 - Do we need to hear from President Gilbert and other leaders during our quarterly meetings given the online format of our meetings? Perhaps have invited speakers for our monthly meetings. Mikala suggested that we shift agenda items from quarterly meetings to monthly meetings. Staff feels that this would work well too.
- College/chapter updates
 - Mikala asked executive committee to reach out to colleges and ask for updates
- Each exec expected to nominate 2 people for board of directors.
 - Concern that Board members have indicated that they may not know someone to nominate. We need a pipeline, a way to expose alumni to what the Board does.
 - Having people help write newsletters (chapters)
 - Open up committees to more volunteers (people who aren't on Board). Ask for assistance from alumni community; ask what people would like to be involved with (Board service, volunteer for committees, etc.).
 - Mendy asked about making quarterly meeting optional for in-person attendance; will this be possible? Not sure at this point.
 - Mendy suggested hosting a Board member interest meeting.
 - Do we have nominations yet? Larry reported that we have a few but not a full slate as yet.
 - Kasey challenged chapter presidents to nominate Board members during the chapter presidents call on Tuesday.
- Review of breakout results from last Board meeting
 - Endowment – consider putting together an information sheet on the endowment. Max reported that the endowment was set up to give flexibility to Board to have discretionary funds for Board sponsored activities. Max felt It will help to remind people what we are going to use the endowment for once we have sufficient funds from the endowment

- Awards for Annual Awards Banquet.
 - No awards to nominate for this year, as all were carried over from last year. Any considerations for new nominations should be saved for next year.
 - No updates yet on status of the Award Banquet (in-person or virtual), but Larry hopes to have an update after the first of the year.

5. Meeting adjourned at 6:10 pm.

Respectfully submitted,
Janie McDaniel