

**AAGC Annual Meeting
Saturday, April 26, 2025**

Today, we will be voting on three important agenda items related to the work of the AAGC: the proposed 2025–2027 Slate of Officers and Committee Members whose terms will begin on July 1, proposed changes to the AAGC Constitution, and the Code of Conduct. Each item is being presented as a motion from the AAGC Executive Committee and as such does not need a second per Robert’s Rules of Order. Each item will be voted on separately.

Agenda Item #1

First, the AAGC Executive Committee presents the following officers for the 2025 – 2027 term to be voted on.

- For President: Gretchen Gilliland, Class of 2003.
- For Vice President: Jennifer Lundgren Lewis-David, Class of 1994
- For Secretary: Alex Wood, Class of 2006
- For the Annual Giving Officer: Denise Pittman Glass, Class of 1980.
- For the Admissions Officer: Jess Solomon, Class of 2018.

The AAGC Executive Committee presents the following Directors, Alumna Trustee & Committee members for the 2025 – 2028 term to be voted on. All those who are present please stand when I call your name.

For Directors:

- Judy Yu (YOO), Class of 1993
- Denise Gotay Theunissen, Class of 1989 and Parent Class of 2025
- Laura Taylor, Class of 1994
- Bevin Gwiazdowski, Class of 2003

For the Alumna Trustee:

- Ellen Rosenblum Rubesin, Class of 1978

For the Nominating Committee:

- James Randles, Class of 2024
- Cara O’Leary, Class of 2013
- Christina Page, Class of 1993

For the Public Service Award Committee:

- Charlie Shaefer-Canner, Class of 2025
- Diane Russell, Class of 1994

Agenda Item #2 Changes to the Constitution

The AAGC Executive Committee presents the following proposed changes to the AAGC Constitution.

Proposed Updates

- **ARTICLE V – MEETINGS – Section 1. Annual Meeting.**
The AAGC shall convene an annual meeting at the College with the date and-time to be fixed by the President. The Secretary shall send to all members notice of the date, hour and place of the meeting not later than thirty days before the day appointed for the meeting.

Suggested Update:

- **ARTICLE V – MEETINGS – Section 1. Annual Meeting.**
The AAGC shall convene an annual meeting at the College on the Saturday of Alumnae/i Reunion Weekend. The Secretary shall send to all members notice of the date, hour and place of the meeting not later than thirty days before the day appointed for the meeting.

- **ARTICLE VII – BOARD OF DIRECTORS – Section 1. Voting Members.**
The management of the AAGC shall be vested in a Board of Directors consisting of the Officers, three Alumnae/i Trustees, and twelve Directors. The Directors shall assume office on July 1 following election. At least one Director shall be an alumna or alumnus of a Goucher College Graduate Degree Program. The Facilitator of the Nominating Committee shall be ex officio member of the Board, with vote.

Suggested Update:

- **ARTICLE VII – BOARD OF DIRECTORS – Section 1. Voting Members.**
The management of the AAGC shall be vested in a Board of Directors consisting of the Officers, three Alumnae/i Trustees, and twelve Directors. The Directors shall assume office on July 1 following election. At least one Director shall be an alumna or alumnus of a Goucher College Graduate Degree Program. ~~The Facilitator of the Nominating Committee shall be ex officio member of the Board, with vote.~~ Strike last sentence. We now have the VP serve as chair of that committee. It also seems to conflict with what it says regarding the president in ARTICLE IV – OFFICERS, Section 2. Terms “Upon completion of his or her two-year elected term as President, a one-year sabbatical is required before the President is eligible for election as an Officer or Director or for appointment to complete the unexpired term of an Officer or Director.

- **ARTICLE VII – BOARD OF DIRECTORS – Section 5. Meetings.**

The Board of Directors shall meet at least three times each year, with the dates, places and times to be fixed by the President. The President may excuse a Director or Officer’s absence or permit a Director or Officer to attend by telephone or other remote means. The President may call special meetings; the President shall call a special meeting upon written request of six voting members of the Board. The Secretary shall provide at least thirty days’ written notice of a regular meeting and at least fourteen days’ notice of a special meeting. Ten voting members of the Board of Directors shall constitute a quorum.

Suggested Update:

- **ARTICLE VII – BOARD OF DIRECTORS – Section 5. Meetings.**

The Board of Directors shall meet at least three four times each year, (an all-day retreat on the third Saturday in July, in fall and winter on the Saturday that coincides with the weekend meeting of the Goucher College Board of Trustees and an annual meeting on the Saturday of Alumnae/i Reunion Weekend). The fall and winter meetings will be hybrid. The all-day retreat and annual meeting will have hybrid elements when possible. The President, upon being notified, may excuse a Director or Officer’s absence. The President may call special meetings; the President shall call a special meeting upon written request of six voting members of the Board. The Secretary shall provide at least thirty days’ written notice of a regular meeting and at least fourteen days’ notice of a special meeting. Ten voting members of the Board of Directors shall constitute a quorum.

- **ARTICLE XI – COMMITTEES – Section 2. Nominating Committee.**

The voting members of the Nominating Committee shall consist of nine members of the AAGC from nine different classes, with each member serving a single three-year term. The terms of the nine directors shall be staggered, such that three shall be elected each year. In the event of a vacancy, the President shall appoint a replacement. Five voting members shall constitute a quorum. The immediate past president of the AAGC, or such other person whom the President may appoint, shall serve as the ~~non-voting~~ facilitator of the Nominating Committee.

Suggested update:

- **ARTICLE XI – COMMITTEES – Section 2. Nominating Committee.**

The voting members of the Nominating Committee shall consist of nine members of the AAGC from nine different classes, with each member serving a single three-year term. The terms of the nine directors shall be staggered, such that three shall be elected each year. In the event of a vacancy, the President shall appoint a replacement. Five voting members shall constitute a quorum. The Vice President or such other person whom the President may appoint, shall serve as the ~~non-voting~~ facilitator of the Nominating Committee.

Agenda Item #3 Code of Conduct

The AAGC Executive Committee presents the Code of Conduct for a vote.

Overview of the Code of Conduct Policy

Applies to: Goucher College Board of Trustees and AAGC Board of Directors