

TUFTS UNIVERSITY ALUMNI ASSOCIATION, INC.

NOTICE AND EXPLANATORY STATEMENT

The Tufts University Alumni Council (“Council”), the governing body of the Tufts University Alumni Association (“TUAA”), is pleased to inform you that it has approved the attached proposed Amended and Restated Articles of Organization (“Restated Articles”) for a vote of all members of the Association and recommends that all members of the TUAA vote in favor of the Restated Articles.

All members can vote at an in-person all-member Annual Meeting scheduled to be held at 9:30 a.m. ET on Sunday, June 5, 2022 at the home team bleachers at Ellis Oval/Zimman Field (the “Members Meeting”) or by designating an individual (a “proxy”) to vote in the member’s place at the Members Meeting. Members can appoint a proxy electronically by clicking [here](#) or by submitting an Appointment of Proxy, which can be downloaded [here](#). All Appointments of Proxy must be received by 5 p.m. on Friday, June 3, 2022. For more information, please visit <https://bit.ly/AlumniVote>.

This Notice and Explanatory Statement will provide certain background information, highlight the changes proposed in the Restated Articles, and outline the proposed restructuring of the TUAA presently under development by the Council.

BACKGROUND

The TUAA’s roots date back to 1860, when alumni of the classes of 1857 through 1860 joined together to form the Association of the Alumni of Tufts College. Nearly sixty years later, this association of alumni formally organized itself as a not-for-profit corporation under the laws of the Commonwealth of Massachusetts—then known as the “Tufts College Alumni Association, Inc.” According to the July 14, 1920 Articles of Organization (the “Articles”), the purpose of the organization was to secure for Tufts “the hearty and united support of her graduates, of encouraging a cordial good fellowship and fraternity of interest among the same, and doing all things necessary or advisable in accomplishment thereof.”

Since 1920, the Articles have been amended only once, in 1997, to change its name to the one with which we are familiar today: “Tufts University Alumni Association, Inc.”

The Council was formed in 1934 to serve as the governing body of the TUAA. Over the years, the Council has grown from its original 21 members to over 185 members. The Council’s structure and activities have also evolved over time to best serve the needs of the alumni body.

In March 2018, the Council adopted a five-year strategic plan for the TUAA and formed a Strategic Planning Committee tasked with realizing the plan’s four main goals:

1. Diversity: Increase the diversity of involved alumni across all schools, class years, geography, race, gender, ethnicity, and other constituencies to foster greater engagement.

2. Engagement: Raise awareness of alumni engagement opportunities to increase the frequency and quality of interaction with Tufts and each other.
3. Organizational Structure: Review the Council's structure to maximize its effectiveness by
 - a. examining the Council's mission, organizational design, and bylaws;
 - b. evaluating and adopting peer institutions' best practices; and
 - c. creating a more agile and responsive Council.
4. Capital Campaign & Annual Giving: Support Brighter World and collaborate with University Advancement to raise alumni participation in annual giving.

The Strategic Planning Committee examined how the TUAA's organization and structure could be leveraged to optimize alumni engagement, foster a deeper culture of giving, and increase opportunities for all alumni to engage meaningfully with Tufts. In March 2021, the Strategic Planning Committee issued its vision for the future of the TUAA, entitled "Re-Envisioning the Tufts Alumni Volunteer Experience," which was approved by the Council. The resolution approving the vision and the vision itself can be found [here](#). Since approval, the Strategic Planning Committee has worked to develop proposed updates to the vision to reflect feedback it heard from stakeholders both on and off the Council. The Strategic Planning Committee presented those proposed updates at a Special Meeting of the Council held on April 9, 2022. The Strategic Planning Committee's updates can be found [here](#).

While preparing for implementation during the summer of 2021, it was discovered that, since 1971, Massachusetts law has required that, if a not-for-profit organization has members, amendment of the bylaws requires the *members* of that organization to vote to approve the amendments *unless* the articles of organization authorize the governing body to amend the bylaws, in which case either the members *or* the governing body must approve any amendments. Our Articles, however, were never amended to reflect this change in the law.

Obtaining the approval of the over 110,000 members of the TUAA for every bylaw amendment is expensive and impractical. Governing bodies of not-for-profit organizations, particularly larger ones, are often empowered to amend their organizations' bylaws. The Council, however, does not currently have such power, which has impeded and will continue to impede the Council's ability to conduct the business of the TUAA. With that in mind, the Council has worked with legal counsel since the fall of 2021 to prepare updated and modernized articles of organization.

The Council approved the Restated Articles on April 9, 2022. Under the relevant state law (Mass. Gen. Laws ch. 180), the approval of two-thirds of all members of a not-for-profit organization entitled to vote on amending the Articles is required to authorize the amendment and restatement of the Articles. We are, therefore, asking and encouraging all members of the TUAA to vote to approve the Restated Articles, as described below.

PROPOSED AMENDED AND RESTATED ARTICLES

Under the Restated Articles, two classes of members would be created—General Members and Director Members—defined as follows:

A) General Members:

- i. All persons who have received a degree from Tufts University, or from the Eliot-Pearson School, the Boston School of Occupational Therapy, the School of the Museum of Fine Arts prior to the affiliation of such schools with Tufts University, or any other school that later becomes affiliated with Tufts University; and
- ii. Persons who have attended Tufts University but do not otherwise meet the requirements of subsection (i) above, *provided* that the governing body of the Corporation has voted to approve such person or persons as members of the Corporation.

B) Director Members: All General Members who are also members of the Alumni Council or such other body by any other name as shall constitute the governing body of the Corporation.

Under the Restated Articles, all members would retain their right to vote on certain fundamental transactions, such as a merger of the TUAA with another organization or the disposition of substantially all the assets of the TUAA, if such disposition resulted in a material change in the nature of the TUAA's activities. All members would also retain their right to vote on amending the articles of organization if the proposed amendment diminished the rights of the General Members as they are stated in the Restated Articles; otherwise, just the approval of the Director Members would suffice.

In addition to retaining certain statutory rights, the following rights would be retained by all members in the Restated Articles:

- the right to elect Alumni Trustees to the Board of Trustees of Tufts College. Presently, this right is provided only in the TUAA's bylaws and not in its articles of organization.
- the right to approve, by a two-thirds vote of those who vote, in addition to approval by the Council, a petition for dissolution of the TUAA. This is not a right that members currently have either by statute or in the articles of organization or bylaws.

The Restated Articles would also:

- Authorize the members of the Council to amend the bylaws

- Add provisions that are now standard in the articles of organization of not-for-profit 501(c)(3) corporations, but were not included in the Articles filed in 1920:
 - Articulation of the powers of the corporation;
 - Prohibition on activities not permitted to a Section 501(c)(3) organization;
 - Prohibition on private inurement;
 - Limitation on lobbying activities and prohibition on political campaign activities;
 - Requirement that on dissolution, any assets be transferred to another organization for purposes similar to those of the TUAA and within the meaning of Section 501(c)(3) of the Internal Revenue Code (the “Code”);
 - Provisions applicable in the very unlikely event that the TUAA is ever classified under the Code as a private foundation rather than a public charity;
 - Limitation on personal liability of Council members (officers and directors) of the TUAA; and
 - Indemnification of Council members (officers and directors) of the TUAA.

THE FUTURE OF THE TUAA AND THE COUNCIL

As noted above, since 2018, the Council, through its Strategic Planning Committee, has been working towards the goals set out in its Strategic Plan. Approval of the Restated Articles will not only allow the Council to continue conduct its general business; it will also permit the Council to begin implementing the envisioned restructuring of the TUAA that it approved last year once finalized through, among other things, amendment of the existing bylaws.

The key components of this new structure include:

- A Volunteer Corps, inclusive of all alumni who volunteer for Tufts in any capacity,
- Regular communications, training, and stewardship for the Volunteer Corps by the Office of Alumni Engagement (“OAE”) and its counterparts across Tufts;
- A 30-member Council, with all Council members subject to term limits;
- A new Council member nomination and election process;
- A reduction and streamlining of the Council’s committee structure;
- More clearly defined responsibilities for Council members; and
- A revitalized framework for partnering with OAE.

These components are subject to change and, once the Articles are amended, the Council will have full discretion and authority to modify its proposal and make any and all, or no, revisions to the existing bylaws.