

# BYLAWS

2013

## THE CENTRAL RED SOCIETY

### 1. ARTICLE I – *NAME*

#### 1.1 Name

The official name of the organization is The Central **RED** (Ready to Engage and Discover) Society.

#### 1.2 Acronym

The acronym for the organization, **RED**, will be used throughout these Bylaws and may be used in publicity for the organization.

### 2. ARTICLE II - *PURPOSE*

#### 2.1 Affiliation

The Central **RED** Society is an organization affiliated with Central College; it relates to the College through the Office of Alumni Relations.

#### 2.2 Purpose

The purpose of **RED** is twofold; first, to enrich the lifelong intellectual, cultural, social and spiritual lives of its members, and second, to create an abiding partnership between Central College and members who wish to share knowledge, talents and experience.

#### 2.3 Responsibility

The membership of **RED**, through its Board of Directors, has responsibility for designing, managing, and carrying out its various activities in accordance with the Bylaws.

#### 2.4 Non-profit organization

The Central **RED** Society is a 501(c)3 non-profit organization.

### 3. ARTICLE III – *MEMBERSHIP*

#### 3.1 Eligibility

Membership in **RED** is open to all persons.

### 3.2 Relationship to Central College

Members should be supportive of the goals and purposes of Central College.

### 3.3 Membership Fees

The Board of Directors shall set the annual membership fee and announce it during the annual membership renewal and new-member drive.

## 4. ARTICLE IV – *LEADERSHIP*

### 4.1 Board of Directors

**RED** will be led by a Board of Directors of at least nine and not more than twelve members elected from and by the membership and a non-voting member from the Office of Alumni Relations.

### 4.2 Term of Office for Board Members

The term of office for a Board member is three years, with a maximum of two consecutive terms. A previous Director may become eligible for re-nomination after a one-year absence from the Board. The first Board of Directors shall determine the rotation so that only approximately one-third of the Board is elected in any subsequent year.

### 4.3 Nomination of Board members

4.3.1 Nominations for Board members shall be made by the Nominating Committee from the membership of **RED**.

4.3.2 At least one month prior to the annual meeting, the Nominating Committee shall submit to the Board a Slate of Candidates for Board positions which are open.

4.3.3 After consideration and approval by the Board, a proposed Slate of Candidates shall be included in the annual meeting notice to **RED** members.

### 4.4 Election of Board members

4.4.1 Board members shall be elected at the annual meeting of **RED**.

4.4.2 Nominations may be made from the floor provided the nominee has given prior approval to such action.

4.4.3 Election may be by unanimous consent or by voice vote, with a simple majority required for election. If the number of candidates exceeds the number to be elected, the voting shall be by ballot, with each Member having one vote for each Board member to be elected, but a maximum of one vote per candidate. Up to the number of Board members to be elected, the candidates with the most votes by ballot shall be elected.

**CONTINUED WORK ON BYLAWS WILL BEGIN HERE OCT. 21**

4.4.4 Following the annual meeting, the new Board shall meet to elect its officers, to serve until the next annual meeting or until their successor is elected.

4.5 Vacancies on the Board

4.5.1 Resignation of a Board member must be in writing and shall be submitted to the Board President or Secretary.

4.5.2 The Board may make appointments to fill mid-term vacancies in elected positions after having solicited names of candidates from the Nominating Committee.

4.5.3 Vacancies in positions appointed by the President of Central College may be filled only by the President of Central College.

4.6 Absences from Meetings

4.6.1 Three consecutive unexcused absences from regular Board meetings by a Board member shall, after due notification, normally be considered equivalent to resignation.

4.6.2 Vacancies resulting from such absence may be filled in accordance with Section 4.6 above.

4.7 Meetings

4.7.1 The Board of Directors shall hold regular meetings at such times and places as it may determine.

4.7.2 Special meetings may be called by the President or at the written request to the Board Secretary by [three] or more members of the Board.

4.7.3 Notice shall be given to all Board members at least forty-eight hours prior to all meetings.

5. ARTICLE V – OFFICERS

## 5.1 Officers

The officers of **RED** shall be: President, Vice-President, Secretary and Treasurer.

## 5.2 Election and Terms of Office

5.2.1 A slate of nominees, usually one nominee for each office, shall be drawn up by the Executive Committee, augmented with one member of the Nominating Committee selected by the President. This slate shall be presented to the Board at the end of the [June] Board meeting. Additional names may be placed in nomination by the Board at the [June] meeting.

5.2.2 Officers shall be elected by the Board from these nominees, at the [June] meeting of the Board.

5.2.3 Officers shall serve one-year terms, beginning immediately after the [June] meeting of the Board, and may be re-nominated for each of their remaining term years.

5.2.4 The **RED** membership shall be duly notified of **RED's** officers following the election.

## 5.3 President

5.3.1 The President of the Board of Directors will give leadership to ensure that **RED** programs are educationally sound and support Central College's [mission of integrating faith and learning].

5.3.2 The President shall preside at all meetings of **RED**, of the Board of Directors, and of the Executive Committee.

5.3.3 The President shall, in consultation with the Executive Committee, appoint the Chairpersons of all committees.

5.3.4 The President shall be an ex-officio member of all committees except the Nominating Committee.

## 5.4 Vice-President

The Vice-President shall act as an aide to the President and, in the absence of the President, perform all the normal duties of the President.

## 5.5 Secretary

5.5.1 The Secretary shall keep and present a correct record of the proceedings of all **RED** meetings and of the Board of Directors and Executive Committee.

5.5.2 The Secretary shall deliver copies of materials having potential historical value, such as general mailings, newsletters, and Board Minutes, to [ ] of Central College.

## 5.6 Treasurer

5.6.1 The Treasurer shall ensure that there is an accurate record of membership and dues, shall authorize expenditures from **RED** funds, shall prepare an annual report, and shall serve on the Budget and Finance Committee.

5.6.2 On behalf of **RED** the Treasurer will use Central College Finance Department for its bill paying and accounting needs.

## 5.7 Executive Committee

5.7.1 The Executive Committee shall consist of the officers of the Board, one of the members appointed by the President of Central College, and the immediate past president (for one year).

5.7.2 The Executive Committee shall act on behalf of **RED** between meetings of the Board, subject to the right of the Board to review Executive Committee action at the next Board meeting.

5.7.3 The chairpersons of the committees having responsibility for the matter or matters being dealt with at the Executive Committee meeting will normally be invited to attend and will have full privilege of the floor.

5.7.4 [The Executive Committee shall direct the date-to-day work of **RED's** paid employees. These employees shall also have an organizational tie to the college's human resources structure through a designated college administrator.]

## 6. ARTICLE VI – COMMITTEES

6.1 Standing Committees of the Board shall be as follows:

### 6.1.1 College Support Committee

This committee will work with Central College in establishing college support in providing space, equipment, mailing and duplicating services, and other appropriate needs.

#### 6.1.2 Curriculum Committee

This committee will establish a curriculum that is based on the interests of the membership, and that is in harmony with the stated purpose of Central College. Qualified instructors or leaders will be drawn both from within the membership, retired faculty of Central College, volunteer faculty of Central College, and from the community.

#### 6.1.3 Finance Committee

This committee will establish a yearly budget, and will recommend membership and class fees to the Board. This committee will also investigate other means of support, such as private donations and foundation grants.

#### 6.1.4 Hospitality Committee

This committee will maintain appropriate services to members, and provide hospitality at all sessions and meetings.

#### 6.1.5 Member Events Committee

This committee will establish and plan social gatherings for members, and will arrange a program of special trips and events for members.

#### 6.1.6 Membership Committee

This committee will recruit members from among the senior citizens of the Greater Pella area, maintain records of their interests and volunteer preferences, and distribute such information to appropriate committees. This committee will also serve as the Distinguished Service Award Nominating Committee.

#### 6.1.7 Nominating Committee

This committee will prepare a slate of candidates for Board members, and present it to the Board for their approval, before the slate goes to the membership for election. This committee will also suggest names of persons to the Board for candidates to fill unexpired terms on the Board.

#### 6.1.8 Public Events Committee

This committee will coordinate the [travel] series and the Noontime Lecture Series, and establish appropriate new events open to the public.

#### 6.1.9 Publicity Committee

This committee will prepare publicity announcements, publish a membership newsletter, and handle all mailings.

#### 6.1.10 Service and Community Relations Committee

This committee will assist members in finding ways to use their skills on a volunteer basis in the community and will initiate activities by which **RED** can serve the Service Grant Program, and make recommendations to the Board for such grants.

#### 6.1.11 Summer Programs Committee

This committee will arrange summer events and summer courses, based on the interests of the membership.

#### 6.1.12 Health, Fitness, and Recreation Committee

This committee will establish programs to assist members in leading healthy and enjoyable lifestyles. This committee will collaborate with the Exercise Science Department of Central College, as well as with other agencies, in establishing and operating some of these programs.

### 6.2 Committee Membership

6.2.1 Committee Chairpersons are appointed by the President, in consultation with the Executive Committee of the Board.

6.2.2 Committee Chairpersons are responsible for recruiting committee members from the **RED** membership in sufficient number to carry out the duties of the committee.

6.2.3 One Board member shall be appointed to each committee. This appointment shall be made jointly by the Committee Chairperson and the Board President.

6.2.4 There are no term limits for committee members.

### 6.3 Ad Hoc Committees

The President of the Board shall appoint ad hoc committees as required.

## 7. ARTICLE VII – *AMENDMENTS TO THE BYLAWS*

### 7.1 Proposed Amendments

7.1.1 Proposed amendments may be initiated either by at least [10] **RED** members, by at least three (3) members of the Board of Directors, or by the President of Central College.

7.1.2 Proposed amendments must be reviewed by both the Board of Directors and the President of Central College prior to their consideration by and presentment to the Members for a vote.

7.1.3 Proposed amendments must be made available to the membership at least thirty (30) days prior to consideration at a duly constituted **RED** membership meeting.

### 7.2 Adopting Amendments

For adoption, proposed amendments require approval by at least a [two-thirds] vote [of those present] at an official **RED** membership meeting.

## 8. ARTICLE VIII – *EXEMPTION AND DISSOLUTION*

The Central **RED** Society, because of its affiliation with Central College, is a qualified IRC Section 501(c)(3) exempt organization. By virtue of such affiliation, **RED**'s assets shall defer to Central College in the event **RED**'s activities should cease or be discontinued.