

BYLAWS

2015

THE CENTRAL RED SOCIETY, INC.

1. ARTICLE I – *NAME*

1.1 Official Name

The official name of the organization is The Central **RED** Society, Inc.

1.2 Acronym

The acronym for the organization, **RED**, means “Ready to Engage and Discover.” It shall 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 independent, not-for-profit organization which is 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 nonprofit corporation organized pursuant to Iowa Code Chapter 504. The membership intends for **RED** to qualify as an Internal Revenue Code Section 501(c)(3) nonprofit organization and shall conduct its activities to obtain and maintain such qualification.

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 Fee

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

3.4 Annual Meeting

The membership of **RED** shall conduct an Annual Meeting at least one time per year. The Annual Meeting may coincide with a meeting of the Board of Directors. Notice of the Annual Meeting shall be given to all members at least two weeks in advance.

4. ARTICLE IV – LEADERSHIP

4.1 Board of Directors

RED shall be led by a Board of Directors of at least nine, normally twelve and not more than fifteen 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. Two years constitutes a full term for purposes of applying the consecutive term limit.

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 the spring Board 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. The candidates with the most votes by ballot shall be elected to fill the vacancies.

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.

4.6 Meetings

4.6.1 The Board of Directors shall meet at least three times a year, September through August. Board members are expected to regularly attend scheduled meetings in person or by telephone.

4.6.2 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.

4.6.3 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 Nominating Committee. This slate shall be presented to the Board at least two weeks prior to the summer Board meeting. Additional names may be placed in nomination by the Board at their summer meeting.

5.2.2 Officers shall be elected by the Board.

5.2.3 Officers shall serve one-year terms upon their election and may be re-nominated twice.

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 shall preside at all meetings of **RED** and its Board of Directors.

5.3.2 The President shall, in consultation with the Board of Directors, appoint the Chairpersons of all committees.

5.3.3 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.

5.5.2 The Secretary shall deliver copies of materials having potential historical value, such as general mailings, newsletters, and Board Minutes, to the Office of Alumni Relations at Central College.

5.6 Treasurer

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 Finance Committee.

6. ARTICLE VI – *COMMITTEES*

6.1 Standing Committees of the Board shall be as follows:

6.1.1 Curriculum Committee

This committee shall support the overall mission of RED by recruiting knowledgeable and motivated volunteer instructors to teach courses and lecture. The committee shall oversee, plan, schedule, and implement the curriculum for RED.

6.1.2 Membership/Marketing Committee

This committee shall develop means for publicizing, recruiting, and retaining RED members by promoting RED and its programs to potential and current members.

6.1.3 Finance Committee

This committee shall establish a yearly budget and recommend membership and class fees to the Board. The committee shall investigate other means of support, such as private donations and foundation grants. The committee is also responsible for auditing and overseeing the financial reporting process and determining that it delivers timely and useful insights that the members of Central RED need and expect.

6.1.4. Nominating Committee

This committee shall cultivate a list of prospective Board members from the membership of RED. They shall prepare a slate of candidates for Board positions which are open and present it to the Board for their approval before the slate goes to the membership for election at the annual meeting. The committee also suggests names of candidates to the Board to fill mid-term vacancies. In addition, this committee shall draw up a slate of nominees for officers which shall be presented to the Board.

6.1.5 Social/Hospitality Committee

The Social/Hospitality Committee shall plan and present various social functions designed to create a friendly and inclusive environment for RED members. In coordination with the Central College representative

from the office of Alumni Relations, the committee shall oversee arrangement details for classes, field trips, transportation for off campus activities, and food; and they will recruit and schedule greeters for RED classes and events. The committee shall plan and execute social events for RED members, and plan and execute the Annual Meeting Reception for RED members and teachers.

6.2 Committee Membership

6.2.1 Committee Chairpersons are appointed by the President, in consultation with the Officers 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 needed.

7. ARTICLE VII – AMENDMENTS TO THE BYLAWS

7.1 Amendments

7.1.1 Proposed amendments may be initiated either by at least ten **RED** members or by at least three members of the Board of Directors.

7.1.2 Proposed amendments must be reviewed by the Board of Directors 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 ten days prior to consideration at the annual **RED** membership meeting.

7.1.4 For adoption, proposed amendments require approval by at least a majority vote of those present at the annual **RED** membership meeting.

8. ARTICLE VIII – ACTION WITHOUT A FORMAL MEETING

Any action required or permitted to be taken by the Board of Directors or by any committee thereof may be taken by written consent of the majority. Consent may be

obtained by any reasonable means of communication. A written consent setting for the actions taken and signed by each appropriate member director shall be filed with the minutes of the proceedings as soon as is practical.

9. ARTICLE IX – *DISSOLUTION*

RED's assets shall defer to Central College in the event **RED**'s activities should cease or be discontinued.

Adopted by Board of Directors on May 20, 2014.

Revisions adopted by Board of Directors on May 5, 2015 and members at Annual Meeting on May 28, 2015.