



Red Shoe Cville BY-LAWS

As proposed March, 2018

**In accordance with the Mission of
Ronald McDonald House Charities of Charlottesville, Inc.**

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Article 1 Definitions

1. Board: Members serving as Directors and Officers of the Board.
2. Directors: All of the persons serving on the Board of Directors.
3. Officer: A member of this organization's Board holding office as defined in Article 4 (President, VP, Secretary, Treasurer, etc).
3. Member: A paying member, other than an honorary member, of this organization.
4. Supporter: A volunteer/supporter who donates time to the organization at events.
5. Honorary Member: A member whose dues are paid through professional services in lieu of cash.
6. Year: The twelve-month period that begins on 1 Jan.

Article 2 Board

The governing body shall be the Board, consisting of the five officers for the organization, namely, the President, Vice-President of Advancement and Development, Vice-President in charge of Volunteers, a Treasurer, and a Secretary, and up to 11 additional members.

Article 3 Appointment of Officers and Members

Section 1 – The Executive Director of the Ronald McDonald House of Charlottesville will provide final confirmation of the President, based on nominations received from the board of Red Shoe Cville (including the Executive Director) and subsequently voted upon by the Board.

Section 2 – The officers and appointed directors shall constitute the board.

Section 3 – A vacancy in the board or any office shall be filled by action of the president and the remaining officers.

Article 4 Duties of Officers

Section 1 – President. It shall be the duty of the president to preside at meetings of the organization and the board and to perform other duties as ordinarily pertain to the office of president.

Section 2 – VP of Development and Advancement. It shall be the duty of the VP of Development and Advancement to serve as an officer and to perform such other duties as may be prescribed by the president or the board. (Duties set forth in Annex A)

Section 3 – Vice-President, Volunteer Coordinator. It shall be the duty of the vice-president to coordinate volunteers for events, those who are volunteering at the Ronald McDonald House, and to perform other duties as ordinarily pertain to the office of vice-president in addition to the duties outlined in Annex “A”.

Section 4 – Secretary. The duties of the secretary shall be set forth in Annex “B”.

Section 5 – Treasurer. The duties of the treasurer shall be set forth in Annex “C”.

Article 5: Responsibilities of Board Members

Each member of the Board of Directors will be responsible for;

- attending a minimum of 9 meetings per calendar year (may miss a maximum of 3

- regular Board meetings);
- volunteering for a minimum of one dinner preparation date at the House per year;
- volunteering for a minimum of two organization fundraising events per year;
- volunteering on a planning committee for the Downtown Chili Showdown;
- making every effort to attend the Downtown Chili Showdown as a volunteer each year.
- making a renewing annual donation of \$100 on the anniversary of when they joined

Article 6 Charitable Purpose and Powers.

Red Shoe Cville (“RSC”) is a **committee** of Ronald McDonald House Charities of Charlottesville (“RMHC-C”), and was founded in January of 2012. RSC acts as the fundraising arm of RMHC-C and is charged to do all things necessary to carry out its purpose, as set forth in these Bylaws.

Further:

- Red Shoe Cville (RSC) is a group of local philanthropic community members who provide support to the RONALD MCDONALD HOUSE of CHARLOTTESVILLE (RMHC-C). Members of RSC volunteer at the House, raise funds for RMHC-C programs through events, and organize socials to share our missions in the community.
- We support the children, families, staff, volunteers, and donors of the Ronald McDonald House of Charlottesville.
- Our mission is to engage, empower, and inspire the community to participate in philanthropic and leadership endeavors to support and build awareness of the Ronald McDonald House Charities.

Section 1 Governing Instruments. The RSC shall be governed by its Bylaws.

Section 2 Nondiscrimination Policy. The RSC will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 3 Limitations on Activities. No part of the activities of the RSC shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the RSC operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the RSC shall not carry on any activity not approved by RMHC-C and, as a representative committee of RMHC-C, not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article 7 Meetings

Section 1 –Regular meetings of the Board shall be held on the second Tuesday of each month at 5:30 p.m. at a place to be determined on a monthly basis. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the organization.

Section 2 – Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) officers/members, due notice having been given.

Section 3 – A majority of the officers/members shall constitute a quorum of the board.

Section 4 - Action Without a Meeting. Any action required or permitted to be taken by the Board or any sub-committee may be taken without a meeting if a quorum of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 5 - Re-scheduling of regular meetings: A quorum of the Board will be required to change or cancel regular monthly meeting times.

Section 6 – Members will strive to find a time for meetings that accommodates all.

Article 8 Resignation.

Any Board Member may resign from office at any time by delivering a resignation in writing to the President, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Article 9 Goodwill Contribution

A membership donation of \$100 shall accompany a new member's application when delivered to the membership committee. This is remitted to the RMHC-C. This donation is a sign of support for the mission of RSC and RMHC-C. Annual membership begins in the month payment is received and will continue for 12 consecutive months. Membership renewals are sent out monthly.

Article 10 Method of Voting

At all meetings of the Board, each Member shall have one vote. In the event that there is a tie in any vote, the Acting President shall have an additional vote to be the tie-breaker. All votes require simple majority unless otherwise noted in this document. In the absence of the President, the Vice President of Development and Advancement shall be the acting President, followed by the Vice President Volunteer Coordinator, the Treasurer, and the Secretary respectively.

Article 11 Sub-Committees

RSC sub-committees chaired by the appropriate member are charged with carrying out the annual and long-range strategic goals of the organization. The president and other officers should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for two years to ensure consistency. The president is responsible for appointing committee members to fill vacancies and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be as follows:

- **Organization Administration**
This committee should conduct activities associated with the effective operation of the

organization, including but not limited to organization fellowship events.

- **Development/Advancement**
This committee shall work with members of the community to form partnerships and further advance the mission of the organization.
- **Social Media**
This committee should develop and implement plans to provide the public with information about Red Shoe Cville and to promote the organization's service projects and activities.
- **Media Outreach/Newsletters**
- **Ronald McDonald House events/tours**
- **Membership**
This committee shall be chaired by a member of the Board of Directors appointed by the President.

Additional ad hoc sub-committees may be appointed as needed.

- (a) The president shall be *ex officio* a member of all sub-committees and, as such, shall have all the privileges of membership thereon.
- (b) Each sub-committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board of directors. Except where special authority is given by the board of directors, such sub-committees shall not take action until a report has been made and approved by the board of directors.
- (c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the sub-committee, and shall report to the board of directors on all committee activities.

Article 12 Leaves of Absence

Section 1 – Upon written application to the Board of directors, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending meetings. Except in extraordinary circumstances, such application shall be mailed or delivered to the President or Secretary at least 10 days before the requested leave is to begin.

Section 2 – Leave of absence prevents a forfeiture of membership and does not operate to excuse the member from payment of annual dues.

Section 3 – A member on leave of absence will continue to be carried on the RSC roster as a member.

Section 4 – In the event that an officer or director assigned a specific duty is granted a leave of absence, a substitute shall be nominated from the board of directors to perform the duties of the member taking leave.

Article 13 Finances

Section 1 – Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be broken into two separate parts: one in respect of organization operations and one in respect of charitable/service operations.

Section 2 – The treasurer shall turn over all organization funds to RMHC-C for deposit.

Section 3 – Expenditures shall be made in accordance with budgets and exceptions approved by the board.

Section 4 – The fiscal year of this organization shall extend from 1 Jan to 31 Dec, and for the collection of members' dues shall be paid annually, due on the anniversary date of their membership to the board.

Article 14 Method of Electing Directors and Officers:

Section 1 – The name of a prospective board member shall be submitted to the Board for consideration.

Section 2 – The board shall approve or disapprove the prospective board member within 30 days of nomination and shall notify the proposer

Section 3 – If the decision of the board is favorable, the prospective board member shall be informed of the purposes of Red Shoe Cville and of the privileges and responsibilities of membership, following which the prospective board member shall be requested to sign the membership application.

Section 5 – Members of the Board may elect, by majority vote, Honorary Members to the Board, based on their extraordinary support of RSC/RMHC-C through donation of professional services.

Section 6 – The Executive Director of the Ronald McDonald House of Charlottesville will provide final confirmation of the President, based on nominations received from the board of Red Shoe Cville (including the Executive Director) and subsequently voted upon by the Board.

Article 15 Terms

Each officer shall hold office for a term of 1 year, though an individual may be re-elected to consecutive terms for the same office.

Article 16 Resolutions

The organization shall not consider any resolution or motion to commit the organization on any matter until the officers of the Board of Directors have considered it. Such resolutions or motions, if offered at an organization meeting, shall be referred to the Board of Directors without discussion.

Article 17 Order of Business

Meeting called to order.

Introduction of visitors.

Correspondence, announcements, and Red Shoe Cville information.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features.

Action Items

Adjournment.

Article 18 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been presented to the membership to be received at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the bylaws of Red Shoe Cville as stated herein and with the bylaws of the Ronald McDonald House Charities of Charlottesville, Inc.

Annex “A” Duties of the Vice Presidents

It shall be the duty of the Vice President of Development and Advancement to:

1. Work with community businesses and non-profit partners to advance the mission of the organization.
2. Meet with organizations
3. Promote the organization’s events through social media, and working with the President,
4. The duties of the Vice-President of Development and Advancement may be changed by the Board of Directors through revision of this annex.

It shall be the duty of the Vice President of Volunteers and Events to:

1. Engage with volunteers and
2. Coordinate the volunteer needs for Red Shoe events and obligations including but not limited to:
 - a. Monthly dinners for the families staying at the Ronald McDonald House
 - b. The Downtown Chili Showdown
 - c. As requested by the Ronald McDonald House to support their own events
 - d. Other fundraising activities of the organization
3. Maintain volunteer lists for each event.
4. Ascertain volunteer needs for each event and assure those needs are met.
5. Maintain and update a master volunteer list.
6. The duties of the Vice-President of Volunteers and Events may be changed by the Board of Directors through revision of this annex.

Annex “B” Duties of the Secretary

It shall be the duty of the Secretary to:

1. Working with the Membership Committee, maintain the records of membership.
2. Record attendance at meetings
5. Send out notices of meetings when appropriate.
6. Record and preserve the minutes of all Board of directors meetings.
7. Make required reports as directed by the President.
8. Prepare correspondence as directed by the President or Board of directors.
9. Receive and process expeditiously new member proposal forms and deliver to the Membership Committee Chair.
10. The duties of the Secretary may be changed by the Board of directors through revision of this annex.

Annex “C” Duties of the Treasurer

It shall be the duty of the Treasurer to:

1. Submit an annual budget of projected revenue and expenses.
2. Have custody of and account for all the RSC funds.
3. Deliver in a timely manner to each member a quarterly statement listing charges for meals, dues, and other assessable items.
4. Submit to the Board of directors at each meeting a Treasurer’s report of the financial transactions of the past month in such form as the Board of directors shall prescribe.
5. The duties of the Treasurer may be changed by the Board of Directors through revision of this annex.

Annex “D” Composition of the Organization

1. The organization shall be composed of officers, directors, and members, each of whom shall be an adult person of good character and good business, professional and/or community reputation,
2. The organization shall strive to have a well-balanced board of directors and membership in which no one business, profession or type of community service predominates.

Annex “E” Duties of the Membership Committee Chair

It shall be the duty of the Membership Committee Chair to:

1. Participate in New Member Orientations.
2. Inform new members regarding all social activities and volunteer/involvement opportunities.
3. Record membership renewals and new member payments and submit membership form and payment information to the Ronald McDonald House.
4. Send membership renewal notices each month to those members whose annual membership dues need to be renewed.
5. The duties of the Membership Committee Chair may be changed by the Board of Directors through revision of this annex.

These Bylaws were adopted at a meeting of the Board of Directors of Red Shoe Cville on

July 10, 2018.



Cheryl Duncan
President

Emily Aiken
Vice President Development and Advancement



Carl Schwarz
Vice President Volunteer Coordinator

Carrie L. Throckmorton

Carrie L. Throckmorton (Jul 13, 2018)

Carrie Throckmorton
Secretary

Erik Henderson
Treasurer