

**AMENDED AND RESTATED RULES AND GOVERNING GUIDELINES FOR THE
AMERICAN RED CROSS
TIFFANY CIRCLE SOCIETY OF WOMEN LEADERS NATIONAL COUNCIL**

AS OF MARCH 6, 2018

Tiffany Circle Vision

To alleviate suffering in the face of disaster by mobilizing the collective power of philanthropic women leaders.

Mission

The Tiffany Circle is a community of women leaders who advance the American Red Cross mission through a focused investment of time, talent, and treasure by engaging and embracing women locally, nationally and internationally.

I. GENERAL PROVISIONS.

- A. The purpose of the Tiffany Circle Society of Women Leaders National Council (“National Council”) is to advance the mission of the American Red Cross.
- B. The National Council is charged with creating and executing the Tiffany Circle Strategic Plan to advance the mission and vision of the Tiffany Circle and the American Red Cross.
- C. These Rules and Governing Guidelines shall be known as the Rules and Governing Guidelines for the American Red Cross Tiffany Circle National Council (or “Rules and Governing Guidelines”).
- D. The Rules and Governing Guidelines and those matters considered central to the Tiffany Circle. Approval of the Rules and Governing Guidelines shall require a two-thirds vote by the National Council members with voting privileges.
- E. A new year begins on July 1, the beginning of the American Red Cross fiscal year.

II. COUNCIL COMPOSITION.

- A. The National Council shall be comprised of no more than thirty (30) voting members.

III. MEMBERSHIP ON THE NATIONAL COUNCIL.

- A. **Membership Eligibility.** Members of the National Council must be current Tiffany Circle members in good standing with their respective local chapter. Prospective members must understand and agree to pay their own expenses associated with service on the National Council.
- B. **Terms of Service.** Each National Council member shall be elected to a three-year term that commences on July 1, the beginning of the American Red Cross fiscal year. Members may be eligible to serve a total of three (3) three (3) year terms.
- C. The Governance Committee may recommend that a Tiffany Circle member fill a term of less than three years to fill a specific need; such instances are subject to approval by members of the National Council.
- D. **Responsibilities.** Each National Council member shall:
1. Be in good financial standing with the Red Cross (i.e., up to date on current year pledge commitments and not being the subject of any uncollectible pledges with the Red Cross).
 2. Pay her own expenses related to service on the National Council. Such expenses include but are not limited to transportation to and accommodation at National Council meetings, international meetings, and fees associated with special events.
 3. Participate in National Council meetings and conference calls. The member must attend at least two in person meetings a year and participate in 50% of the National Council calls and 50% of the member's committee calls.
 4. The National Council recognizes that exceptions may be made for valid reasons or extenuating circumstances. The Governance Committee will contact any member who misses three consecutive meetings to inquire about the absences and discuss future direction. A member who misses three consecutive meetings without a valid reason may be asked to relinquish membership on the National Council based on the Governance Committee's recommendation.
 5. Serve on at least one committee of the National Council, as defined in Article VI of the Rules and Governing Guidelines.
- E. **Election.** All seats on the National Council are filled through election by the members of the National Council. The Chair of the Governance Committee issues the slate of nominees during the fourth quarter of the fiscal year (April-May). She may also call for a special election as warranted by vacancies on the National Council.

1. **Eligibility.** Prior to calling for nominations as set forth in Article III, Section E, paragraph 2 below, the Governance Committee Chair shall audit current National Council member terms and confirm the number of open seats.
 2. **Nominations.** The Governance Committee Chair shall call for nominations to the National Council during the third quarter of the fiscal year (January - March) by e-mail to the Tiffany Circle membership, publication in “The Torch,” or any other method designed to reach the Tiffany Circle membership. Nominations may be received from members of the National Council, Torchbearers (as defined in Article VII Section A) Tiffany Circle members, other leadership volunteers of the American Red Cross, American Red Cross donors, or American Red Cross staff. Nominations may be submitted via e-mail but all applications should be signed and dated by the candidate and submitted to the designated National Headquarters staff liaison who provides support to the Governance Committee.
 3. **Verification.** All nominations to the National Council will be subject to review including membership eligibility as defined by Article III, Section A, of the Governing Guidelines. The Governance Committee may interview candidates for the National Council to determine their interest in serving on the National Council and alignment with the Tiffany Circle vision, mission, and ethos. The Governance Committee is ultimately charged with determining which candidates will appear on the slate of nominees for the National Council’s consideration, based on these factors and prioritizing candidates based on the number of open seats on the National Council.
 4. **Voting.** The Governance Committee Chair will present the slate of nominees including up to three alternates, for the National Council during the fourth quarter of the fiscal year (April-June). Members may vote via paper or electronic ballot or during a special meeting of the National Council designated for the election. The Governance Committee may appoint any alternate to fill an unexpired seat based on the needs of the Council at that time.
 5. **Notification of results.** The Governance Committee will confirm and communicate the results of the election to the National Council, all candidates standing for election, and the staff leadership of the nominees’ local chapters.
 6. **New member expectations.** Newly-elected members of the National Council are expected to assume their duties as of July 1. All new members will receive an orientation to aid them in fulfilling their responsibilities on the National Council.
- F. **Permanent Members of the National Council.** The Founder and Co-Founder of the American Red Cross Tiffany Circle Society of Women Leaders (Bonnie McElveen-Hunter and Melanie Sabelhaus) will enjoy status as Permanent Members of the National Council. They will be responsible for paying their own expenses related to participation in National Council

meetings and events but will not be subject to Article III, Section D, paragraphs 3 or 4, of these Rules and Governing Guidelines.

G. **International Liaisons.** To promote cross-cultural exchange, National Presidents (or Chairs) of Tiffany Circles in countries outside the United States (or their designees) may observe in National Council meetings. They do not have voting privileges at National Council meetings and are required to pay their own expenses related to participation.

H. **Resignation.** Members desiring to resign from the National Council shall submit a letter of resignation in writing to the Chair. A member who has resigned in good standing with the National Council and in good financial standing with the Red Cross may seek re-nomination when her circumstances allow. In instances where a member vacates her seat in the middle of her term, an alternate may be appointed by the Governance Committee. In those instances where such vacancies are filled, the National Council member elected to fill the vacated seat will be eligible to be elected to two full three-year terms (in addition to the remainder of the resigning member's term), provided that the vacated term is less than two years, in accordance with Article III, Section B of these Rules and Governing Guidelines.

I. **Dismissal.** A member may be subject to dismissal, should it be determined that she is not fulfilling her responsibilities as a National Council member as stated in Article III, Section D, or if she is found to be in violation of the American Red Cross Code of Business Ethics and Conduct (Attachment A).

1. When there is reason to consider the dismissal of a member, the process will be initiated by a call to the member in question by the Chair of the National Council. The member will be invited to offer an explanation for her inability to fulfill her responsibilities.
2. The Governance Committee and the Chair shall consider the matter via an executive session hearing and render a recommendation directly and in private to the member in question.
3. Should the Governance Committee's recommendation call for the resignation of the member in question, the member may do so in accordance with Article III, Section H, of the Governing Guidelines. If the member in question complies with the Governance Committee's recommendation that she resign, the Governance Committee will allow her to do so without making a formal report to the National Council in order to maintain the member's privacy. In the event that the member in question does not wish to abide by the Nominating Committee's recommendation, she may appeal to the National Council for a final decision.

IV. MEETING PROTOCOL.

- A. **Official proceedings.** All official business of the National Council shall be conducted in accordance with Robert's Rules of Order.
- B. **Quorum.** Quorum is defined as participation by at least sixty (60) percent of eligible voting members.
- C. **Voting.** All matters presented to National Council members for vote shall be subject to approval by two-thirds of eligible voting members in attendance.

V. LEADERSHIP.

- A. **National Chair.** The National Chair is the lead volunteer of the national Tiffany Circle program. It is expected that the National Chair will serve a two-year term. However, recognizing that for some individuals work and personal matters may prevent a two-year commitment, the Chair may, upon consultation with the Governance Committee and Chair-Elect, be excused from this requirement and serve a one-year term. Notice of this event shall be given to the Governance Committee and Chair-Elect no later than January 1. The Chair is responsible for the implementation of the Tiffany Circle strategic plan, provides effective and harmonious leadership of National Council meetings, and is the official spokesperson for the Tiffany Circle. The National Chair is charged with appointing committee chairs as soon as practical after taking office. She pays for her own expenses as they relate to her service as National Chair and receives professional staff support from National Headquarters. In instances where she is invited to speak at an event, she may request reimbursement for her travel, accommodation, and meals from the sponsoring entity.
- B. **National Chair-Elect.** The National Chair-Elect succeeds the National Chair in her leadership role. In the event that the National Chair is unable to complete her term, the National Chair-Elect completes the National Chair's term and may serve the original term to which she was elected. Like the National Chair, she pays for her own expenses as they relate to her service as National Chair-Elect and receives professional staff support from National Headquarters.
- C. **Immediate Past Chair.** The Immediate Past Chair provides advice and counsel to the National Chair. The Immediate Past Chair shall determine the extent to which she would like to remain engaged as a leader of the National Council, including the ability to serve on the Chairs' Committee.
- D. **Election of National Chair-Elect.** The National Chair-Elect is elected by the members of the National Council. The Chair of the Governance Committee shall call for nominations during the

third quarter of the fiscal year January – March). She may also call for a special election as warranted by special circumstance.

1. **Nominations.** The Governance Committee Chair shall call for nominations during the third quarter of the fiscal year (between January 1 – March 30). Nominations may be received in writing or electronically from members of the National Council or Torchbearers (as defined in Article VII, Section A). All applications should be signed and dated by the candidate and submitted to the designated National Headquarters staff liaison who provides staff support to the Governance Committee.
2. **Verification.** All nominations for Chair-Elect will be subject to review including membership eligibility as defined by Article III, Section A, of the Governing Guidelines. The Governance Committee shall interview candidates, in person or in writing for National Chair-Elect to determine their interest in serving and their alignment with the Tiffany Circle vision, mission, and ethos. In addition, the candidates will be asked to speak to the Council at the spring meeting to share their vision for the Tiffany Circle. The Governance Committee is ultimately charged with determining which candidates will appear on the slate of nominees for the National Council's consideration.
3. **Voting.** The Governance Committee Chair will present the slate of nominees for National Chair-Elect during the fourth quarter of the fiscal year (April-June). Members may vote via paper or electronic ballot. The candidate receiving the most votes will be invited to serve as National Chair-Elect.
4. **Notification of results.** The Governance Committee will confirm the results of the election and communicate them to the National Council, all candidates standing for election, and the appropriate Red Cross staff.

VI. STANDING COMMITTEES.

- A. **Governance Committee.** The Governance Committee shall be charged with overseeing the election of National Council members as set forth in Article III, Section E; election of the Chair-Elect as set forth in Article V, Section D; and dismissal of members as set forth in Article III, Section I. Additionally, the Governance Committee shall be the official repository for documentation of members' terms, eligibility for service, and resignations and all National Council policy documents. The Committee shall be comprised of no less than four members of the National Council and will be supported by a national Red Cross staff liaison who will be responsible for providing strategic counsel into the process and overseeing the verification process set forth in Article III, Section E, paragraph 3 of the Rules and Governing Guidelines.

B. Ad Hoc Committees. The National Chair may recommend to the National Council the appointment of such other committees as she deems necessary and appropriate from time to time to carry out the purpose of the National Council as set forth in Article I, to be approved by the Council by majority vote. The National Chair may appoint a chair or co-chairs of any such approved Committees and may request National Council members to serve on such Committees. The Chair will inform the National Council on a timely basis of her recommendations for ad hoc Committees and of her appointments of Committee chairs no later than July 1.

VII. ADVISORY COUNCILS AND OTHER COMMITTEES.

A. Torchbearers. Active members who have served on the National Council for at least three years may elect Torchbearer status by notifying the Tiffany Circle National Chair in writing at the conclusion of her service on the National Council. Torchbearers must be Tiffany Circle members in good financial standing with their local Red Cross chapter and express their desire to participate via an annual Torchbearer commitment form.

1. **Responsibilities.** Torchbearers shall encourage the long-term growth of the Tiffany Circle through such activities as participating on National Council committees, submitting nominations for National Council membership, supporting national and international events, and serving as advisors to Red Cross chapters seeking to launch or strengthen their local Tiffany Circles.

2. **Voting.** Torchbearer members may not vote at National Council meetings.

3. **Privileges.** Although not required to do so, Torchbearers may participate in summits, National Council meetings, and National Council conference calls with voice but no vote. They will be recognized via such vehicles as the National Council membership directory, select Summit materials, social media, *The Source*, and *The Torch*.

B. International Council. The International Council shall be charged with engaging philanthropic women in providing and developing donor resources that aid in the financial health of Red Cross/Red Crescent Societies around the world in fulfilling the organization's humanitarian mission.

1. **Purpose.** The Council will be focused on the following:

- (a) retaining and growing membership and giving in all global societies;
- (b) sharing best practices, particularly in the areas of membership growth and retention;
- (c) increasing education of the Red Cross/Red Crescent globally;
- (d) supporting start-up societies;
- (e) standardizing Tiffany Circle materials, guidelines, and membership strategies to the extent practical;

- (f) Engaging in philanthropic diplomacy by serving as point persons for international Tiffany Circle members traveling to the United States who would like to meet U.S. members
- (g) recommending international programming at the Tiffany Summit; and
- (h) Establishing a repository of international Tiffany Circle donor resource materials and information.

2. **Composition.** The International Council shall be comprised of: Interested Tiffany Circle National Council members and Torchbearers.

VIII. AMENDMENTS TO TIFFANY CIRCLE NATIONAL COUNCIL GUIDELINES.

Any National Council member who wishes to suggest changes or amendments to existing Council Guidelines may do so by submitting them to the Governance Committee. The Guidelines may be amended by a two-thirds affirmative majority vote of National Council members with voting privileges.