

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

**AS OF JUNE 30, 2020**

**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.

**Red Cross Fundamental Principles (Adopted by 20<sup>th</sup> International Conference, 1965):**

Our network is vast, but our approach is simple. All Red Cross programs and activities are guided by the Fundamental Principles of Humanity, Impartiality, Neutrality, Independence, Voluntary Service, Unity and Universality. These principles allow us to provide help immediately to whoever needs it, wherever they are, whatever their race, political beliefs, religion, social status, or culture.

**Humanity**

The International Red Cross and Red Crescent Movement, born of a desire to bring assistance without discrimination to the wounded on the battlefield, endeavors, in its international and national capacity, to prevent and alleviate human suffering wherever it may be found. Its purpose is to protect life and health and to ensure respect for the human being. It promotes mutual understanding, friendship, co-operation and lasting peace amongst all peoples.

**Impartiality**

It makes no discrimination as to nationality, race, religious beliefs, class or political opinions. It endeavors to relieve the suffering of individuals, being guided solely by their needs, and to give priority to the most urgent cases of distress.

**Neutrality**

In order to continue to enjoy the confidence of all, the Movement may not take sides in hostilities or engage at any time in controversies of a political, racial, religious or ideological nature.

**Independence**

The Movement is independent. The National Societies, while auxiliaries in the humanitarian services of their governments and subject to the laws of their respective countries, must always maintain their autonomy so that they may be able at all times to act in accordance with the principles of the Movement.

**Voluntary Service**

It is a voluntary relief movement not prompted in any manner by desire for gain.

**Unity**

There can only be one Red Cross or one Red Crescent Society in any one country. It must be open to all. It must carry on its humanitarian work throughout its territory.

**Universality**

The International Red Cross and Red Crescent Movement, in which all Societies have equal status and share equal responsibilities and duties in helping each other, is world-wide.

**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. 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 75% of the National Council calls and 75% of the member's committee calls.
4. The National Council recognizes that exceptions may be made for valid reasons or extenuating circumstances. In the event personal circumstances require, a member can request a leave of absence up to three months, which request should be made to the Governance Chair in writing, approval of which is discretionary and may or not may be granted based on the needs of the Council at the current time. The Governance Chair will consult with the Co-Chairs to assess this and will advise the member. In the event approval is not granted, or if granted and after three months a member is not able to return to active status, she may resign under Section G below, and, if her circumstances change, may also seek re-election under the terms specified in Section G. Due to the need to determine open Council spots for elections in the fourth quarter of the fiscal year, requests made after March 1 are unlikely to be granted unless the member can commit to returning within the three month period. A Co-Chair will contact any member who misses two consecutive in-person 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 D, 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 Division, Regional or other 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 Governance Guidelines. Specific consideration will be given to input from the Divisional Tiffany Circle liaisons and senior staff as well as the Tiffany Circle Chair from the candidates’ region. The Governance Committee shall 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.
  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 and divisional 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 be required to complete an orientation to aid them in fulfilling their responsibilities on the National Council. All National Council members will be required to sign the Code of Conduct, Conflict of Interest and Member Commitment form annually.
- 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. **Resignation.** Members desiring to resign from the National Council shall submit a letter of resignation in writing to a Co-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.

H. **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 one or both Co-Chairs 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 Co-Chairs 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 G, 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 Co- Chairs.** The National Co-Chairs are the lead volunteers of the national Tiffany Circle program. It is expected that the National Co-Chairs will serve a two-year term. However, recognizing that for some individuals work and personal matters may prevent a two-year commitment, the Co-Chair in question may, upon consultation with the Governance Committee and other Co-Chair, be excused from this requirement and serve a one-year term. Notice of this event shall be given to the Governance Committee and remaining Co-Chair no later than October 1 of her first year in office. The Co-Chairs are responsible for implementation of the Tiffany Circle strategic plan. They provide effective and harmonious leadership of National Council meetings and are the official spokespersons for the Tiffany Circle. The National Co-Chairs are charged with appointing committee chairs as soon as practical after taking office in a given fiscal year. Co-Chairs pay for their own expenses as they relate to their service as National Co-Chairs and receive professional staff support from National Headquarters. In instances where one or the other of the Co-Chairs is invited to speak at an event, she may request reimbursement for her travel, accommodation, and meals from the sponsoring entity.

The National Co-Chairs serve staggered terms and are elected pursuant to the process described in Section C below. The new Co-Chair will be elected by the Council to take office on July 1.

- B. **Immediate Past Chair.** The Immediate Past Chair provides advice and counsel to the National Co-Chairs. 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 Executive Committee
- C. **Election of National Co- Chair.** The National Co-Chair is elected by the members of the National Council. The election process for a National Co-Chair will be conducted by the Chair Nominating Committee, which will consist of the two current Co-Chairs, Immediate Past Chair, Governance Chair and Chair of Torchbearers.
  - 1. **Nominations.** The Governance Committee Chair shall call for nominations during the second quarter of the fiscal year (between October and December). 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. The Governance Chair may also call for a special election if circumstances require.

2. **Verification.** All nominations for Co-Chair will be subject to review including membership eligibility as defined by Article III, Section A, of the Governance Guidelines. The Chair Nominating Committee shall interview candidates, in person or in writing for the National Co- Chair position to determine their interest in serving and their alignment with the Tiffany Circle vision, mission, and ethos. In addition, the candidate will be asked to speak to the National Council at the spring meeting to share their vision for the Tiffany Circle. The Chair Nominating Committee is ultimately charged with determining which candidate(s) will appear on the slate for the National Council's consideration.
3. **Voting.** The Governance Committee Chair will present the slate for National Co-Chair during the third quarter of the fiscal year (Jan-March). Members may vote via paper or electronic ballot.
4. **Notification of results.** The Governance Committee Chair will confirm the results of the election and communicate them to the National Council, the candidate 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; dismissal of members as set forth in Article III, Section H, and other areas of Board governance, such as on-boarding and engagement. 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 D, paragraph 3 of the Rules and Governing Guidelines.
- B. **Ad Hoc Committees.** The National Co-Chairs may recommend to the National Council the appointment of such other committees as they deem 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 Co-Chairs may appoint a chair or co-chairs of any such approved Committees and may request National Council members to serve on such Committees. The Co-Chairs will inform the National Council on a timely basis of their recommendations for ad hoc Committees and of their 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.

**C. 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.

## **VIII. AMENDMENTS TO TIFFANY CIRCLE NATIONAL COUNCIL GOVERNING GUIDELINES**



Any National Council member who wishes to suggest changes or amendments to existing Governing 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.