

BY-LAWS DRAFT
Rockwell Collins Retiree Volunteers
May 19, 2011

Article I: Name

The name of this organization shall be ROCKWELL COLLINS RETIREE VOLUNTEERS (RCRV)

Article II: Mission and Purposes

Section 1 Mission Statement: Rockwell Collins retirees and spouses connecting to identify and support volunteer needs in our community and beyond while enriching the lives of the volunteers.

Section 2 Purposes:

Provide Rockwell Collins retirees and spouses with the opportunity to participate in community volunteer services through RCRV

Develop and maintain social interactions with RCRV members and others in the volunteer community.

Continually inventory the needs of the community and match them with the skills and desires of the Rockwell Collins volunteers.

Provide a comprehensive range of opportunities for interested retirees and spouses to utilize experienced-based skills, to gain the satisfaction of helping others, to keep the mind and body active and to receive recognition for services rendered.

Communicate with retirees on a regular basis regarding the activities of the organization, opportunities for involvement and the needs of the community.

Assist retirees with their personal volunteer interests by linking them with RCRV resources and providing insight into community needs.

Maintain a reputation for valuable, high integrity service.

Article II: Mission and Purposes , continued

Section 3 RCRV shall maintain a neutral position with respect to political, religious, labor-management, and social policy matters, and shall sanction no activities that would call that neutrality into question. The RCRV Board of Directors shall interpret and make the final decisions on all such matters.

The following activities are specifically prohibited:

- a. RCRV fundraising, lobbying, or public advocacy for local, state, or federal legislative or regulatory action.
- b. RCRV fundraising for, or public advocacy or endorsement of any public or private cause or enterprise, except:
 - RCRV may publicly endorse non-profit service agencies with which it conducts joint projects.
 - RCRV may facilitate and support funding for non-profit service agencies from the Rockwell Collins Charitable Foundation and from Rockwell Collins, Inc.
- c. Expressed or implied RCRV endorsement of any position with respect to any political, religious, labor, or social policy issue.
- d. Use of any RCRV resources or membership lists by private individuals for any purpose or to any extent beyond that required for authorized projects.

Article III: Location

Section 1 The principal operations of RCRV are conducted in and around Cedar Rapids, Iowa. However, RCRV may extend its operations elsewhere, at the discretion of the Board of Directors.

Section 2 The principal place for transacting the business of RCRV will be the RCRV office at 927 North Compton Road, Hiawatha, IA 52233.

Article IV: Membership

Section 1 A person is eligible to become an RCRV member if he/she is retired and had been a regular, full-time employee of Rockwell Collins, or is the spouse of such a person.

Section 2 Any individual not qualifying under Section 1 may nevertheless be declared eligible for RCRV membership by vote of the Board of Directors.

Article III: Membership, continued

- Section 3 A qualified individual becomes an RCRV Member when he or she submits a membership application to RCRV and that application is accepted by the Membership Director or an appointed representative. To maintain membership, the individual must participate in one or more RCRV recognized activities and report results and volunteer hours worked to RCRV.
- Section 4 An RCRV member may resign his/her membership by notifying the Membership Director or any RCRV officer. An individual's RCRV membership may be revoked by the Membership Director if that member has failed to participate in RCRV activities or to report volunteer hours worked on applicable projects for twelve consecutive months or longer. An individual's RCRV membership may be revoked by vote of the Board of Directors for any reason.
- Section 5 RCRV does not disclose information about its members except as defined in Article IX:.
- Section 6 There are no membership dues associated with RCRV.

Article V: Organization

- Section 1 The RCRV organization is governed by its Officers and Board of Director.
- Section 2 The Officers of RCRV are:
- a. President
 - b. Vice-President
 - c. Secretary/Treasurer
 - d. Community Projects Director
- Section 3 All the officers must be members in good standing of RCRV as defined in Article IV. Elected Officers can serve for no more than five consecutive one year terms in the same office. Any officer may be removed from office during his/her term by a simple majority of the existing members of the Board of Directors (NOT a majority of those present at a meeting).

Article V: Organization, continued

Section 4 The RCRV Board of Directors shall be constituted as follows:

- a. Up to 25 RCRV Members in good standing.
- b. Up to 15 representatives of Community Service Agencies.
- c. Up to 2 representatives of Rockwell Collins.

All Members of the Board of Directors shall be elected at an RCRV Annual Meeting and shall serve for a term of one year beginning January 1 following the annual meeting and may serve unlimited terms. The composition and number of Board Members to be elected shall be fixed by resolution approved by the Annual meeting in conjunction with each annual election. Any vacancy in the Board of Directors that occurs during the year may be filled by a replacement elected by the Board of Directors to serve for the remainder of the year in which the election occurs. Any member of the board may be removed from office during his/her term by a simple majority of the existing members of the Board of Directors (NOT a majority of those present at a meeting).

Section 5 The Executive Committee shall consist of the following:

- a. The four RCRV Officers
- b. The immediate past President of RCRV.
- c. Up to 2 RCRV members in good standing selected by the President and approved by the Board of Directors.

Section 6 The following Functional Directors shall be appointed by the President, subject to approval by the Board:

- a. Community Projects Director
- b. Membership Director
- c. Communications Director
- d. Information Systems Director

The functional directors may select additional RCRV members or members of the board to assist them as they see fit. The functional directors may delegate any or all of their responsibilities and authorities to their assistants.

Section 7 The President may establish and appoint members to ad hoc committees at any time to address specific short-term needs.

Section 8 RCRV shall operate on a calendar year basis. Yearly planning shall be prepared and coordinated with Rockwell Collins on a schedule compatible with the Rockwell Collins fiscal year.

Article VI: Responsibilities

- Section 1 The RCRV Board of Directors shall:
- a. Be the primary decision-making body of RCRV.
 - b. Determine policy, objectives, and strategies for RCRV to achieve the mission and purposes of the organization defined in Article II.
 - c. Approve all contracts, agreements, and commitments with individuals or organizations, whether or not the exchange of money is involved.
 - d. Advise the President regarding appointments and approve appointments to committees and functional directorships.
- Section 2 The Executive Committee shall:
- a. Lead RCRV in actions to achieve the mission and purposes of the organization defined in Article II.
 - b. Initiate and lead strategic planning for RCRV.
 - c. Determine the priority or feasibility of initiating new tasks which RCRV would have the resources to effectively perform within a given time frame or current workload, and initiate the accomplishment of tasks selected.
 - d. Perform other related duties as they arise.
- Section 3 The RCRV President shall:
- a. Preside over the Board of Director meetings.
 - b. Instigate strategic planning and propose appropriate changes to the Board of Directors as necessary.
 - c. Make, subject to Board of Directors approval, agreements and commitments with other organizations.
 - d. Schedule the Board of Directors and Executive Committee meetings.
 - e. Oversee implementation of approved activities.
 - f. Act as primary RCRV liaison with Rockwell Collins and all other organizations except the press and non-profit service organizations.
 - g. Appoint two members to the ad hoc Nominating Committee defined in Article VI Section 8 in the third quarter of each year:
 - h. Delegate his/her responsibilities and authorities to the Vice-President or other Executive Committee officer in the event of the President's absence.
 - i. Perform other related duties as they arise.

Article VI: Responsibilities, continued

Section 4 The RCRV Vice President shall:

- a. Perform designated responsibilities of the President in the President's absence.
- b. Make arrangements for programs of interest to the RCRV Members and Board of Directors at board meetings and the annual meeting.
- c. Periodically audit the objectives and financial status of RCRV.

Section 5 The Secretary/Treasurer of RCRV shall:

- a. Take and publish minutes of the Board of Directors and Executive Committee meetings.
- b. Keep and maintain the records and correspondence of the organization.
- c. Make all filings and reports to government agencies required to maintain the organization as a non-profit corporation.
- d. Be responsible for all funds of the organization, and handle reimbursement funds for approved projects.
- e. Maintain the financial records of the organization, report on the financial condition of the organization at board meetings, and prepare and file any income tax returns required of the organization.
- f. Perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6 The Community Projects Director shall:

- a. Be the primary liaison with non-profit services organizations in RCRV's location.
- b. Solicit volunteer projects appropriate to the makeup and skills of the group from area organizations.
- c. Coordinate and expedite the volunteering of members to undertake community projects needing people to perform them.
- d. Track progress and completion of projects, and the queue of projects needing volunteers.
- e. Help identify sources of funding for projects.
- f. Report on Community Projects activities at each RCRV Board of Directors meeting.

Article VI: Responsibilities, continued

Section 7 The Membership Director shall:

- a. Maintain records of the members of RCRV.
- b. Lead the recruitment of new members to RCRV, by reviewing lists of Rockwell Collins retirees and identify potential candidates, conducting orientation sessions for groups of prospective new members, developing informational material to inform Rockwell Collins retirees of RCRV and its activities, and suggesting actions by other RCRV members that would help recruit new members.
- c. Collect information about RCRV accomplishments and specific recognition of these accomplishments by individuals and by public organizations. Assure that individual and groups are appropriately recognized and thanked for their contributions.
- d. Investigate possible de-motivating circumstances that may be discovered, and recommend corrective action to the RCRV Board of Directors.
- e. Chair the ad hoc nominating committee to recruit and nominate officers and members of the board, as described in Section 10.
- f. Provide a status report at each Board of Directors meeting.

Section 8 The Communications Director shall:

- a. Develop and distribute promotional material to publicize the objectives and the activities of RCRV. Publish and distribute a regular newsletter for RCRV members.
- b. Develop reports at appropriate opportunities to inform Rockwell management of RCRV plans, activities, and status.
- c. Develop reports and promotional material to define RCRV and its capabilities and objectives to current and prospective client organizations.
- d. Monitor public and in-house media and collect news stories, photographs, and other information that refers to RCRV activities. Provide material to the Membership Director to share with RCRV members.
- e. Act as primary RCRV liaison with the press media organizations.
- f. Ensure that email and telephone calls directed to RCRV are received and directed appropriately.
- g. Provide a status report at each Board of Directors meeting.

Article VI: Responsibilities, continued

- Section 9 The Information Systems Director shall:
- a. Maintain retiree and RCRV membership data and other supporting data as required to track RCRV activities and recruit members.
 - b. Obtain and support hardware and software resources required.
 - c. Establish policies and procedures for handling, backing up, and protecting RCRV data in accordance with these bylaws.
 - d. Coordinate efforts to implement and support all RCRV information systems, including email and telephone.
 - e. Provide a status report at each Board of Directors meeting.
- Section 10 An ad hoc Nominating Committee shall be established during the third quarter of each calendar year. This committee shall be comprised of the Membership Director and two members appointed by the President. This committee shall:
- a. Solicit candidates for RCRV officers and the Board of Directors from the RCRV membership, review the candidates' qualifications, interview the candidates and deliberate as necessary so as to make their recommendations available to the RCRV membership one month prior to the annual General Meeting.
 - b. Put into nomination candidates for the RCRV officers at the Annual Meeting.
 - c. Propose the composition of the board, and nominate candidates for membership on the RCRV Board of Directors to serve for the next year at the Annual Meeting.

Article VII: Board Meetings

- Section 1 Board of Directors meetings will be held on the third Wednesday of each month, excluding July and December, unless otherwise notified.
- Section 2 Except as specified in these bylaws, a quorum shall consist of one-third of the members of the Board of Directors in office. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board.

Article VIII: Annual Meeting

- Section 1 An Annual Meeting of RCRV shall be held in November of each year for the purpose of electing the RCRV Officers and Board of Directors. Advance notice of the meeting shall be made to all RCRV members two weeks or more prior to the meeting date. The RCRV Board of Directors and all RCRV members are eligible to attend.
- Section 2 At the Annual Meeting, a quorum shall be 15 members of RCRV or one-twentieth of the members of RCRV, whichever is greater.

Article IX: Relationships with Other Organizations

- Section 1 Rockwell Collins provides office space, personnel, and financial and logistical support for the activities of RCRV. In turn, RCRV will expend all reasonable effort to support and cooperate with mutually agreed upon service objectives and activities of Rockwell Collins, and will provide membership information required for Rockwell Collins to perform its support.
- Section 2 RCRV maintains a partnership and shares membership information with the Retired and Senior Volunteers Program (RSVP). RSVP reports RCRV hours worked and accomplishments as part of its own tracked activities. RSVP also provides general support and limited insurance protection for individuals while they are performing RCRV volunteer activities.
- Section 3 RCRV, by resolution of the Board of Directors, may make membership information available, under confidentiality agreements, for specific projects by non-profit organizations that are specifically supported by Rockwell Collins.

Article X: Amendments

- Section 1 A proposal to amend the by-laws can be made by submitting a copy of draft by-laws as proposed to any board of directors meeting. The proposal will be adopted and the by-laws amended by a two-thirds (2/3) majority at the next subsequent meeting of the Board of Directors. Advance notice of the vote on the by-laws shall be made two weeks or more prior to the meeting date at which the vote will occur. A draft copy of the planned revisions of the by-laws will be placed on the RCRV website at the same time as the meeting announcement for member review.