

BYLAWS OF ReVU, INC.

ARTICLE I NAME AND LOCATION

Section 1. Name. The name of the corporation shall be “ReVU, Inc.” (hereinafter referred to as ReVU), being a derivative of Retirees of Valparaiso University.

Section 2. Location. The address of its principal office is Kretzmann Hall, Valparaiso University, Valparaiso, IN 46383. The location of its principal office may be changed at any time, or from time to time when authorized by the Board of Directors.

ARTICLE II PURPOSE AND OBJECTIVE

Section 1. Purpose. ReVU is organized exclusively for social, charitable, or educational purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 as from time to time amended or superseded.

Section 2. Objectives. The objectives of ReVU are to provide social, educational and charitable opportunities for its members, including, but not limited to the following:

- a) To enhance members’ services to each other.
- b) To provide social and educational opportunities for its members.
- c) To enhance mutual service of members and the University.

ARTICLE III FISCAL YEAR

The fiscal year of ReVU shall begin on the first day of July in each year and end upon the last day of June of the next year.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Election. The governance of ReVU shall be vested in the Board of Directors consisting of not less than eight (8) members, four (4) of whom shall be the four officers elected annually by the membership.

Section 2. Vacancies. Any vacancies occurring in the Board of Directors between the annual meetings shall be filled by a majority vote of the remaining members of the Board of Directors at its next regular or duly called meeting.

Section 3. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of any business, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of ReVU.

Section 4. Meetings. The Board of Directors may establish a schedule of regular meetings annually and shall hold meetings upon the call of the Chair or Vice-Chair, or at the request of any three (3) members of the Board of Directors.

Section 5. Powers of the Board of Directors. The Board of Directors shall have the following powers:

- a) The Board may, by resolution, from time to time, prescribe the manner in which all obligations of ReVU shall be issued and signed.
- b) The Board may also prescribe the manner in which the books of ReVU shall be kept and the affairs of ReVU managed.
- c) The Board shall have full charge and management of the business affairs of said ReVU, with full power to act in the name of, and on behalf of ReVU.

Section 6. Removal. Any member of the Board of Directors of ReVU may be removed with or without cause at any time by a two-thirds (2/3) vote of the members of the Board of Directors present at any Board meeting.

ARTICLE V OFFICERS

Section 1. The officers of ReVU shall be the Chair, Vice-Chair, Secretary and Treasurer. They shall be elected at the April meeting each year and take office on July 1. Nominations can be accepted from an *ad hoc* Nominating Committee (appointed by the Chair). These four officers, under the leadership of the Chair, shall appoint a Membership Coordinator, Activities Coordinator, Newsletter Coordinator and Membership Service Coordinator. These eight people will constitute the Board of Directors.

Section 2. The Chair. The Chair shall preside at all meetings of ReVU, discharge all duties which devolve upon a presiding officer, and perform such other duties as these Bylaws provide, or the Board of Directors may prescribe, and be a member *ex-officio* of all committees.

Section 3. The Vice-Chair. The Vice-Chair shall perform all duties incumbent upon the Chair during the absence or disability of the Chair, and shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe.

Section 4. The Secretary. The Secretary shall attend all meetings of ReVU and all meetings of the Board of Directors and shall act as clerk thereof and record all votes and keep an accurate record of the minutes of the proceedings of all such meetings and cause notices of all

meetings to be given, and shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe.

Section 5. The Treasurer. The Treasurer shall have custody of ReVU funds and securities and shall keep a full and accurate account of all receipts and disbursements, and shall deposit all monies to the credits of ReVU in such depository as may be prescribed by the Board of Directors from time to time. The Treasurer shall render a Treasurer's report at all meetings of the Board and of the members. The Treasurer shall maintain a membership roster showing the name and address of all dues paying members in good standing.

Section 6. Terms. The terms of all officers and Board members shall expire at the end of each fiscal year (June 30).

ARTICLE VI MEMBERS

Section 1. Membership. Membership in ReVU is open to those of retirement age who have been employed by, or have given significant service to Valparaiso University, as well as their spouses, partners, widows, widowers, or any person of long standing service to the University solicited by the Board of Directors.

Section 2. Dues. ReVU shall have the power to assess and collect dues as determined by the Board of Directors. Dues are payable by September 1 annually.

ARTICLE VII MEETINGS AND MEMBERSHIP

Section 1. Annual Meeting. The annual meeting of the members of ReVU shall be held in the month of April. Notice of the time and place of said meeting shall be given to all members electronically at least ten (10) days prior to the date of said meeting.

Section 2. Special Meetings. Special meetings of members may be called by the Chair by a majority of the Board of Directors or by written petition signed by not less than one-tenth (1/10) of the members listed on the membership roster. Notice of such special meeting shall be given to the members by the Secretary.

Section 3. Notices. A written or printed notice stating the place, day and hour of the meeting shall be delivered or mailed by the Secretary, or by the officer or person calling the meeting, to each member of record entitled to vote at that meeting, at the address which appears on the records of ReVU, at least ten (10) days before the date of the meeting.

Section 4. Voting. Every member of ReVU on the books of ReVU, whose dues are current, shall have the right at every membership meeting to one (1) vote.

Section 5. Quorum. Members present at a duly called meeting shall constitute a quorum.

Section 6. Location. All meetings of the membership and Board of ReVU shall be held at an accessible location in Porter County, Indiana.

ARTICLE VIII COMMITTEES

Section 1. The Audit Committee. This committee shall be comprised of one member other than an officer or director of ReVU who shall be appointed annually by the Chair and such other person or persons deemed necessary and appropriate by said appointee. It shall audit the Treasurer's records annually at the end of March and report the findings to the members at the annual meeting.

Section 2. Committees. Each officer or coordinator can establish a committee made up of members to assist in the work of the officer or coordinator.

Section 3. Special Committees. Special *ad hoc* committees may be appointed by the Chair with approval of the Board of Directors as the need arises.

Section 4. Terms. Terms of all committee members shall expire at the end of each fiscal year (June 30).

ARTICLE IX INDEMNIFICATION

ReVU agrees to indemnify and save harmless all officers and committee members against any and all liability, loss, damages, cost or expenses which he or she may incur, suffer or be required to pay by reason of serving as an officer or committee member of ReVU.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of ReVU in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the ReVU may adopt.

ARTICLE XI AMENDMENTS

These Bylaws may be amended in whole or part, and new Bylaws may be adopted by a two-thirds (2/3) vote of the membership present at any meeting. If the Bylaws are to be amended, a notice of the time and place of said meeting and a copy of the proposed changes in the Bylaws shall be provided to each member, in writing, at least ten (10) days prior to the holding of said meeting.

Adopted 2004, revised 2013 and 2016.