

# **REVISED OLLI BYLAWS**

## **Approved on May 15, 2020**

### **ARTICLE I—NAME**

The name of the organization shall be Osher Lifelong Learning Institute at George Mason University, hereinafter referred to as the Institute.

### **ARTICLE II—MISSION AND GUIDING PRINCIPLES**

#### **1. Mission**

The mission of the Institute is to offer to its members learning opportunities in a stimulating environment in which adults can share their talents, experiences and skills; explore new interests; discover and develop latent abilities; engage in intellectual and cultural pursuits; and socialize with others of similar interests.

#### **2. Guiding Principles**

To accomplish its mission, the Institute is guided by the following principles. The Institute provides noncredit, non-degree-granting programs, as well as special, cultural and social events; is governed by its members through an elected Board of Directors (hereinafter referred to as either the Board of Directors or the Board) and functions as an intellectual cooperative in which members volunteer as planners, instructors, organizational officers and committee members; serves as an important resource and forum for the discussion of current issues and concerns of its members and the community; and is an affirmative action, equal opportunity, nonprofit institution.

### **ARTICLE III—MEMBERSHIP**

#### **1. Members**

The Board of Directors shall determine the qualifications, dues, terms, and other conditions of membership. There shall be only one class of members: voting members.

#### **2. Voting Rights**

Members in good standing shall have the right to vote at general membership meetings on the following matters: election of the Board of Directors, approval of any amendments to the bylaws that may be proposed by the Board, and such other issues as the Board may choose to bring before the members. Voting on all other matters is expressly reserved for the Board of Directors.  
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### **ARTICLE IV—BOARD OF DIRECTORS**

#### **1. Composition**

a. The Board of Directors shall consist of 15 members of the Institute, one-third of whom shall be elected each year to serve three-year terms.

*[This reduction will be effectuated over the next three years by electing five, rather than six, new Directors in 2021, 2022, and 2023.]*

b. The Board may appoint ex officio members to the Board for a term to be specified by the Board. Such persons may introduce resolutions but shall not make motions, second motions, or vote.

## **2. Nomination of Directors**

a. A nominating committee shall be formed each year for the purpose of recommending candidates for election to the Board of Directors and for identifying directors willing to serve as officers.

b. The president shall recommend a Nominating Committee chairperson, and the Board at its January meeting shall vote on the approval of the recommendation. The chairperson [of the Nominating Committee] shall, with the approval of the Board, appoint two directors and sufficient members from the general membership to constitute a majority serving on the committee.

c. The committee shall announce its composition to the membership and invite suggestions from the membership for director nominees as soon as possible after the committee is formed, utilizing appropriate publications of the Institute for this purpose.

d. Members of the committee shall not be eligible to be candidates for director during the upcoming year.

e. The Board shall develop and publish procedures and guidelines for the selection, nomination, and election of directors and officers.

f. The Nominating Committee shall be responsible for conducting the election and for tallying and certifying the votes for directors in accordance with such detailed procedures as the Board may adopt. In addition to those candidates recommended by the nominating committee, any members not disqualified under Article IV (4)b shall be nominated and added to the ballot by presenting petitions to the nominating committee. Such petitions shall contain valid signatures and verifiable identifications of at least five percent of the members of the Institute. Procedures for submitting and processing such petitions shall be approved by the Board.

g. As early as practical but within 14 days following the election of the Board of Directors, the Nominating Committee shall submit to the Board the names of potential officers, selected from continuing and newly elected directors, it believes are willing to serve as officers.

## **3. Election of Directors**

The directors shall be elected by the general membership from among the candidates recommended by the Nominating Committee, and any petition candidates. Voting shall take place by secret ballot during the month of May. The secretary shall notify the general membership of the closing date of the elections at least 25 days in advance and electronic and paper ballots shall be made available to members at least 14 days prior to the closing date of the elections. When the votes have been tallied and certified by the Nominating Committee, the nominees shall be notified of the successful candidates, after which the results shall be announced to the membership by appropriate means as soon as possible.

#### **4. Term of Office**

- a. The term of office for directors shall commence with a meeting of the Board which shall be held within six weeks after the closing date of the election.
- b. No one individual shall serve more than two consecutive terms as a director; if such a person has immediately prior thereto served a term of one year or less as a substitute director appointed pursuant to Article IV(7) following below, such a term shall not be counted toward the limitation of two consecutive terms. Individuals may serve again as a director after a two-year absence from the Board.
- c. Any director may resign at any time by notifying the secretary in writing. Such resignation shall take effect at the time therein specified.
- d. Officers and appointed directors may be removed from their positions for cause by a two-thirds majority of the Board.

#### **5. Compensation**

Directors and officers shall serve without compensation except for reasonable expenses as established by the Board.

#### **6. General Powers**

- a. The Board of Directors shall propose changes in the bylaws; establish the policies of the Institute; determine its mission, purposes and programs; ensure adequate resources and approve budgets; develop a vision for its future and provide strategic direction.
- b. The Board may develop a job description and seek the services of an executive director to manage the day-to-day operation of the Institute, including the employment of appropriate staff on its behalf. The president shall provide direction to the executive director in conformity with the approved job description. The executive director shall be an ex officio member of the Board of Directors, the Executive Committee, and all other standing and ad hoc committees except the Nominating Committee.
- c. In the absence of an executive director, the Board shall have the authority to employ appropriate staff on behalf of the Institute.

#### **7. Vacancies**

Any non-officer vacancy on the Board of Directors shall be filled by a member appointed by the president and approved by the Board of Directors to fill the unexpired term.

### **ARTICLE V—MEETINGS, QUORUMS AND VOTING**

#### **1. Board of Directors**

- a. The Board of Directors shall meet as often as required to administer the affairs of the Institute. The secretary shall notify the directors of the time and place of Board meetings as soon as practical. Board meetings shall be open to the membership, with the exception of executive sessions and retreats. Meetings of the Board may be called by the president, the Executive Committee, or at least one-third of the directors.
- b. A majority of the directors then in office and eligible to vote shall constitute a quorum for the

transaction of business at any meeting of the Board.

c. One or more directors may participate in a meeting of the Board by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

## **2. Membership Meetings**

a. The secretary shall notify the general membership of the date, time, place and agenda for the annual membership meeting, which shall be held during the spring. Such notice shall be given no less than 25 nor more than 60 days before the date of the meeting. If the agenda includes a proposed amendment to the articles of incorporation, changes to the bylaws, a plan of merger, a proposed sale of all assets, or the dissolution of the Institute, the Board shall include the text of and reasons for such actions in the notice.

b. The Board of Directors may call other membership meetings when necessary to consider matters that should come before the membership, including proposed amendments to these Bylaws. Such meetings shall be subject to the notice, quorum and voting requirements of the annual membership meeting.

c. Ten percent of the membership at any properly announced meeting shall constitute a quorum. Absentee ballots shall be accepted as proxies solely for quorum purposes.

d. Voting of members by absentee ballot is authorized with respect to agenda voting items included in the meeting notice. Only absentee ballots received by the Institute at least 24 hours prior to such a meeting shall be counted and included in the quorum.

## **3. Voting**

Unless otherwise provided in these bylaws or by statute, all decisions of the Board of Directors and of the membership at membership meetings shall be by the majority of those voting. The Board of Directors may authorize voting by absentee ballot, including votes cast by electronic communication, but voting by proxy shall not be permitted. Absentee votes shall be valid only for the original resolution or ballot.

# **ARTICLE VI—OFFICERS**

## **1. General**

The officers of the Institute shall consist of a president, a vice president, a treasurer and a secretary, who shall be directors.

## **2. Election and Term of Office**

a. The election of officers shall take place at the first meeting of the Board of Directors following the annual election and shall be by a majority vote of the directors voting. Absentee ballots are authorized for election of officers only for the first round of voting.

b. The term of office of officers shall be one year. Officers shall not serve more than two consecutive one-year terms in the same office. If the Nominating Committee, however, is unable to find a candidate to run for the office of vice president, secretary, or treasurer, the president

may, with the approval of the Board, appoint the incumbent to remain in that position for an additional year.

### **3. Duties**

The duties of the officers are specified below and shall include such other duties applicable to the office as prescribed by the Board.

a. President: The president shall be responsible for the governance of the Institute in accordance with the bylaws. The president shall preside over all official business meetings of the Institute, shall supervise the executive director, shall serve as chairperson of the Board of Directors, and may appoint a parliamentarian. The president shall serve as the principal spokesperson for the Institute, but may delegate that responsibility.

b. Vice President: The president and the vice president shall determine between them the assignment of duties. The vice president shall fulfill the duties of the president if the president is unable to do so.

c. Treasurer: The treasurer shall be responsible for overseeing the development of the Institute's annual operating budget, reviewing the organization's accounting procedures and controls at least annually to provide reasonable assurance that accounting and bookkeeping transactions are properly recorded, overseeing the executive director's preparation of written financial reports to the Board periodically and a financial statement at annual membership meetings, and overseeing an annual independent audit.

d. Secretary: The secretary shall be responsible for assuring that accurate records are prepared and maintained of meetings of the Board of Directors, Executive Committee and the general membership, including policy and administrative decisions made by these bodies; and shall function as the archivist and authenticate records of the Institute.

### **4. Vacancies**

Should a vacancy occur in any officer position, the Board shall elect a new officer to complete the unexpired term.

## **ARTICLE VII—COMMITTEES**

### **1. Executive Committee**

The officers of the Institute shall constitute the Executive Committee and shall exercise the authority of the Board of Directors between meetings of the Board in instances necessitating timely Board decisions. The secretary shall promptly notify the Board of Directors of all actions taken by the Executive Committee.

### **2. Other Committees**

Standing and Special (ad hoc) committees shall be established by the Board of Directors; Chairpersons of such committees shall be named by the president; and members of such committees shall be named by their chairpersons. Chairpersons of standing committees shall continue in their positions until replaced by the president or until the chairperson resigns. Ad hoc committees shall be organized to accomplish a specific task and given a time limit.

### **3. General**

The officers of the Institute shall be ex officio members of all committees with the exception of the Nominating Committee. All committees shall welcome the attendance of any person from the general membership at their meetings unless the meeting is held in executive session.

## **ARTICLE VIII—MISCELLANEOUS**

### **1. Definitions**

a. Notice: Whenever under the provisions of these bylaws notice is required to be given to a director, officer, committee member, or the general membership, such notice shall be given in writing by first class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Institute. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and shall be deemed given when received.

b. Ex officio: Ex-officio is defined as non-voting membership on the Board or a committee as a result of the position held within the Institute.

### **2. Amendments to the Bylaws**

Proposed amendments to the Bylaws must be approved in their entirety by a two-thirds vote of directors then in office before submission to the general membership. An affirmative vote by a majority of the members submitting absentee ballots and those present at any general membership meeting called pursuant to Article V(2) is required to ratify the amendment.

### **3. Hold Harmless**

Directors, officers, and employees of the Institute, when acting on behalf of the Institute, are indemnified and held harmless for their actions to the full extent allowed by law

### **4. Fiscal Year**

The fiscal year of the Institute shall be established by the Board of Directors.

### **5. Dissolution**

In the event the Institute is dissolved or ceases to exist for the purposes for which it was established, all records, materials, and remaining assets shall be distributed to the George Mason University Foundation or any charitable organizations recognized by the US Internal Revenue Service and selected by the Board of Directors. Should the Institute dissolve without a Board selection, the Fairfax County Circuit Court shall designate the recipient of Institute assets.

### **6. Statutory Office and Agent**

The Institute shall have and continuously maintain a statutory office and agent. The statutory office and agent shall be designated by the Board and may be changed by the Board.

### **7. Rules of Order**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases when not inconsistent with the bylaws or any special rules that the Board of Directors may adopt.

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