BYLAWS

Learning in Retirement, Inc.
Doing Business as

The Osher Lifelong Learning Institute at
The University of Georgia

Rivers Crossing
850 College Station Road
Athens, GA, 30602-4811

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The Osher Lifelong Learning Institute at the University of Georgia is dedicated to meeting the intellectual, social and cultural needs of mature adults through lifelong learning.
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Article One: Organization

1.1. The name of this organization shall be Learning in Retirement, Inc. Learning in Retirement, Inc., is a non-profit, 501(c)(3) organization doing business as The Osher Lifelong Learning Institute at The University of Georgia (OLLI@UGA).

1.2. The organization shall have a Seal, which shall be in the following form: In a circle, the words: “Learning in Retirement, Inc. 2003.” Within an inner circle the words: “Corporate Seal, Georgia.”

1.3. The organization shall encourage and assist interested groups with similar purposes in other locations to become affiliate chapters.

Article Two: Purpose

2.1. OLLI@UGA is dedicated to meeting the intellectual, social and cultural needs of mature adults through lifelong learning.

Article Three: Membership

3.1. Membership is open to any individual age fifty or older and to his/her spouse, regardless of age. Membership is available without regard to race, creed, color, national origin, disability, or previous educational experience.

3.2. A requirement of membership is registration with the organization and payment of membership dues.

3.3. The membership year shall be from July 1 to June 30.

Article Four: Meetings

4.1. A quorum is required to conduct the business of OLLI@UGA at any meeting of the membership. A quorum at a meeting of the membership is five (5) percent of the total current membership present and voting. If a quorum is not present, a majority of the members present may adjourn any meeting for a period of not more than 20 days.

4.2. The Annual Meeting of the membership shall be held during the month of May on a date determined by the Board of Directors, with a minimum of two weeks notice to the membership.

4.3. General Meetings of the organization may be held in September and January at dates approved each year by the Board of Directors.

4.4. Special Meetings may be called by the President whenever he/she deems it in the best interest of the organization. At the request of seven (7) members of the Board of Directors or five (5) percent of the members of the organization, the President shall cause a Special Meeting to be called. Such request must state the reason for the Special Meeting and be made in writing at
least 20 days before the requested scheduled date. No other business but that specified in the notice may be transacted at such a Special Meeting without the unanimous consent of all members present.

4.5. The Secretary shall cause a notice of any scheduled meeting of the membership including the reason, the date, time and place of such meeting to be sent to all members at least two weeks before the scheduled meeting by the most expeditious means available using information in the membership database.

4.6. All meetings and minutes thereof, with the exception of those of the Nominating Committee, the Executive Committee of the Board of Directors, and Executive Sessions of the Board, shall be open to all members.

Article Five: Voting

5.1. At all meetings, except for the election of Officers, Directors, and Nominating Committee members, all votes shall be *viva voce* or by show of hands. At any Annual, General, or Special Meeting, if a majority so requires, any question may be voted upon by ballot. Whether *viva voce*, by show of hands, or by ballot, issues shall be decided by a majority vote.

5.2. For the election of Officers, Directors, and Nominating Committee members ballots shall be provided. Ballots shall have no markings identifying the voter, and members must be present to vote.

5.3. At all votes by ballot, the chairman of such meeting shall, immediately prior to the commencement of balloting, appoint a committee of three (3) who shall act as “Inspectors of Election” and who shall, at the conclusion of such balloting, certify the results in writing to the chairperson, and the certified copy shall be affixed to the minutes of that meeting. No Inspector of Election shall be a candidate for office or shall have a special interest in the question voted upon.

Article Six: Order of Business

6.1. The business of the organization shall be conducted according to procedures set forth by the latest edition of Robert’s Rules of Order Newly Revised (RONR), except where they have been modified for the good of the organization.

Article Seven: Board of Directors

7.1. A Board of Directors, drawn from the membership of OLLI@UGA, shall manage the business of the organization. This Board shall consist of ten Directors, the five elected Officers, and one representative designated by each affiliate chapter. The Immediate Past President shall be an advisory, non-voting, member of the Board of Directors. The Parliamentarian and the Executive
Director shall be advisory non-voting members of the Board.

7.2. The President of the organization shall be the chairperson of the Board of Directors and shall preside at meetings of the Board.

7.3. The Directors for the ensuing year shall be chosen by secret ballot at the Annual Meeting, and they shall serve for a term of two (2) years beginning July 1st. Directors may serve no more than two consecutive full terms.

7.4. The Board of Directors shall have the control and management of the affairs and business of the organization with exclusive authority to approve the annual budget, all non-budgeted expenses, and all contracts for which monies have not previously been approved. Such Board of Directors shall act in the name of the organization only when it shall be regularly convened by its chairman after due notice of such meeting to all the Directors.

7.5. A majority of the voting members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the third Wednesday of each month. The Board of Directors may change the meeting time and/or date with a plurality vote.

7.6. The Board of Directors may make such rules and regulations covering its meetings as necessary for good order.

7.7. Should a vacancy occur in the Board of Directors, the Nominating Committee shall propose for Board consideration a member to serve for the remainder of the term of the position vacated. The replacement shall be elected by a majority of the Board of Directors.

7.8. A Director may be removed for two or more unexcused absences from scheduled Board meetings, or when other sufficient cause exists for such removal if approved by the Board. The Board of Directors may entertain charges against any Director. Any Director so charged has the right to present his/her defense in person before the Board of Directors. For this hearing the Board of Directors shall adopt such rules as it may at its discretion consider necessary for the best interests of the organization.

7.9. Board members when acting on behalf of the organization are indemnified and held harmless for their actions to the full extent allowed by law.

7.10. Board members shall not profit from the organization’s business transactions or from information obtained during the conduct of organization business. No Board member shall be entitled to receive any salary or compensation from the organization.

Article Eight: Officers

8.1. The Officers for the organization shall be as follows:
President, President-Elect, Vice President, Secretary, and Treasurer.

8.2. The Officers for the ensuing year shall be chosen by secret ballot at the Annual Meeting. Officers shall serve for a term of one year beginning July 1st. Officers may be elected for up to two subsequent full terms of one year each, but no Officer shall serve for more than three consecutive full terms.

8.3. Should a vacancy occur among the Officers, with the exception of the Office of the President which shall automatically be filled by the President-Elect, the Nominating Committee shall propose for Board consideration a member of the organization to serve for the remainder of the term of the position vacated. The replacement shall be elected by a majority of the Board of Directors.

8.4. The Executive Committee of OLLI@UGA shall consist of the five Officers of OLLI@UGA plus the Executive Director as a non-voting member, and they shall exercise the authority of the Board of Directors between meetings of the Board in instances necessitating timely Board decisions. Such actions shall be ratified at the next Board meeting. The Secretary shall promptly notify the Board of Directors of all actions taken by the Executive Committee and, except for personnel matters, provide minutes of Executive Committee meetings to the Board prior to the next succeeding Board meeting.

8.5. The President shall be chairperson of the Board of Directors, shall preside at all membership meetings, and shall present at each Annual Meeting a report of the activities of the organization. With the concurrence of the Board the President shall appoint all committee chairs with the exception of the Nominating Committee, shall see that all required books, reports, and certificates are properly kept and filed, shall sign all contracts and obligations of the organization, be one of the officers who may sign checks and drafts of the organization, and have such other duties as reasonably belong to the president of any similar organization.

8.6. The President Elect shall automatically assume the Office of President in the ensuing year. He/she shall participate in the operations of the organization, serve as Chair of the Nominating Committee and as a member of the Finance Committee, and assist the President as requested. The President-Elect shall, in the event of the absence of the President, preside at membership and Board meetings.

8.6.a. Should the President vacate the office, the President-Elect shall become President of the organization with all the rights, privileges and duties as if he/she had been the duly-elected President and will automatically continue as President for the next full term.

8.7. The Vice President shall coordinate and support the programs and activities of the organization in cooperation with the President. Should both the
President and the President-Elect be unavailable for a meeting, the Vice President shall preside.

8.8. The Secretary shall keep the minutes and records of all Executive Committee, Board of Directors, and membership meetings of the organization, file any certificate required by any statute, federal or state, give and serve all notices to members of the organization, be the official custodian of the records and the Seal of the organization, and be one of the Officers who may sign the checks and drafts of the organization. The Secretary shall attend to all correspondence of the organization, and exercise all duties incident to the Office of Secretary.

8.9. The Treasurer shall have the care and custody of all monies belonging to the organization, be responsible for monies and securities of the organization subject to internal and/or external audit, and shall exercise all duties incident to the office of Treasurer. The Treasurer shall be a member of the Finance Committee.

8.9.a. The Treasurer shall be one of the Officers who may sign checks or drafts of the organization.

8.9.b. The Treasurer shall render such written reports on the organization’s finances as required by statute, OLLI@UGA agreements, Board requirements, and good accounting practices. Such written reports shall be made part of the Board minutes and/or the accounting records as appropriate.

8.10. Officers shall not profit from the organization’s business transactions or from information obtained during the conduct of organization business. No Officer shall be entitled to receive any salary or compensation from the organization.

Article Nine: Employees of the Organization and Salaries

9.1. The Board of Directors shall determine the need for and the contracting provisions of paid employees, and where necessary shall coordinate such needs to be consistent with the agreements with The University of Georgia.

Article Ten: Committees

10.1. The President with the approval of the Board of Directors shall appoint all committee chairs of this organization, with the exception of the Nominating Committee chair. Committee chairs, except for the Nominating Committee chair, shall select their committee members. The President with the approval of the Board of Directors shall establish their terms of office. Committee appointments may be terminated by the same process. With Board concurrence, the President may from
time to time appoint ad hoc committees for defined purposes.

10.2. Committees shall be guided by attention to the OLLI@UGA Long Term Plan, guidance from the Officers of the organization, by their Policies and Procedures, and shall be consistent with the Memorandum of Agreement with The University of Georgia.

10.3. The Standing Committees of this organization shall be:

- Bylaws
- Curriculum
- Finance
- Fund Development
- Historian
- Hospitality
- Information Technology
- Long Range Planning
- Marketing Development
- Membership
- Nominating
- Publications
- Registration
- Special Interest Groups
- Travel Study
- Volunteer Coordination

**Article Eleven: Parliamentarian**

11.1. The **Parliamentarian** shall be appointed by the President with the approval of the Board of Directors to be an advisory, non-voting member of the Board. The Parliamentarian shall be qualified to fulfill the duties of the position and shall serve at the pleasure of the President and the Board.

11.2. The duties of the Parliamentarian shall be to attend meetings of the Board and of the membership, give procedural advice to the chair, and to guide the proceedings of OLLI@UGA according to the most current edition of Robert’s Rules of Order Newly Revised (RONR) except where modified by OLLI@UGA.

**Article Twelve: Nominating Committee**

12.A. **Election of the Nominating Committee**

12.A.1. The Nominating Committee shall consist of the President-Elect as Chair and four additional members, no more than one of whom may be a sitting member of the Board of Directors.

12.A.2. Members of the Nominating Committee are not eligible to be considered for election as an Officer or Board Member unless they have first resigned from the Nominating Committee.

12.A.3. The Nominating Committee Chair shall provide notice to the membership in August that the new Nominating Committee members will be elected by the Board at its November meeting. The members of OLLI@UGA shall be encouraged to nominate themselves or other active members of the organization. Nominations for the Nominating Committee will be open from September 1st until the last Wednesday in October. The member submitting potential candidates for
nomination to the Nominating Committee shall be responsible for obtaining the potential candidate’s willingness to serve and for submitting the name to the Board on the form developed for that purpose.

12.A.4. The slate for Nominating Committee election shall be developed by the Board of Directors from the OLLI@UGA membership. The Board shall seek candidates demonstrating an interest in and a familiarity with the organization, and encourage multiple candidates for each seat.

12.A.5. The Board shall elect the additional four Nominating Committee members by secret ballot at the November Board meeting. The top four nominees receiving at least a majority vote shall be seated on the Nominating Committee. In case of ties or insufficient majority votes, remaining seats shall be decided by additional balloting at the same meeting.

12.A.6. The Nominating Committee term of office shall be for one year, serving from election at the November Board meeting until replaced at the following November Board meeting. Nominating Committee members may not serve consecutive terms.

12.A.7. Should a mid-term vacancy occur on the Nominating Committee, the Board shall fill such unexpired term. A slate of candidates shall be developed, a ballot formulated and a majority vote by ballot shall determine the election. The person so elected will not be eligible for Nominating Committee service in the succeeding term.

12.B. **Duties of the Nominating Committee**

12.B.1. The Nominating Committee shall develop a slate of Officers and Board Members to be presented for election at the May Annual Meeting.

12.B.2. The Nominating Committee shall seek candidates for the slate of Officers and Board Members from the OLLI@UGA membership with attention to those who have demonstrated an interest in and a familiarity with the organization, and with consideration to the needs of OLLI@UGA governance. OLLI@UGA members shall be encouraged to nominate themselves or other active members of the organization for Officer or Board positions. The Nominating Committee shall seek to slate more than one candidate for each open Officer and Board seat.

12.B.3. The Nominating Committee Chair shall notify the membership not later than February 1st that nominations are open for Officers and Board members for the coming fiscal year. Such notification shall include instructions for submitting candidate names on the form developed for the purpose, together with a list of the Officers and the number of open Board positions.

12.B.4. The member submitting potential candidates as an Officer or for the Board shall be responsible for obtaining the consent of the potential candidate and
recording such on the form. Forms must received by the Nominating Committee Chair by the last Wednesday in March. The Nominating Committee Chair shall acknowledge receipt to the person submitting each form.

12.B.5. The Nominating Committee shall provide pertinent biographical information on slated nominees for the information of the Board and for publication to the membership. The complete slate shall be presented to the Board of Directors for review prior to the April Board meeting. The slate of Officers and Board Members shall be published to the membership no less than two weeks prior to the May Annual Meeting.

12.B.6. The Nominating Committee shall produce the paper ballot for the election of Officers and Board Members.

Article Thirteen: Dues and Fees

13.1. Membership dues and class fees of the organization shall be established by the Board of Directors.

Article Fourteen: Amendments

14.1. These bylaws may be altered, amended, repealed or added to by a majority vote at any Annual or General meeting of the membership, or at a Special Meeting having such a proposition specified in its agenda. Such proposed changes to the Bylaws shall be submitted to the Board in ample time for Board review and to be published to the membership no less than two weeks prior to such vote.