BYLAWS

Learning in Retirement, Inc.
Doing Business As

The Osher Lifelong Learning Institute
at The University of Georgia

River’s Crossing
850 College Station Road
Athens, GA 30602-4811

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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TABLE OF CONTENTS

Article One: Organization
Article Two: Purpose
Article Three: Membership
Article Four: Meetings
Article Five: Voting
Article Six: Order of Business
Article Seven: Officers
Article Eight: Board of Directors
Article Nine: Employees of the Organization
Article Ten: Committees
Article Eleven: Parliamentarian and Historian
Article Twelve: Nomination Committee
Article Thirteen: Dues and Fees
Article Fourteen: Emergency Conditions
Article Fifteen: Amendments
Article Sixteen: Implementation
**Article One: Organization**

1.1. The name of this organization shall be Learning in Retirement, Inc. (LIR). 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. OLLI@UGA has received an endowment from the Bernard Osher Foundation. The University of Georgia Foundation manages this endowment, and the interest may be used to support the activities, programs, and personnel of OLLI@UGA. Nothing in these Bylaws shall conflict with the written agreement between the Bernard Osher Foundation and the University of Georgia Foundation.

1.3. OLLI@UGA operates in cooperation with the University of Georgia College of Education under the terms of a written Memorandum of Agreement between OLLI@UGA and The University of Georgia. Nothing in these Bylaws shall conflict with the Memorandum of Agreement between OLLI@UGA and The University of Georgia.

**Article Two: Purpose**

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

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

2.3. Status as an affiliate chapter of OLLI@UGA requires approval of a formal agreement between the Board of Directors of OLLI@UGA and a board of directors representing the affiliate chapter.

**Article Three: Membership**

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

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

3.3. The membership year shall be either from January 1 to December 31 or 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 is five percent of the total current membership. If a quorum is not present, no official action may be taken.
4.2. The Annual Meeting of the membership shall be held during the month of May on a date determined by the President and the Executive Director.
4.3. A Special Meeting of members may be called when requested by the President and approved by a majority of the Board of Directors. These special meetings are for a specific purpose, and no business other than that specified may be transacted without the unanimous consent of members present.
4.4. The secretary shall send written notice of any Special Meeting (by email if preferred) to members at least 21 days before the scheduled meeting. The notice shall include the purpose, date, time, and place of the meeting.
4.5. Meetings and minutes of general membership shall be open to all members. Meetings and minutes of the Board of Directors and the various committees of OLLI@UGA shall also be available to all members, with the exception of the Nominating Committee and Executive Sessions of the Board.

Article Five: Voting
5.1. Except for the election of Officers and Directors, all votes shall be viva voce or by show of hands. At any Annual or Special Meeting, if a majority 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 of members present except as specified in Articles 15 and 16 below.
5.2. When voting at or before a meeting of the membership is by ballot, the meeting chair shall, immediately prior to voting, appoint a committee of three who shall act as “Inspectors of Election” and who shall, at the conclusion of the balloting, certify the results in writing to the chair. The certification shall be affixed to the minutes of that meeting. No Inspector of Election shall be a candidate for office or have a special interest in the question voted upon.

Article Six: Order of Business
The business of OLLI@UGA shall be conducted according to procedures set forth by the latest edition of Robert’s Rules of Order Newly Revised (RONR).
Article Seven: Officers
7.1. The officers for OLLI@UGA shall be President, President-Elect, Secretary, and Treasurer.

7.2. The Officers shall be elected by confidential ballot at or before the Annual Meeting. The President and the President-Elect shall serve for a one-year term only. The Secretary and the Treasurer shall serve for a two-year term. All terms begin July 1. The Secretary and the Treasurer shall be eligible for one additional two-year term.

7.3. If the office of President becomes vacant, it is automatically filled by the President-Elect. If the office of President-Elect, Secretary, or Treasurer becomes vacant, the Nominating Committee (chaired by the President if the vacated position is that of President-Elect) shall propose to the Board a member of OLLI@UGA to serve the remainder of that officer’s term. The Board of Directors shall elect that nominee by a majority vote. A newly selected Secretary or Treasurer may be elected by the membership for one subsequent term. The President-Elect becomes President at the end of his/her term as President-Elect.

7.4. The President shall be chair of the Board of Directors, preside at all membership meetings, and present at each Annual Meeting a report of the activities of the organization. The President shall appoint all committee chairs, with the exception of the Nominating Committee. The President is also responsible for seeing that all required financial records, reports, and certificates are properly kept and filed, and for signing all contracts of the organization. The President may also sign checks and drafts for the organization and perform other duties reasonably belonging to the president of any similar organization.

7.5. The President-Elect 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 meetings of the Board and of the Membership. The President-Elect shall assume the Office of President for the ensuing year. Should the President vacate the office during the President-Elect’s term, the President-Elect shall become President immediately.

7.6. The Secretary shall keep the minutes and records of the Executive Committee (see Article 7.8), Board of Directors, and membership meetings; maintain the correspondence of the organization; file certificates required by any federal or state law; file the annual corporate registration online with the Office of the Georgia Secretary of State; serve as the registered agent of the corporation; file, give, and serve all notices to
members of the organization; serve as the official custodian of the records and the Seal of the organization. He/she also may sign the checks and drafts for the organization.

7.7. The Treasurer shall have custody of all monies belonging to the organization, be responsible for its monies and securities subject to internal and/or external audit, and perform all duties of the office of Treasurer. The Treasurer shall be a member of the Finance Committee and may sign checks or drafts of the organization. The Treasurer shall submit 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 included in the Board minutes and accounting records.

7.8. The Executive Committee of OLLI@UGA shall consist of the four Officers of OLLI@UGA; a member of the Board selected by the Board; and, as non-voting members, the Executive Director and a representative of the College of Education. The Executive Committee’s primary function is to set the agenda of the Board meeting. However, in emergency situations when a timely decision is necessary before the Board meets, the Executive Committee may exercise the authority of the Board. Before the next Board meeting, the Secretary shall notify the Board of actions taken by the Executive Committee and provide minutes of the meeting, except for personnel matters.

Article Eight: Board of Directors

8.1. 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 four Officers, and one representative designated by each affiliate chapter. Advisory non-voting members of the Board are the Parliamentarian, the Historian, a representative from the Office of the Dean of the College of Education, and the Executive Director.

8.2. The President of the organization shall chair the Board of Directors and shall preside at meetings of the Board.

8.3. Directors shall serve for a term of two years beginning July 1st of the ensuing year. Five directors or as many as are needed to fill Board openings (see 8.6) shall be elected each year by confidential ballot at or before the Annual Meeting. Directors may serve no more than two consecutive terms.

8.4. The Board of Directors shall act in the name of the organization and manage the 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.

8.5. The Board shall meet monthly. The Board of Directors may change the meeting time and/or date with a plurality vote.

8.6. A majority of the voting members of the Board of Directors shall constitute a quorum.

8.7. Should a vacancy occur among the Directors, the Nominating Committee (Article 12) shall propose for Board consideration an OLLI@UGA member to serve for the remainder of the term of the position vacated. This nominee shall be elected by a majority of the Board. After completing the term of the vacated position, the replacement may be elected by the membership at or before the Annual Meeting to serve for one additional consecutive term.

8.8. A Director or Officer may be removed for two or more unexcused absences from scheduled Board meetings, or with or without cause, if approved by the Board. Any Director or Officer has the right to present his/her defense in person before the Board of Directors.

8.9. Should the position of Executive Director become vacant, the OLLI@UGA President and Officers, with the Associate Dean of the College of Education, shall evaluate candidates according to University policy and recommend their selection to the Dean of the College of Education.

8.10. When acting on behalf of the organization, Board members are held harmless for their actions to the full extent allowed by law.

8.11. Board members and Officers of OLLI@UGA shall not profit from the organization’s business transactions or from information obtained during the conduct of organization business. If a Board member or Officer is concerned about a potential conflict of interest, he/she should consult the OLLI@UGA Conflict-of-Interest Policy and take appropriate action. Board Members shall submit, each year a Conflict of Interest statement annually at the first meeting of the fiscal year.

8.12. No Board Member or Officer shall be entitled to receive any salary or compensation from the organization.

**Article Nine: Employees of the Organization**

9.1. The Executive Director serves as the Chief Operating Officer and is accountable to the Board of Directors for leadership and management of OLLI@UGA. The Executive Director also reports to the Dean of the College of Education.

9.2. Each year the President and the Board of Directors Board shall assess the performance of the Executive Director in accordance with the established OLLI@UGA policies and procedures.
9.3. The Executive Director of OLLI@UGA shall have primary responsibility for hiring, training, supervising, and evaluating all OLLI@UGA staff.

**Article Ten: Committees**

10.1. The President shall appoint chairs of all committees. Committee chairs shall select their members. The Nominating Committee is the one exception. (See Articles 12.1 and 12.3.) The President with the approval of the Board of Directors may establish the chair's term of office. Committee chair appointments may be terminated by the same process. The President may appoint *ad hoc* committees.

10.2. Committees shall be guided by the OLLI@UGA Long-Range Strategic Plan, the OLLI@UGA Board of Directors, and OLLI@UGA Policies and Procedures.

10.3. The Standing Committees of this organization shall be classified as Governance or Operating. The Governance Committees are responsible to the Board of Directors. The Operating Committees are responsible to the Executive Director, who advises and provides administrative support. The Standing Committees are the following:

**Governance Committees:**
- Bylaws and Policies
- Finance
- Long-Range Strategic Planning
- Nominating

**Operating Committees:**
- Curriculum
- Fund Development
- Hospitality
- Information Technology
- Marketing and Communication*
- Membership
- Newsletter
- Shared Interest Groups
- Travel Study
- Volunteer Coordination

*external communication

**Article Eleven: Parliamentarian and Historian**

11.1. The Parliamentarian is a support position appointed by the President with the approval of the Board of Directors to be an advisory, non-voting member of the Board.
11.2. The Historian is a support position appointed by the President with the approval of the Board of Directors to be an advisory, non-voting member of the Board.

**Article Twelve: Nominating Committee**

12.1. The Nominating Committee shall consist of the President-Elect as Chair and four additional OLLI@UGA members, no more than one of whom may be a member of the Board of Directors.

12.2. The Nominating Committee Chair shall notify the membership that a Nominating Committee will be selected by the Board at its November meeting. The members of OLLI@UGA shall be encouraged to suggest themselves or other active members of the organization.

12.3. At its November meeting, the Board shall select four OLLI@UGA members to serve with the President-Elect on the Nominating Committee. Members of the Nominating Committee shall serve a term of one year. Should a mid-term vacancy occur on the Nominating Committee, the Board shall select an OLLI@UGA member to fill the unexpired term.

12.4. The Nominating Committee shall notify the membership not later than February 1 of each year that nominations are open for President-Elect, and for Secretary, Treasurer, and Board members whose terms are expiring. The Committee shall use these nominations to develop a slate of Officers and Board Members to be presented for election at or before the annual meeting of the membership in May.

12.5. Members of the Nominating Committee are not eligible to be considered for election as an Officer or Board Member unless they resign from the Nominating Committee.

12.6. The Nominating Committee shall produce ballots for the election of Officers and Board Members at or before the annual membership meeting.

**Article Thirteen: Dues and Fees**

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

**Article Fourteen: Emergency Conditions**

The OLLI@UGA Board of Directors, under exceptional emergency conditions, is authorized to modify the existing OLLI@UGA Bylaws and Policies to meet the mission and goals of OLLI@UGA.
Article Fifteen: Amendments
These Bylaws may be altered, amended, repealed or added to by a three-fourths majority vote of a quorum of the Board of Directors at any regularly scheduled meeting, provided that the proposed changes have been placed on the Board agenda no less than one week prior to such a vote.

Article Sixteen: Implementation
These Bylaws shall become effective immediately upon a two-thirds majority vote of the Board of Directors present at a regular Board meeting when the proposed Bylaws have been available for review at least two weeks prior to the meeting.
Amendments:

November 19, 2019
– Amended 8.11 to include “Board Members shall submit each year a Conflict of Interest statement annually at the first meeting of the fiscal year”

March 16, 2020
– Amended 5.2 to read “When voting at or before a meeting…”
– Amended 7.2 to read “The Officers shall be elected by secret confidential ballot at or before the Annual Meeting.
– Amended 8.3 to read “Five directors or as many as are needed to fill Board openings (see 8.6) shall be elected each year by secret confidential ballot at or before the Annual Meeting.”
– Amended 8.7 to read “After completing the term of the vacated position, the replacement may beelected by the membership at or before the Annual Meeting…”
– Amended 12.4 to read “The Committee shall use these nominations to develop a slate of Officers and Board Members to be presented for election at or before the annual meeting of the membership in May.”
– Amended 12.6 to read “The Nominating Committee shall produce paper ballots for the election of Officers and Board Members at or before the annual membership meeting.”

April 6, 2020
– Amended Table of Contents to include new Article 14: Emergency Conditions, and to renumber former Articles 14 and 15 to Articles 15 and 16.
– Amended 5.1 to read “Whether viva voce, by show of hands, or by ballot, issues shall be decided by a majority vote of members present except as specified in Articles 14 15 and 16 below.
– Added new Article 14: Emergency Conditions, which reads: “The OLLI@UGA Board of Directors, under exceptional emergency conditions, is authorized to modify the existing OLLI Bylaws and Policies to meet the mission and goals of OLLI@UGA.”
– Changed former Article 14 to Article 15.
– Changed former Article 15 to Article 16.