

Deletions = proposed deletions from the *Bylaws*

Additions = proposed additions to the *Bylaws*

[Informational] = rationale for the change

OLLI BYLAWS REVISION FALL **November 7, 2011**

BYLAWS

The Osher Lifelong Learning Institute – Prescott (OLLI), originally organized as Yavapai Learning Institute – YLI, is a special learning organization established within Yavapai College, principally to help meet the educational needs and interests of **senior** adults. OLLI seeks to meet its goals by recognizing the unique experiences and capabilities of **senior** adult students, offering them the opportunity to be an integral part of, and contribute to, the college community; while at the same time being largely a self-governing entity. OLLI is financed by membership fees, grants, endowments, donations, and Yavapai College. OLLI will operate subject to, and in accordance with, established Yavapai College policies and procedures. The membership will determine its own curriculum and programs. OLLI will be responsible for its own administration and operation.

ARTICLE I: NAME

Section 1. The name of the organization is Osher Lifelong Learning Institute - Prescott **at Yavapai College** will hereinafter be referred to as OLLI.

ARTICLE II: PURPOSE

Section 1. The purpose of the organization is to help meet the educational needs and interests of the area's **senior** adults by recognizing the unique experiences and capabilities of older students, offering them the opportunity to be an integral part of the college community.

ARTICLE III: MEMBERSHIP

Section 1. Membership is open to interested individuals regardless of educational background.

Section 2. Membership is contingent upon payment of a membership fee, **according to a membership fee schedule, the amount of which is to be** set by the Governing Council.

Section 3. An annual business meeting of the membership shall be held to ~~announce the results of the election, and to conduct other appropriate business~~ conduct appropriate OLLI business and announce the results of the annual election of Governing Council members. The date shall be determined by the Governing Council.

[The main purpose of the annual meeting is to conduct OLLI business, so it should be listed first.]

Section 4. A simple majority of the membership present shall constitute a quorum **at the annual business meeting.**

ARTICLE IV: GOVERNANCE

Section 1. The members of OLLI shall elect a Governing Council composed of eleven (11) OLLI members. The Governing Council shall, subject to the policies of ~~the Yavapai~~ College, determine policies and procedures, direct activities, and administer the affairs of OLLI.

Section 2. Members of the Governing Council shall be elected by the OLLI membership.

- a. The Governing Council members shall be elected to two-year terms, with vacancies occurring on a **yearly** rotating basis, **or until a successor is appointed.** ~~The Governing Council members may not serve more than eight years.~~ The Governing Council members may not serve more than six consecutive years from the date first elected.
[To encourage greater member participation, shorter terms limits were instituted. Current Governing Council members will not be grandfathered to maintain the spirit of this clause's intent.]
- b. The Chair and Vice-Chair shall be elected by the Governing Council to a one-year term, **or until a successor is elected.**
[According to Robert's Rules of Order, officers can be removed before their term is up without formal disciplinary proceedings (which involves the appointment of an investigating committee, preferral of charges, and a formal trial) if the bylaws state "or until a successor is elected". By adding this wording, the election can be rescinded and a successor elected for the remainder of the term.]
- ~~c. The Financial and Secretarial positions may be filled by Council Members, from the general membership, or Yavapai College staff. General membership and/or Yavapai College Staff will be considered non-voting participants.~~

[The Financial Chair is not elected by the membership, so this section is being deleted. All standing committee Chairs (including the Finance Chair) are considered non-voting participants at governing council meetings, which is spelled out in Article VI Section 2. The Secretarial position is no longer needed since its functions will be performed by the Policy and Procedures Committee.]

Section 3. The Governing Council shall meet monthly, or as necessary, at a time set by the Governing Council. **Urgent interim business may be transacted by mail, conference calls, or e-mail when necessary.**

Governing Council meetings are open to all members.

[Allowing the Governing Council to conduct business via alternative methods between regularly scheduled meetings will allow the Governing Council to address urgent matters in a timely manner. Members are encouraged to attend and participate in all regularly scheduled and special meetings.]

Section 4. Election to the Governing Council implies acceptance of responsibility for attendance at regular Council meetings.

Section 5. Council members and Chairs are subject to removal by a two-thirds (2/3) vote of the entire elected Governing Council.

[There was no procedure to recall members of the Governing Council. The general membership cannot recall Governing Council members via petition. OLLI members must come to a council meeting to voice their concerns regarding removing a council member.]

Section **5 6**. A majority of the Governing Council shall constitute a quorum for conducting business. Each member of the Governing Council shall have one vote, **except for the Chair who will only vote to break a tie.** Robert's Rules of Order **will** be used as **guidelines** in ~~the conduct of~~ conducting the meetings.

[Although Robert's Rules allows Chairs to vote, Chairs typically only voted to break a tie. The decision to surrender their vote was left to each Chair. Since the position of Governing Council Chair is a powerful one, it was decided to limit the Chair's vote to breaking a tie. Since we elect to follow some but not all of Robert's Rules of Order, the *Bylaws* were changed to indicate they will be used as guidelines. These *Bylaws*, along with the *Policies and Procedures*, dictate how the Governing Council will conduct its meetings.]

Section **6 7**. Vacancies occurring in the Governing Council shall be filled by appointment of the Governing Council, as recommended by the Nominating Committee. This appointment will be effective until the next regular election, at

which time the membership of OLLI shall elect a member to serve the remainder of the vacated term. In the case of the vacancy of the Chair, the Vice-Chair shall succeed, and the Vice-Chair position shall be filled by appointment of the Governing Council. **When both the Chair and Vice-Chair are vacant, the position of Chair and Vice-Chair shall be filled by appointment until the next regularly scheduled election.**
[There was no provision to address the loss of both the Chair and Vice-Chair position.]

ARTICLE V: NOMINATIONS AND ELECTION.

Section 1. Election of Governing Council members shall be held prior to the annual business meeting. The results will be announced at that meeting. Governing Council members shall be seated at the next regular Governing Council meeting following the election **and the Annual Meeting.**
[Election results are formally announced at the Annual Meeting.]

Section 2. The Governing Council shall appoint a Nominating Committee Chair not later than the regular September meeting. The Nominating Committee Chair shall select additional committee members. The Nominating Committee shall consist of five people including the Chair, and shall include no more than two members of the current Governing Council. Nominating Committee members may not be candidates.

Section 3. The Nominating Committee shall propose candidates for Governing Council members. Candidates must be members of OLLI for the term of office. The Nominating Committee shall solicit potential candidates and publish information regarding the election.

Section 4. The Nominating Committee shall present the final slate of candidates to the Governing Council for review at its regular meeting in April.

Section 5. Written notification of each annual business meeting shall be mailed to the **M**membership at least three weeks prior to the date of the meeting. The notice shall include the agenda, the ballot and other appropriate documents.

Section 6. Candidates shall be elected by a majority of the votes cast. Ballots must be received no later than three business days prior to the annual business meeting. Only one ballot per member will be issued.

ARTICLE VI: COMMITTEES.

Section 1. The Governing Council shall establish standing committees and ad hoc committees, and shall appoint individuals to tasks as needed to carry out

the functions of OLLI. Standing committees may include, but not be limited to: Curriculum, Finance, ~~Membership/Publicity~~, ~~Membership~~, Nominating, ~~Policy & Procedures~~, ~~Publicity~~, ~~Scholarship~~, Social, and ~~Technology Committees~~. **[Membership and Publicity are two separate standing committees. A complete list of all the standing committees and their functions will be maintained in the *Policies and Procedures*.]**

Section 2. ~~The Governing Council shall appoint a Chair for each standing and ad hoc committee. The Chair of each committee shall appoint the committee members in accordance with the policies of OLLI. Each committee will select their own Chair.~~ In the event that the Chair of any ~~standing~~ committee is not an elected member of the Governing Council, that Chair shall ~~become an ex-officio member of the Council~~ **be considered a non-voting participant during council meetings.**

[To give committees more independence of action, all committees will elect their own Chairs. After discussing whether to limit Committee Chairs to non-council members, it was determined to leave the *option* of allowing council members to be Chairs – especially since each committee selects their own Chair.

According to Robert’s Rules of Order, ex-officio members have all the rights and privileges (including voting) as elected members, so clarification that all Standing Committee Chairs are active participants in council meetings, with the exception of being able to vote was necessary.]

Section 3. All committee members ~~must will~~ be members of OLLI, ~~except when special areas of expertise are required. Non-OLLI committee members have no voting privileges.~~

[Requiring all committee members to be OLLI members would prevent subject matter experts, such as grant writers, from serving on committees. If non-OLLI members are willing to help us achieve our goals, they should be permitted to serve on committees. But they will not have voting privileges.]

ARTICLE VII: ADMINISTRATION.

Section 1. OLLI shall operate under an annual budget approved by the Governing Council with input from ~~the standing~~ committees, the Finance ~~Officer~~ **Chair**, and Staff.

[Ad-hoc committee needs must also be considered in the budget.]

Section 2. OLLI shall operate on the same fiscal calendar as Yavapai College (July 1 to June 30) and may be audited in accordance with Yavapai College practice.

Section 3. Periodic financial reports shall be submitted to the Governing Council by the Finance Officer, and reviewed by the Finance Committee. **Financial reports should include the source of all funds, as well as their application.**

[This will permit us to clarify different accounts in the Yavapai College foundation, especially earmarked funds such as donations.]

Section 4. The **a**Administrator and office **s**Staff shall be employed by Yavapai College in mutual agreement with the Governing Council. The **a**Administrator shall be an ex officio member of all committees, without vote.

Section 5. Duties of the **s**Staff shall be established by Yavapai College in mutual agreement with the Governing Council.

Section 6. Details governing the operation of OLLI are outlined in a separate document titled “**Operating Osher Lifelong Learning Institute – Prescott Policies and** Procedures.”

ARTICLE VIII: AMENDMENTS.

Section 1. Amendments may be proposed by any of the following methods:

- a. By the Governing Council, following either a complete or partial **b**Bylaw revision as proposed by a committee chosen for that express purpose. This may be accomplished in conjunction with the annual meeting, or at an alternate time of their choosing.
- b. By any OLLI member, in writing, to the Governing Council. The Governing Council will approve or reject the proposal, ~~needing a two-thirds (2/3)~~ **by a** majority vote of the Council.
[Amendments only need a majority vote, not two-thirds.]
- c. By written petition signed by at least 10% of the **current** Membership of OLLI, submitted to the Governing Council, directly or through the Staff.
[We want to encourage current members to come to the council with any amendments, but still provide a mechanism to bypass the council.]

Section 2. Proposed Amendments to these **b**Bylaws must be submitted to the **M**embership for approval. This must be in writing with at least 60 days allowed for the presentation and balloting process. In addition:

- a. A simple majority of the ballots cast for each amendment is needed for passage.
- b. Amendments with multiple parts or references will be combined under one item for voting.

These Bylaws were approved by the OLLI Governing Council on **November 7, 2011** and approved by a vote of the OLLI Membership on **new date (must allow at least 60 days for presentation & balloting)**.