

# OSHER LIFELONG LEARNING INSTITUTE – PRESCOTT BYLAWS Summer 2017 Revision

The Osher Lifelong Learning Institute – Prescott at Yavapai College (OLLI), originally organized as Yavapai Learning Institute, is a learning organization established within Yavapai College, principally to meet the educational needs and interests of adults. As a peer-directed organization under the Lifelong Learning Division at Yavapai College, OLLI is financed by membership fees, grants, endowments, donations, and Yavapai College. OLLI operates subject to, and in accordance with, established Yavapai College policies and procedures. OLLI is responsible for its own administration and operation and determines its own curriculum and programs.

## ARTICLE I: NAME

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

## ARTICLE II: PURPOSE

*Section 1.* The purpose of the organization is to meet the educational needs and interests of Yavapai County adults. OLLI recognizes the unique experiences and capabilities of older students, offering them the opportunity to be an integral part of the college community.

*Section 2.* OLLI's mission as a peer-directed organization within Yavapai College is to provide lifelong learning and social interaction opportunities. Talents, experience, and skills are shared in a relaxed environment to explore new interests, discover and develop latent abilities, engage in intellectual and cultural pursuits, and contribute to a rapidly changing multicultural and multigenerational society.

## ARTICLE III: MEMBERSHIP

*Section 1.* Membership is open to any Yavapai County resident interested in continued learning.

*Section 2.* Membership is contingent upon payment of a membership fee set by the Governing Council.

*Section 3.* Members who purchased yearly memberships elect the Governing Council and vote to adopt Bylaw changes.

*Section 4.* Members are encouraged to share their skills and interests by serving on committees and/or task forces, participating on the Governing Council, and facilitating Learning Groups.

## ARTICLE IV: GOVERNANCE

*Section 1.* The Governing Council shall, subject to the policies of Yavapai College, determine policies and procedures, set goals, and direct OLLI activities.

*Section 2.* OLLI members elect a Governing Council composed of eleven (11) OLLI members, plus at least one Alternate Governing Council member.

- a. The Governing Council members shall be elected to two-year terms, with vacancies occurring on a yearly rotating basis.
- b. Governing Council members may not serve more than six consecutive years (3 terms) from the date first elected.
- c. The Chair, Vice-Chair, and Secretary shall be elected by the Governing Council to a one-year term, or until a successor is elected.

*Section 3.* The Executive Committee provides leadership and guidance for OLLI governance. The Executive Committee is comprised of the following roles: Governing Council Chair, Governing Council Vice Chair, Governing Council Secretary, and OLLI Administrator. The Executive Committee may add or remove other OLLI leadership roles that the committee feels are necessary to accomplish its responsibilities. The Executive Committee may invite other members to participate in specific Executive Committee meetings when needed.

*Section 4.* 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, phone, or e-mail when necessary. Non-executive session Governing Council meetings are open to all members.

*Section 5.* Governing Council members are expected to attend and participate in Governing Council meetings.

*Section 6.* Governing Council members and Chairs are subject to removal by a two-thirds ( $\frac{2}{3}$ ) vote of the entire elected Governing Council. Removal or suspension may be with or without cause. The person under consideration shall be given an opportunity to be heard at a meeting with sufficient notice of the proposed removal or suspension.

*Section 7.* The presence or participation of 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 conducting the meetings.

*Section 8.* Vacancies in the Governing Council shall be filled by the Alternate Governing Council member. When an Alternate Governing Council member is not available, the Nominating Committee will recommend member(s) to fill vacancies on the Governing Council. The Governing Council will appoint a recommended member to fill the vacancy until the next regular election, at which time the OLLI membership 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 elected by the Governing Council.

*Section 9.* Every member of the Governing Council may be indemnified by OLLI against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Governing Council in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of

her/his being or having been a member of the Governing Council, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. In the event of a settlement, the indemnification herein shall apply only when the Governing Council approves such settlement and reimbursement as being in the best interest of OLLI. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Governing Council is entitled.

## ARTICLE V: NOMINATIONS AND ELECTION

*Section 1.* The Governing Council shall appoint one or more OLLI members to a Nominating Committee no later than the regular November meeting. The Nominating Committee may recruit additional committee members. Nominating Committee members may not be candidates.

*Section 2.* 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 3.* The Nominating Committee shall present the final slate of candidates to the Governing Council for approval at its regular meeting in April.

*Section 4.* Annual members will receive a ballot containing the approved candidates at least 3 weeks before the voting deadline in June.

*Section 5.* Candidates with the highest total number of votes shall be elected to the Governing Council. In the case of a tie for the last available position(s), a random drawing will determine the winner. Ballots must be received before the OLLI office closes on the last day of voting. Only one ballot per member will be accepted. Election results will be announced in June.

*Section 6.* Newly elected Governing Council members shall be seated at the July Governing Council meeting.

## ARTICLE VI: COMMITTEES

*Section 1.* The Governing Council shall establish standing and ad hoc committees and assign tasks as needed to carry out the functions of OLLI. Committees are responsible to meet the goals and responsibilities established by the Governing Council. Committee activities and recommendations shall be reported to the Governing Council.

*Section 2.* The Governing Council will approve committee Chairs, preferably from among the general membership. Committee Chairs who are not elected members of the Governing Council shall be considered non-voting participants during council meetings. The Finance Chair serves as a non-voting ex-officio position.

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

## ARTICLE VII: ADMINISTRATION

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

*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 Chair, and reviewed by the Finance Committee. Financial reports should include the source of all funds, as well as their application.

*Section 4.* After consultation with the Governing Council, Yavapai College employs an Administrator and office Staff, with specified duties and responsibilities established by Yavapai College in mutual agreement with the Governing Council.

*Section 5.* The Administrator shall be an ex officio member of all committees and the Governing Council, without voting privileges.

*Section 6.* Details governing the operation of OLLI are outlined in a separate document titled "Osher Lifelong Learning Institute – Prescott Policies & Procedures". To the extent such Policies and Procedures are inconsistent with these Bylaws, the Bylaws shall govern.

## ARTICLE VIII: AMENDMENTS

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

- a. By the Governing Council,
- b. By any OLLI member, in writing, to the Governing Council. The Governing Council may allow or disallow the submitted proposal to go to a full membership vote. Such decision to allow or disallow shall be by a majority vote of the entire Governing Council.
- 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.

*Section 2.* The Governing Council shall submit appropriate proposed Bylaw amendments in writing to the full OLLI membership for approval within 6 months of the submission of the proposal. The OLLI membership shall be given 30 days to return their ballot. In addition:

- a. A simple majority of the ballots cast for each amendment is needed for passage.
- b. An amendment affecting multiple sections will be handled as one item for voting.
- c. If two proposed bylaws amendments pass which conflict with each other, the one receiving the most "yes" votes will be enacted.

All prior versions of these Bylaws are hereby deemed superseded by these current Bylaws. These Bylaws were approved by the OLLI Governing Council on March 30, 2017, sent to the OLLI Membership for approval on May 1, 2017, and will become effective on June 1, 2017.