

## **BYLAWS**

### **The Osher Lifelong Learning Institute, Cal Poly Continuing Education**

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#### **Article I. Name**

The name of this organization shall be “The Osher Lifelong Learning Institute, Cal Poly Continuing Education” (Osher Institute).

#### **Article II. Purpose**

- A. The purpose of the Osher Institute is to offer Central Coast retired and semi-retired persons, age 50 and over, a wide variety of learning, service, and leadership programs. These shall be designed to be intellectually stimulating in an informal and non-competitive environment.
- B. To achieve this purpose, the Osher Institute will:
1. Be organized and operated by and for participating adults age 50 years and over, subject to approval by the Dean of Cal Poly Continuing Education.
  2. Emphasize maximum possible participation (peer-learning concepts) in all phases.
  3. Offer and schedule educational programs distinctly geared to the needs and interests of retired and semi-retired persons. Programs are activities that include, but are not limited to, such formats as courses, classes, seminars, forums, conferences, symposia, and workshops.
  4. Promote communication, socialization, and a sense of community among participants.
  5. Draw on the strengths and resources of Osher Institute members and Cal Poly—its faculty, staff (active and retired), alumni, friends, facilities, and heritage—in developing educational programs.
  6. Provide an additional opportunity for a continuing relationship with retired faculty and staff.
  7. Provide an additional bond between Cal Poly and alumni.
  8. Serve as a link among Cal Poly Continuing Education, alumni, current and retired faculty and staff, the senior community, and senior organizations.

### Article III. Membership

- A. Membership in Osher Institute shall be open to all retired and semi-retired persons 50 and over interested in furthering the purpose of the Osher Institute.
- B. The classes of membership shall be as follows:
  - 1. **Participating.** Participating members are those who have paid the membership fee for the fall, winter, spring, or summer quarter based on Cal Poly's academic year.
    - a. For each quarter that the membership fee is paid, the member is entitled to participate in the number of programs set by the Board of Members and receive all other rights and privileges of membership as established by Cal Poly Continuing Education.
    - b. Cal Poly Continuing Education sets the participating member fee (by quarter and, if appropriate, annually) and member rights and privileges in accordance with university policy and procedures. The Board of Members of the Osher Institute may recommend changes in the membership fee.
    - c. The expectation is that, in addition to participating in Osher Institute programs, participating members will involve themselves in Osher Institute operations.
  - 2. **Voting.** Voting memberships are for 12 months, effective with the start of the quarter for which the participating membership fee is paid. Each voting member shall be entitled to one vote at the annual meeting of the Osher Institute at which time new board members and officers are nominated and elected and such other business as requiring approval/disapproval by the membership shall be conducted. Voting members shall be mailed the ballot and annual meeting notice and agenda not less than 12 calendar days prior to the date of the meeting.
  - 3. **Friends of the Osher Institute.** Any individual, company, community organization, or government entity interested in supporting the Osher Institute's goals of scholarship and life enrichment shall be encouraged to provide financial support.
  - 4. **Life Membership.** Life memberships (non-transferable) are open to individuals who shall make a one-time contribution of \$1,500 to the Osher Institute. In consideration of this contribution, the individual shall receive all privileges of participating members without paying quarterly fees.
  - 5. **Distinguished Service Life Membership.** Life membership, with all its privileges, shall be awarded on a very selective basis to Osher Institute members who have made extraordinary contributions of time and service to advance the welfare and development of the Osher Institute. Evaluation of the qualifications of individuals nominated for this award shall be accomplished by the Board of Members and past recipients of the "Distinguished Service Life Membership" award.

#### **Article IV. Board of Members and Officers**

- A. The Osher Institute is part of Cal Poly Continuing Education of California Polytechnic State University. The Dean of Cal Poly Continuing Education is responsible for fiscal and fiduciary matters, contractual matters, policy setting, and curriculum approval. The Dean shall receive advice from the Board of Members and may vest it with certain responsibilities not contained in these bylaws. But the Dean is legally responsible for all actions taken by the Board of Members. Therefore, the Dean has the power to veto any action taken by the Board.
- B. The Board of Members shall oversee the work of all committees (except nominating) of the Board of Members (see Article V).
- C. Nine members of the Board of Members shall be elected from among the Osher Institute members.
  - 1. Except for the first year of the Osher Institute, the term of each member shall be three years. In the first year, three members shall be elected for a one-year term, three members for a two-year term, and three members for a three-year term. Annually thereafter, three members shall be elected to a three-year term so as to provide continuity of leadership.
  - 2. These Board members shall be limited to two consecutive three-year terms. Renomination can be sought after a one-year sabbatical from board membership.
  - 3. In the event that any member of the Board leaves before completing a term, the Board of Members, based on the recommendation of the Nominating Committee, shall select a new member to serve until the next annual meeting, at which time the Osher Institute members shall elect a person to fill the unexpired term.
  - 4. All these members of the Board shall serve without compensation.
- D. The Dean of Cal Poly Continuing Education and a staff member appointed by the dean shall be ex officio members of the Board.
- E. Officers
  - 1. The officers of the Osher Institute shall consist of a president, vice president/ treasurer, secretary, and such other officers as the Board of Members may from time to time create.
  - 2. All officers shall be elected by members at the annual meeting of the Osher Institute and shall serve for one year or until their successors are elected.
  - 3. All officers shall serve without compensation.
  - 4. Officers are limited to two consecutive terms in the same office. Renomination may be sought after a one-year sabbatical from office.

5. The president shall preside at the annual meeting of the Osher Institute, at all special meetings of the membership, and at all meetings of the Board of Members. Subject to advice and consent of the Board of Members, the president shall appoint the chairperson of all standing, special, and temporary committees. At the annual meeting of the membership, the president shall present a report on the activities and affairs of the Osher Institute during the preceding year.
6. The vice president/treasurer shall:
  - a. Perform the duties of the president in his/her absence.
  - b. Make a report of the financial condition of the Osher Institute at the annual meeting and at meetings of the Board of Members.
  - c. Working in cooperation with the Planning and Finance Committee and a representative of Cal Poly Continuing Education, prepare an annual budget to be presented first to the Board of Members not later than the first quarter of the academic year. The budget preparation process shall be consistent with Cal Poly Continuing Education policies and procedures.
  - d. Perform such other duties as may, from time to time, be designated by the president.
7. The secretary shall keep a record of all meetings of the Osher Institute and meetings of the Board of Members. The secretary shall send notice of meetings required by these bylaws and shall perform such other duties as are usual and customary for the secretary of an organization.
8. The Board of Members shall appoint one of the members of the board to fill the unexpired term of any officer who resigns or is otherwise unable to complete his/her term of office.

F. Meetings of the Board of Members

1. The regular meetings of the Board of Members shall be held at least quarterly, with special meetings held as necessary. All regular meetings shall be open to the public. The board shall enact procedures to notify Osher Institute members of the regular meetings and to allow members and others to comment to the board.
2. A quorum for all meetings shall be 60 percent of the board members.
3. The board may not meet without the presence of at least one of the ex-officio members: the Dean of Cal Poly Continuing Education or the staff member appointed by the dean to the board.
4. All decisions by each body shall require a majority vote of members present. No proxy votes shall be allowed.

## **Article V. Committees**

- A. There shall be such standing and special (ad hoc) committees of the Board of Members as the board deems desirable to accomplish the work of the Osher Institute.
1. Subject to the provisions of this article, the president shall appoint committee chairpersons from the Board of Members or from the committees with the advice and consent of the board.
  2. There shall be the following standing committees: **Curriculum, Planning and Finance, Outreach and Operations, and Nominating.**
  3. Committee membership is open to every participating member of the Osher Institute.
  4. Subject to the provisions of this article, there shall be no time limit on committee membership.
  5. The president is an ex officio member of all committees except for the Nominating Committee.
  6. Subject to the provisions of this article, all committees shall report to the Board of Members.
  7. Actions of all committees shall be consistent with the appropriate policies and procedures of Cal Poly Continuing Education.
- B. **Curriculum Committee.** The committee shall include one or more members of the Board of Members and a staff member of Cal Poly Continuing Education. The committee shall:
1. Develop and recommend to the Board of Members criteria for program development and selection.
  2. Decide on the breadth and types of programs to be offered each quarter, drawing on input from members and others on needs and interests.
  3. Recruit potential program leaders, placing emphasis on attracting persons with special skills, knowledge, or education.
  4. Recommend to the Board of Members the programs to be offered each quarter.
  5. Provide guidance and orientation to program leaders.
  6. Recommend to the Board and then implement measures to acknowledge the contributions of program leaders.
  7. Develop and implement procedures for participant evaluations of each program.
  8. Working with Cal Poly Continuing Education, plan and develop such other learning events as conferences, community forums, travel-study programs, and partnerships with other events on the Central Coast.
  9. Undertake other responsibilities assigned to it by the Board of Members.

C. **Planning and Finance Committee.** The committee shall include one or more members of the Board of Members (one of whom must be the vice president/treasurer) and a staff member of Cal Poly Continuing Education. The committee's responsibilities are to deal with financial matters of the Osher Institute and focus on the future of the Osher Institute. The committee shall:

1. Develop and recommend, in coordination with Cal Poly Continuing Education, annual budgets to the Board of Members. The budget preparation process shall be consistent with Cal Poly budgeting policies and procedures for Cal Poly Continuing Education units.
2. Coordinating with the Dean of Cal Poly Continuing Education, develop and implement fundraising efforts such as seeking supporting contributions from individuals, corporations, community organizations, and government agencies.
3. Develop and implement a scholarship program to enable people with limited incomes to participate in the Osher Institute.
4. Periodically assess the Osher Institute's financial policies and practices.
5. Provide information to the Curriculum Committee to aid in future program development and selection, based on the evaluation data provided for each program.
6. Working with the Outreach and Operations Committee, seek comments from the members and the broader community on the Osher Institute's effectiveness.
7. Research other lifelong learning programs throughout the nation to learn how the Osher Institute might improve.
8. Develop, annually update (drawing on the work of the other committees), and recommend to the Board of Members a long-term (five-year) mission plan.
9. Undertake other responsibilities assigned to it by the Board of Members.

D. **Outreach and Operations Committee.** The committee shall include one or more members of the Board of Members. The committee, working with and obtaining the approval of Cal Poly Continuing Education, shall create, build, and sustain a strong and active membership organization. It shall also be responsible for scheduling and organizing special events to maintain a continuity of activities to draw Osher Institute members together. The committee shall:

1. Design and carry out member recruitment and retention activities for program participation, special events, and volunteering.
2. Recommend to the Board the roles and responsibilities for on-site program hosts and obtain hosts for each program.
3. Initiate, recommend, and draft (as appropriate) publications and publicity materials for Cal Poly Continuing Education's publication and distribution.
4. Promote and arrange for presentations to community groups.
5. Under Cal Poly Continuing Education's guidance, work with the media.

6. Identify opportunities to network with organizations in the community in promoting membership.
  7. Recommend to Cal Poly Continuing Education facilities for program delivery.
  8. Organize, staff, and promote the annual meeting of the Osher Institute.
  9. Plan and implement special events to maintain a continuity of activities to draw Osher Institute members together.
  10. Undertake other responsibilities assigned to it by the Board of Members.
- E. **Nominating Committee.** The committee shall consist of four members: one member each of the standing committees (Curriculum, Planning and Finance, and Outreach and Operations) who are not members of the Board of Members and one member of the Board of Members (not up for reelection). Each standing committee shall elect its representative to the Nominating Committee. A majority of the committee members shall change each year, and no member shall serve more than two consecutive years. The member of the Board of Members shall chair the committee. The committee shall:
1. Give attention to achieving a representation, geographical, and skill mix appropriate to the needs of the organization in selecting nominees for board membership.
  2. Obtain biographical sketches for potential board members and officers and review their qualifications.
  3. Annually place in nomination a slate of directors and officers to guide the activities of the Osher Institute over the next year.
  4. Recommend persons to the board to fill unexpired terms of directors leaving the board.
- F. **Other Committees.** Any other committee established by the Board of Members shall include one or more members of the board.

## **Article VI. Administration and Management**

Primary responsibility for the day-to-day operations of the Osher Institute (including selection of and negotiation for program facilities) shall rest with Cal Poly Continuing Education. Volunteers from the Outreach and Operations Committee shall assist.

## **Article VII. Director and Officer Elections**

- A. **Election by Ballot.** Election of directors and officers of the Osher Institute shall be by secret ballot.
- B. **Voting by Mail or In Person at the Annual Meeting.** The notice of the annual meeting to each member shall include a ballot of the directors and officers nominated by the Nominating Committee. Voting members may return their ballots by mail to the Osher Institute to arrive before the date of the annual meeting or deliver their ballots at the annual meeting.

- C. **The Ballot and the Opportunity for Write-In Candidates.** The ballot shall give each member the chance to vote for each nominee. If the member does not vote for any nominee, the ballot shall include a section for the member to write in a vote for a non-nominated Osher Institute member to replace nominee for whom the member did not vote. If the write-in candidate is not an Osher Institute member, the vote for that candidate will not be considered.

### **Article VIII. Membership Meetings**

- A. **Annual Meeting.** The members of the Osher Institute shall meet annually during January of each academic year at such date, time, and place as the Board of Members may designate.
1. Notice shall be given by mail (post or e-mail) to each member not less than 12 calendar days prior to the annual meeting. This notice shall:
    - a. State the date, time, and place of the meeting.
    - b. State the business to come before the membership.
    - c. State the slate of members in nomination for the Board of Members and for officers, including short biographical sketches of each nominee indicating the qualifications applicable to the operation of the Osher Institute.
    - d. Include a ballot of the nominated directors and officers (see VII-C above).
  2. The president (or, in the president's absence, the vice president/treasurer) shall preside at all annual meetings.
  3. The Dean of Cal Poly Continuing Education shall speak at each annual meeting.
  4. At the time on the agenda for nomination of directors and officers, the presiding officer shall ask for the delivery of all ballots returned by mail and at the annual meeting.
    - a. The chairman of the Nominating Committee shall introduce the nominated candidates.
    - b. The presiding officer shall designate two members attending the annual meeting to count the ballots.
    - c. The two members so designated shall report the results to the members at the annual meeting.
    - d. Those persons receiving the most votes to become members of the Board of Members shall become directors for the terms specified.
    - e. The person with the most votes for each office shall fill that office for a 12-month period.
  5. Any other matters to be decided at the annual meeting shall be by majority vote of all members in attendance.

6. No proxy votes shall be allowed in the election of directors and officers and in any other vote.
- B. **Special Meetings.** In addition to the annual meeting, the Board of Members may call special meetings of the membership at any time and place. The Board of Members must call a special meeting when it receives written request signed by at least 20 members of the Osher Institute stating the reason(s) for the special meeting and the subject(s) to be brought before the membership. The request shall be delivered to the president or secretary.
1. The secretary shall certify to the Board that the members requesting the special meeting are, in fact, members of the Osher Institute.
  2. If the signators do not comprise at least 20 members, the president shall notify them in writing that they have not met the membership requirements to call a special meeting.
  3. If the request meets the membership requirements, the board shall give notice by mail to all members not less than 12 days prior to the special meeting. In addition to the time and place of the meeting, the notice shall state the reason for the special meeting and the subject(s) to be brought before the membership. Special meetings shall be limited to the stated reason(s) and subject(s). Matters to be decided at the special meetings shall be by majority vote of all members in attendance. There shall not be any proxy votes.

#### **Article IX. Financial Structure**

- A. Funds to carry on the activities of the Osher Institute shall be derived from memberships, program fees, community contributions, grants, and support from Cal Poly Continuing Education. The support consists of such in-kind elements as staff time, equipment, space, copying, and office supplies.
- B. There are three separate accounts that benefit the Osher Institute:
  1. Program—funded by tuition and fees.
  2. Grants.
  3. Contributions.
- C. Monthly reports on the Osher Institute shall be generated by Cal Poly’s financial accounting system, certified by the financial manager, and provided to the Planning and Finance Committee and the Board of Members at their scheduled meetings.

#### **Article X. Periods of Service**

- A. The academic year of the Osher Institute shall correspond with that of Cal Poly Continuing Education: July 1 to June 30.

- B. The annual period of service for members of the Board of Members, officers, and committee members shall be February 1 to January 31.

#### **Article IX. Bylaw Adoption and Amendments**

- A. These bylaws shall first be approved by the Dean of Cal Poly Continuing Education.
- B. These bylaws shall be then adopted by a majority vote of the Osher Institute members attending the first annual meeting.
- C. Amendments to these bylaws shall be adopted by the Board of Members, subject to approval by the Dean of Cal Poly Continuing Education and confirmation by a majority of the members attending the next annual meeting.

#### **Article XII. Parliamentary Authority**

Except for provisions of these bylaws, any special rules of order that the membership may adopt, applicable laws, and grant requirements, the rules contained in

*Roberts Rules of Order, 10th Edition*, shall guide the deliberations of the Osher Institute Board of Members, committees, and membership.