

**BY-LAWS****The Osher Lifelong Learning Institute at the University of Dayton****April 15, 2005****ARTICLE 1: NAME**

The name of this organization shall be "The Osher Lifelong Learning Institute at the University of Dayton (UDLLI)"

**ARTICLE 2: PURPOSE**

- A. The purpose of the UDLLI is to offer adults 50 years of age or older from the Greater Miami Valley area a variety of seminars based on the peer-learning concept and designed to be intellectually stimulating in an informal and non-competitive environment.
- B. To achieve this purpose the UDLLI will:
1. Foster activities associated with life long learning and community out-reach in order to advance the mission of the University of Dayton (**UD**)
  2. Be organized and operated by and for participating adults 50 years of age or older.
  3. Offer educational programs distinctly geared to the needs and interests of mature adults, retired persons and those planning retirement.
  4. Present educational programs in units of convenient length recognizing the needs and life styles of mature adults and moderators.
  5. Promote communication, socialization and esprit de corps among participants and with the University of Dayton (**UD**) community.
  6. Draw on the strengths and resources of the active and retired UD faculty and alumni, the facilities, programs and heritage.
  7. Encourage and work cooperatively with other senior university programs and other Dayton area senior programs.

**ARTICLE 3: MEMBERSHIP**

- A. Membership in the UDLLI shall be open to all adults 50 years of age or older, senior organizations, corporations and unincorporated associations, and retirement communities interested in furthering the purpose of the UDLLI.
- B. The classes of membership shall be as follows:
1. Participating: Participating members are individuals who have enrolled in at least one seminar during the fall, winter, spring or summer session based on UD's fiscal year. **Participating memberships are effective with the session for which the**

fee is paid through the balance of the UD fiscal/academic year. Enrollees will pay a fall, winter, spring or summer session fee, which will entitle them to participate in one or more seminars during the session for which the fee was paid. The fee for enrolling in seminars shall be set by the UDLLI Board of Governors with the advice and consent of the Office of Special Programs and Continuing Education. Participating members shall be entitled to one vote at the Annual Meeting of the UDLLI at which time new board members and officers are nominated and elected, and such other business as requiring approval/disapproval by the membership will be considered. Participating members eligible to vote will receive the Annual Meeting Agenda at least 10 days prior to the date of the meeting.

2. Friends of the Institute: These members may be an individual, corporation community organization or government entity interested in supporting the UDLLI's goals of scholarship and life enrichment and provides financial support to the Institute. An annual contribution of **not less than \$60** (sixty) entitles the contributor to one membership and one vote at the Annual Meeting of the UDLLI, at which time new board members and officers are nominated and elected, and such other business as requiring approval/disapproval by the membership will be considered. Friends of the Institute who are eligible to vote will receive the Annual Meeting Agenda at least 10 (ten) days prior to the date of the meeting. In those instances where membership is in a corporation, community organization or government entity, and classified as a Friend of the Institute, that organization shall designate one individual (and an alternate) to cast a vote and exercise other membership privileges. This designation shall be made in writing to the Secretary of the UDLLI Board of Governors, and shall remain in effect until revoked or until a new designation is made. Such membership is for a period of one year from date of receipt of the contribution.

In addition to those individuals and organizations cited above, membership in the Friends of the Institute shall include those individuals who serve as moderators or speakers for seminars given during any fiscal year. All privileges given to Friends of the Institute shall also be given to all moderators and speakers. In addition, all moderators shall be entitled to participate at no fee in any seminar(s) during a twelve month period following their presentation.

3. Life Membership: Life memberships are open to individuals who shall make a contribution of \$1000 or more to the UDLLI. In consideration of this contribution, the individual will receive all membership privileges (including serving on the UDLLI Board of Governors and serving as an officer of the UDLLI, both subject to normal nominating and election procedures) and enrollment at no fee for any seminar(s) provided by the UDLLI.

4. Distinguished Service Life Membership Award: Life membership, with all UDLLI privileges, will be awarded on a very selective basis to UDLLI members who have made extraordinary contributions of time and services to advance the welfare and development of the UDLLI. Evaluation of the qualifications of individuals nominated for this award will be accomplished by an advisory committee consisting of current UDLLI board members and past recipients of the Distinguished Service Life Membership Award.

#### **ARTICLE 4: BOARD OF GOVERNORS**

- A. The UDLLI Board of Governors, consisting of not more than 24 members, is vested in the management of the affairs of the UDLLI, the determination of its policies and curriculum, and the control and disposition of its properties, subject to the provisions of law and these By-Laws. The Board of Governors should include a representative of the Society of Mary. The term of each member shall be three (3) years. Terms should be staggered to provide continuity of leadership on the Board. **Board members should have previous committee experience which includes moderators and liaisons.**
- B. Members of the Board of Governors shall be elected from among the current UDLLI members (50 years of age or older). In the selection of nominees for Board membership, attention will be given to achieving a representation and skill mix appropriate to the needs of the UDLLI organization. **Board members should have previous committee experience or have served as a Moderator or Liaison.** The Board of Governors shall fill the unexpired term of any member leaving the Board, after reviewing the recommendations of the Nominations Committee.
- C. Terms of the Board of Governors are limited to two (2) consecutive, 3-year terms. Re-nomination can be sought after a one (1) year sabbatical from board membership. This limitation may be waived by the Executive Committee to enable the continuing service of a Board member.
- D. Advisors to the Board of Governors shall consist of the **Assistant Dean** of UD's Office of Special Programs and Continuing Education and representatives from UD's Provost Office, Legal Council Office and the Advancement Office. From time to time the Board of Governors may request advice from UD personnel or others in the community to address a specific issue or problem.
- E. Obligations of the Board of Governors consists of attendance at 75% of the regular Board Meetings and at least one LLI seminar each year and each Board Member shall serve on at least one committee.

**These requirements will be waived by the Executive Committee when such action is prudent. Any Board Member who fails to fulfill these obligations shall be considered resigned.**

- F. **The Board of Governors may remove a member for:**
1. **Continued gross or willful neglect of duties**
  2. **Unwarranted attacks or refusal to cooperate with Board members**
  3. **Misrepresentation of the UDLLI and/or officers to outside persons**
  4. **Conviction for a felony**

## **ARTICLE 5: OFFICERS**

- A. The officers of the UDLLI are **President, immediate Past President, President-Elect, Secretary, and Treasurer and serve on the Executive Committee.**
- B. **The Director of Curriculum also serves on the Executive Committee and is appointed by the President for one or two academic years and is responsible for the curriculum.**
- C. All officers shall be elected by the membership attending the UDLLI Annual Meeting, and shall serve for one (1) year or until their successors are elected.

All officers shall have been members of the Board of Governors prior to the time of their election as officers and shall serve without compensation.

All officers are limited to two (2) consecutive, 1-year terms in the same office. Re-nomination may be sought after a one-year (1) sabbatical from office. This limitation may be waived by the Executive Committee to enable the continuing service of an officer.

- D. The President shall preside at the UDLLI Annual Meeting, at all special meetings of the membership, at all meetings of the Board of Governors and at all meetings of the Executive Committee. **The President shall appoint the chairpersons of all standing and special committees**, and shall appoint such other temporary committees as necessary to carry out the mission of the UDLLI. At the annual meeting of the membership, the President shall present a report on the activities and affairs of the UDLLI during the preceding year. The President is an ex-officio member of each standing and special (ad hoc) committee except the Nominations Committee.
- E. The Immediate Past President will remain a member of the Executive Committee and the Board of Governors for one year **and shall perform duties as may be requested by the President and may provide advice for other officers.**
- F. The President Elect shall perform the duties of the President in his/her absence **and shall perform other duties as may be requested by the President and shall succeed to the Presidency.**

- G. The Secretary shall keep a record of all meetings of the UDLLI, including the meetings of the Board of Governors and meetings of the Executive Committee. The Secretary shall **send notice of meetings required by these By-Laws, and shall perform such other duties as are usual and customary for the Secretary of an organization.**
- H. The Treasurer shall make a report of the financial condition of the UDLLI at the Annual Meeting and at meetings of the Board of Governors. The Treasurer, working in cooperation with the Finance Committee, shall prepare an annual budget to be presented first to the Executive Committee and then to the Board of Governors not later than the first quarter of the fiscal year. All discernments are issued through the University of Dayton.

#### **ARTICLE 6: ADMINISTRATION AND MANAGEMENT**

- A. The **Assistant Dean** of UD's Special Programs and Continuing Education has the primary responsibility for the day-to-day operations of the UDLLI **and Osher grant money. As the University Administrator for the UDLLI, the Assistant Dean is responsible for all monetary donations and grants.** The **Assistant Dean** assisted by volunteers recruited from the membership and together will be responsible for carrying out the policies and goals established by the Board of Governors and for such other duties and activities as the Board may direct.

#### **ARTICLE 7: COMMITTEES**

- A. Standing and special (ad hoc) committees of the Board of Governors shall exist as the Board deems desirable to accomplish the work of the UDLLI. Subject to the provisions of this Article, committee chairpersons shall be appointed by the UDLLI President. The standing committees are: Executive, Policy and Planning, Curriculum, **Marketing, Membership**, Finance, Nominations, Special Events, and Volunteer, as well as any other such committees which may be deemed necessary by the Board of Governors. Committee **Chair** assignments shall be for one (1) year corresponding to the UDLLI's fiscal year. LLI members, who are not Board members, may be appointed to standing and special committees with the exception of the Executive Committee. Committee chairs **should** be members of the Board of Governors.
- B. The Executive Committee will be comprised of the UDLLI elected officers, the immediate Past President, the **Director of Curriculum**, and the **Assistant Dean** of Special Programs and Continuing Education. In the intervals between meetings of the Board of Governors, the Executive Committee shall exercise all authority of the Board of Governors. Annually, the Executive Committee, guided by the Strategic Plan and By-Laws, will review the performance of the organization and report its findings and recommendations to the Board. The committee will also evaluate annually the administrative services provided to the UDLLI and make recommendations to the appropriate UD office if changes are indicated. **The Executive Committee should**

work with the Policy & Planning Committee to establish goals, objectives and the Strategic Plan. However this Committee should provide milestones for the measurement of progress against the objectives established under those plans.

- C. **The Policy and Planning Committee** will be comprised of at least three (3) Members of the Board of Governors and should have knowledge or experience in the planning function. This committee will be responsible for developing and revising the By-Laws and for working with the Executive Committee to establish the Strategic Plan. These documents should be reviewed annually. If necessary, appropriate recommendations for change should be formulated and presented to the Executive Committee for approval before recommending for Board approval.

This committee is also responsible for developing and recommending for Board approval pertinent "statements of policy" which will be implemented by Board, committees, and/or related administrative personnel.

- D. **The Curriculum Committee** will be comprised of at least five (5) members of the Board of Governors who should have knowledge of curriculum development. The **Director of Curriculum** will serve on the Executive Committee; will be responsible for curriculum planning and administration for one or two academic years; and will coordinate the activities of four (4) committee chairs, one for each session, Fall, Winter, Spring and Summer. Additional committee members may be requested to serve on the curriculum committee and they may be members of the Board of Governors. The chairs for each session will be appointed by the Director of Curriculum. The Curriculum Committee shall be responsible for the organization of seminars and the recruitment, selection, orientation, development, recognition and evaluation of quality moderators. Emphasis will be placed on attracting moderators with special skills, knowledge and education. The committee shall establish and carry out procedures to monitor and strengthen the quality of educational offerings. This committee will seek input from members, non-members, and from senior groups on their needs and interests for educational programs.
- E. **The Marketing Committee** will be comprised of at least (3) members of the Board of Governors who have knowledge and experience in marketing. This committee, operating under University policies, will develop and carry out plans to inform and gain support for the UDLLI and its programs from the general and targeted publics. The committee will work with the Assistant Dean and other University personnel in the development of printed materials, news releases, advertising materials, newsletters and other appropriate materials to carry out the communications program.
- F. **The Membership Committee** will be comprised of at least (3) members of the Board of Governors and should have knowledge and experience in member acquisition and retention. This committee will be responsible for recommending changes in membership classes, and for carrying out measures to retain current

- members and attract new members. **This committee in cooperation with the Marketing Committee shall be responsible for developing mailing lists of persons to receive the UDLLI seminar announcements. This committee shall be responsible for recommending candidates for tuition scholarship to the Assistant Dean of Special Programs and Continuing Education.**
- G. The Finance Committee will be comprised of at least three (3) members of the Board of Governors and shall have knowledge and experience in financial planning and budget development. Chaired by the Treasurer of the UDLLI, this committee shall be responsible for developing and recommending an annual budget, and requesting information and assistance from other committee chairpersons. Periodically, this committee will assess the UDLLI's financial policies and practices and will prepare regular reports during the fiscal year.
- H. The Nominations Committee will be comprised of three (3) to five (5) members of the Board of Governors **to include the President Elect and the Volunteer Chair.** A majority of the committee members will serve one year, and no member shall serve more than two consecutive years. This committee will be responsible for annually recommending a list of candidates for nomination to the Board of Governors and officers for the coming fiscal year. This committee will obtain biographical sketches for potential board members and officers, will review their qualifications, and submit biographical sketches of a recommended slate of nominees for board members and officers to the Board of Governors for approval. The committee will place in nomination at the Annual Meeting of the UDLLI those persons approved and recommended for the Board and offices. At the conclusion of the election process, all biographical sketches will be filed in the Office of Special Programs and Continuing Education. The Nominations Committee shall also be responsible for recommending persons to fill unexpired terms of members leaving the Board. The Board will approve the Nomination Committee's reports of recommendation.
- I. The Special Events Committee will be comprised of at least two (2) members of the Board of Governors. This committee shall be responsible for the scheduling and organization of special events during those times when no seminars are in session. The purpose of the events is to maintain a continuity of activities, both social and intellectual, to sustain the interest of UDLLI members.
- J. The Volunteer Committee will be comprised of at least two (2) members of the Board of Governors. This committee shall assist the UD Office of Special Programs and Continuing Education with administrative support and other projects as needed. Maximum use of non-board members shall be encouraged to create a pool of members interested in participation on other committees and on the Board of Governors.

## ARTICLE 8: MEETINGS

- A. Annual Meeting: The membership of the UDLLI shall meet annually during the last quarter of each fiscal year at such date, time and place as may be designated by the UDLLI Board of Governors. Notice shall be given by mail to all members not less than ten (10) days prior to the Annual Meeting. This notice shall include the slate of members in nomination for the Board of Governors and in nomination for officers. It shall include a short biographical sketch for each nominee indicating qualifications applicable to the operation of the UDLLI.

At the Annual Meeting of the membership, in addition to such other business as may come before the membership, the members shall hear the report of the Nominations Committee regarding nominations for the Board of Governors and shall accept nominations from the floor. Persons intending to make a nomination from the floor must have submitted a biographical sketch of the nominee to the Office of Special Programs and Continuing Education at least two weeks prior to election day. The membership then shall elect from the nominees the individuals to serve as elected members of the Board of Governors. Nominees with the most votes shall then become UDLLI Governors for the term for which they were elected.

The membership shall then hear the report of the Nominations Committee regarding nominations for officers and shall accept nominations from the floor. The method of handling nominations from the floor for officers shall be the same as for nominating board members. The membership shall then elect from among the nominees the officers who shall serve during the coming fiscal year.

- B. Special Meetings: In addition to the Annual Meeting, special meetings of the membership may be called at any time and place by the Board of Governors or upon written request of ten (10) members of the UDLLI. The request shall state the reason for the special meeting and the subject(s) to be brought before the membership. The request shall be delivered to the President or Secretary of the Board. Notice of the special meetings shall be given by mail to all UDLLI members not less than ten (10) days prior to the special meeting. In addition to giving the time and place of the meeting, the notice shall state the reason for the meeting and the subject(s) to be brought before the membership. The special meetings shall be limited to the stated reasons and subject(s).
- C. Executive Committee Meetings: The Executive Committee will meet as scheduled by the President.
- D. Board of Governors Meetings: The regular meetings of the Board of Governors will be held at least four (4) times each year. Special meetings may be scheduled as necessary.

- E. Voting Procedures: At any meeting of the membership, a majority of the members present and eligible to vote shall approve or disapprove any issue properly placed before the membership.
- F. Meeting Agenda: The agenda for the Annual Meeting, Executive Committee meetings and the regular Board of Governors meetings will be:
1. Announce “call to order.”
  2. Read and approve minutes of previous meeting(s).
  3. Adopt financial report.
  4. Address unfinished business remaining from previous meetings.
  5. Address new business, reports of committees, etc.
  6. Conduct in-depth discussions of a particular issue or activity requiring Board consideration and consensus.
  7. Adjourn.

#### **ARTICLE 9: FINANCIAL STRUCTURE**

- A. The fiscal year for the UDLLI shall commence on the first day of July and end on the last day of June each year.
- B. Funds to support the activities of the UDLLI shall be derived from membership tuition and fees, grants, contributions from Friends of the Institute and Life Memberships, and support from UD.
- C. All receipts from membership tuition and fees shall be collected by UD personnel and deposited into a UD account to be applied to current fiscal year UDLLI expenses as budgeted by the Finance Committee.
- D. All receipts from membership tuition and fees generated beyond actual expenses for a given fiscal year shall be divided 50% to the University of Dayton and 50% into a designated UDLLI Reserve Account. This Reserve Account may be used to cover unforeseen fiscal year expenses, as a reserve against possible fiscal year deficits, or to support certain special events approved by the Board of Governors that are deemed beneficial to the UDLLI.**
- E. All receipts from unrestricted grants and contributions from Friends of the Institute and Life Memberships shall be deposited into a UD account designated as the UDLLI Development Fund. This fund may be used for specific expenditures of a fixed or long-term nature (such as, equipment or facilities) that are deemed beneficial to the UDLLI.
- F. Authorization to distribute funds from the UDLLI Reserve Fund and the UDLLI Development Fund will be as follows:

Up to \$2500.00	Assistant Dean, Special Programs and Continuing Education
Up to \$5000.00	Executive Committee
Over \$5000.00	Board of Governors

All distributions from these accounts must be reported to the Board of Governors at the first board meeting immediately following the authorized distribution.

## **ARTICLE 10: AMENDMENTS**

Proposed amendments to the By-Laws shall first be referred to the Policy and Planning Committee for review **and then forwarded to the Executive Committee for review** prior to submission to the Board of Governors for approval.

- B. These By-Laws may be amended, supplemented or changed by affirmative vote of a majority of the Board of Governors' members and may be presented to the membership **at the annual meeting**. Copies of the By Laws may be obtained from the UDLLI office where they are on file.

## **ARTICLE 11: DISSOLUTION**

Upon dissolution, the Executive Committee shall dispose of all assets of the UDLLI to the University of Dayton.

## **ARTICLE 12: PARLIAMENTARY AUTHORITY**

Except for any special rules of order that may be adopted, the rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall guide the UDLLI in those cases in which they are applicable to and consistent with the terms and intent of these By-Laws.

## **ADDITIONAL COMMENTS**

Adopted: September 30, 1994

Amended: June 30, 1995

Amended: June 28, 1996

Amended: June 27, 1997

Amended: June 1998

Amended: July 2001

Amended: August 2002

Amended: August 21, 2003

Amended: **June 9, 2005**

Attest:

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date