



Bylaws

Amended February 13, 2021

Article I: Name and Purpose

Lifelong Learning Collaborative (LLC) is a nonprofit corporation within the meaning of Section 501 [c][3] of the Internal Revenue Code. As a peer led organization, its purpose is to provide a diverse population of mature adults with varied opportunities for lifelong learning including seminars and lectures, cultural events, and social interaction in a pleasant, accessible environment at a reasonable cost.

Article II: Membership

1. Membership in LLC shall be open to any adult (without regard to age, race, gender, religion, national origin, sexual orientation or disability) who is interested in the organization's purpose and pays annual membership dues. Dues shall be determined by a vote of the Board of Directors.
2. In addition to taking classes and participating in other academic, social, or cultural activities, members are invited to participate in the administration and operation of LLC by coordinating courses, serving on committees, or serving as officers or committee chairs.

Article III: Board of Directors

1. The purpose of the Board of Directors of LLC is to establish, review, and approve policies that shall effectively enable LLC to achieve its stated purposes. The Board of Directors will supervise the ongoing operations of the organization and review the activities of standing and ad-hoc committees.
2. Members of the Board of Directors of LLC shall include the officers of the organization, the chairs of the Standing Committees, and two members -at-large. The immediate past President will serve as a non-voting member. All terms of office shall begin on the first day of the fiscal year that follows the Annual Meeting. Each member of the Board of Directors shall have one vote.
3. Members-at-large shall be nominated by the Nominating and Bylaws Committee and elected by the membership at its Annual Meeting for staggered two year terms. No member-at-large shall serve in that position for more than two years in total, except in the case of a person who was appointed to complete the term

of a member-at-large who did not serve out a full term. A vacancy occurring prior to the expiration of the term of office shall be filled by appointment by the President, subject to the approval of the Board of Directors, for the duration of the term.

4. The Board of Directors shall annually present an operating plan and budget for the upcoming year's activity to a meeting of the membership for its approval.
5. Meetings of the Board of Directors shall be at the call of the President but will be held at least six times a year. Notice of the meetings shall be given at least a week in advance of the meeting. Meetings may be conducted via electronic media or held at any place designated by the Board. **If electronic means are used all board members must be able to hear each other simultaneously.**
6. A Quorum of the Board shall consist of a majority of the members then serving including the President or the Vice-President. Action will be taken upon the majority vote of those present and voting.
7. The Board of Directors may, for cause, remove any member of the Board who is found to be unable to fulfill the duties of the office. Such action shall require a two-thirds vote of the entire Board of Directors.
8. **Proxy voting is not permitted for the Board of Directors.**

ARTICLE IV: Officers

1. Officers shall be elected from the membership, shall serve single year terms and may serve up to three consecutive terms. Officers will be nominated by the Nominating and Bylaws Committee, approved by the Board of Directors, and elected at the Annual Meeting of the Membership. Vacancies, except for President, shall be filled by appointment by the President, subject to the approval of the Board of Directors, for the duration of the term. Should the position of President be vacated, the Vice President will fill the position of President until the next scheduled election. The Officers shall be responsible for all administrative matters of the organization. No officer, except for the Treasurer, shall serve simultaneously as the chair of a standing committee.
2. Officers of LLC shall be:
 - a. The President shall serve as the Chief Executive Officer, and shall preside at all meetings of the Board of Directors and of the membership, and shall serve as an ex-officio member of all Standing Committees except for the Nominating and Bylaws Committee.
 - b. The Vice-President shall be empowered to act in the absence of the President. At the discretion of the President, **they** may serve as an ex-

officio member of selected committees and may be assigned additional responsibilities as determined by the President.

- c. The Treasurer shall serve as the Chief Financial Officer, responsible for financial management of the organization's assets, revenues, and expenditures and for making recommendations to the Board of Directors to ensure its ongoing financial health. The Treasurer shall serve as Chair of the Finance Committee.
- d. The Secretary shall be responsible for recording the minutes of the meetings of the Board of Directors and any meetings of the Membership.

Article V: Standing Committees

1. The chair of each Standing Committee shall be nominated by the President and elected by the Membership at the Annual Meeting. They will select members for that committee from the Membership. However, the Chair of the Nominating and Bylaws Committee as well as its two (2) members will be recommended by the Board of Directors and elected by the Membership at the Annual Meeting for three year staggered terms.
2. There shall be the following Standing Committees of the organization:
 - a. The Curriculum Committee - Shall be responsible for the selection of topics for study, approval of course coordinators and syllabi, quality assurance and the operations of courses, seminars, and all educational activities.
 - b. The Nominating and Bylaws Committee - Shall be responsible for the nomination of officers and members-at-large of the Board of Directors, conducting elections and Bylaw revisions. The Committee shall develop procedures for the conduct of elections which shall be approved by the Board of Directors. A vacancy occurring prior to the expiration of the term of office shall be filled by appointment by the President, subject to the approval of the Board of Directors, for the duration of the term.
 - c. The Membership Committee - Shall be responsible for planning and implementing Membership campaigns, orientation of new members, retention of existing Membership and maintenance of Membership records.
 - d. The Finance Committee - Shall be responsible for overseeing the financial management of the organization's assets including preparing an annual budget for the Board of Directors and for the Membership at the Annual

Meeting, and for other financial projections, and for conducting periodic internal financial reviews.

- e. The Public Relations Committee - Shall be responsible for promotion of LLC to the general public.
 - f. The Cultural Activities Committee - Shall be responsible for cultural events and other social activities which will serve the purposes of the organization and its Membership.
 - g. The Planning Committee - Shall be responsible for updating the organization's long-range strategic plan and establishing an annual plan in conjunction with the other Standing Committees, subject to the approval of the Board of Directors.
 - h. The Technology Committee - Shall be responsible for technology needs of the organization, including but not necessarily limited to providing for technology instruction. The committee is also charged with monitoring members' needs for learning or improving their technology skills, and with providing information, workshops, and other opportunities to support such learning.
3. Ad-hoc committees may be appointed by the President.

Article VI: Membership Meetings

1. The Members of LLC, as defined in Article II.1, shall meet at least once a year in the month of May, which meeting is to be called the Annual Meeting and at which only paid-up members shall have the privilege of voting. Proxy voting is not permitted. Meetings of the Membership may be conducted via electronic media or at any place designated by the Board. Additional Meetings of the Membership may be called by the President, by a majority of the Board of Directors, or by petition of fifteen percent of the membership.
2. Notice of each meeting shall be sent out at least two weeks in advance by email, except to those who have specifically indicated a wish to be notified by the US Postal Service.
3. Voting procedures shall provide opportunity for individual members of LLC to submit nominations for any office, committee chair or member-at-large. Such nominations must be submitted to the Nominating Committee at least two weeks prior to the date set for voting.
4. Fifteen per-cent of the total membership shall be considered a quorum.

5. When a vote by the Membership is placed on the agenda of a meeting, such vote may, at the discretion of the Board of Directors be conducted in advance of the meeting through the use of electronic media; in such a case the result of vote will be final, and shall be reported to the members at the meeting. For such a vote to be valid, the total number of votes cast electronically shall be not less than 15 percent of the number of paid-up members at the time of the meeting.

Article VII: Bylaw review and amendments

1. Bylaws shall be reviewed no less than every five years.
2. Amendments to these Bylaws may be proposed by a motion adopted at two successive meetings of the Board of Directors, or by a petition signed by one-fourth of the Membership for consideration at the next Membership meeting. A two thirds vote of those present and voting is required for approval.
3. No amendment shall be added which would cause LLC to cease to qualify as an exempt corporation under Section 501 [c][3] of the Internal Revenue Code.

Article VIII: Communication with Membership

Information about the policies and the operation of LLC, including the minutes of meetings of the Membership and of the Board of Directors, will be made available to the membership by posting to the LLC website.

Article IX: The LLC Fiscal Year

The LLC Fiscal year of operations shall be from June 1 through May 31.

Article X: Adoption

Revised bylaws adopted _____