



Bylaws

Amended April 26, 2023

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 mission reads: A volunteer-based organization, Lifelong Learning Collaborative (LLC) seeks to serve an increasingly diverse community of adult learners centered in southeastern New England. We offer a wide variety of accessible, affordable, academically oriented courses, lectures, and cultural events, both in-person and online. While we specialize in a collaborative, peer-led model, we also rely on other learning methods. We encourage all our members to contribute their skills and experience to support the vitality of our offerings and our organization.

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 may serve ex officio as a non-voting member. All terms of office shall begin on the first day of the fiscal year that follows the Annual Meeting.

3. Each member of the Board of Directors shall have one vote. In the event that a Standing Committee is headed by co-chairs, both co-chairs may attend Board meetings, but the Committee shall have one vote. The vote may be cast by either Committee co-chair.
4. Members-at-large shall be nominated by the Governance Committee, with the approval of the Board of Directors, for staggered two-year terms and elected by the membership at its Annual Meeting as provided for in Article VI of these Bylaws. 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.
5. 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.
6. 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.
7. A Quorum of the Board shall consist of a majority of the members then serving. Action will be taken upon the majority vote of those present and voting.
8. 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.
9. Proxy voting is not permitted for the Board of Directors.

ARTICLE IV: Officers

1. 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. The President and the Vice President will divide the responsibility of serving as ex officio members of all Standing Committees except for the Governance Committee. The President shall be responsible for ensuring that the organization complies with all State and Federal regulations and for ensuring that a complete file of required documents is maintained. The President, subject to approval by the Board, shall be responsible for all

administrative matters of the organization, including but not limited to engaging staff and/or consultants, setting salaries and/or fees, and making large purchases such as audio-visual equipment and the like.

- b. The Vice President shall be empowered to act in the absence of the President. The Vice President will 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. The Secretary shall also be responsible for ensuring that all minutes are posted to the LLC website and that an official file of all minutes is maintained.
2. Officers shall be elected from the membership for single-year terms and may serve up to three consecutive terms. 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.
 3. The election of officers shall take place at the Annual Meeting, as provided for in Article VI of these Bylaws.

Article V: Standing Committees

1. Each Standing Committee shall have a chair or co-chairs. The chair or co-chairs of each Standing Committee shall be nominated by the President and 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.
2. No officer, except for the Treasurer, shall serve simultaneously as the chair of a standing committee.
3. The chair or co-chairs of each committee will select members for that committee from the Membership.
4. 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 Governance Committee - Shall be responsible for the nomination of officers and members-at-large of the Board of Directors. The Committee shall develop election procedures, which shall be approved by the Board of Directors, and shall conduct elections. It shall review Bylaws and recommend necessary revisions to the Board; create and monitor a plan for succession throughout LLC; and monitor the LLC Board and committees to ensure functioning in accordance with LLC's vision and mission statements and all regulatory requirements.
- c. The Membership Committee - Shall be responsible for 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 Communications and Marketing Committee - Shall be responsible for (1) informing the Membership about LLC programs and committee work via multiple means including, but not limited to, organizational emails, the website, the LLC newsletter, and social media, and (2) planning and implementing a marketing program designed to promote LLC to potential members and audiences.
- 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 Digital Technology Committee - Shall be responsible for recommending policies concerning LLC's uses of technology, for identifying equipment needs, and for monitoring and responding to members' needs for technology instruction. It shall provide information, workshops, and

other opportunities to support members in expanding their technology skills.

- i. The Diversity, Equity and Inclusion Committee - Shall be responsible for promoting and expanding learning opportunities that enable the LLC organization and membership to better understand, celebrate, learn from, support and include diverse communities. LLC defines diversity broadly to include race, ethnicity, religious beliefs, socioeconomic status, language, geographical origin, gender and/or sexual orientation and physical disabilities.

5. Ad hoc committees may be created by the President, with the approval of the Board of Directors. The President will appoint the Chairs or Co-Chairs of ad hoc committees with the approval of the Board of Directors.

Article VI: Annual Meeting, Election of Officers and Membership Meetings

1. Annual Meeting: The Members of LLC, as defined in Article II.1, shall meet annually in the month of May.
 - a. Notice of the Annual 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.
 - b. Only paid-up members shall have the privilege of voting. Proxy voting is not permitted.
 - c. Fifteen per-cent of the total membership shall be considered a quorum at the Annual Meeting and/or the basis for a valid vote electronically.
2. Voting for election of officers shall take place either in person or electronically at the Annual Meeting.
 - a. The election may, at the discretion of the Board of Directors, be conducted in advance of the meeting through the use of electronic media
 - b. The result of the vote will be final provided that fifteen per-cent of the total membership have voted and shall be reported to the members at the Annual Meeting.
 - c. Prior to the Annual Meeting, the Governance Committee will nominate a slate of officers and a member-at-large. The slate will be approved by the Board of Directors.

- i. Voting procedures shall provide the opportunity for individual members of LLC to submit nominations for any office or member-at-large.
 - d. The membership shall be notified of candidates by email at least two weeks in advance of the Annual Meeting or of the electronic vote. The notification will include the names of the slate of candidates nominated by the Governance Committee and of any other candidates nominated by individual members. A member may request to receive the notification through the U.S. Postal Service.
3. 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. Meetings of the Membership may be conducted via electronic media or in person at any place designated by the Board.
 - a. 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.
 - b. Fifteen per-cent of the total membership shall be considered a quorum.
 - c. 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.

Article VII: Bylaw review and amendments

1. The Governance Committee shall review the Bylaws no less than once 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 April 26, 2023 .