

Bylaws as Revised and Adopted at the Annual Meeting, June 1, 2011
Osher Lifelong Learning Institute at West Virginia University

PREAMBLE

The Osher Lifelong Learning Institute at West Virginia University (OLLI at WVU) is a non-profit, continuing education program for interested adults within commuting distance of West Virginia University (WVU) – Morgantown campus. OLLI, established in February 2007, is the successor to Appalachian Lifelong Learners (ALL) at WVU, which was established in 1993, and is entitled to ALL's assets and property, including its WVU Foundation, Inc., accounts. OLLI is sponsored by the WVU HSC Center on Aging. It is a member of the Osher Lifelong Learning Institute Network and affiliated with the Elderhostel Institute Network.

ARTICLE I: NAME

The name shall be the "Osher Lifelong Learning Institute at West Virginia University" (OLLI at WVU).

ARTICLE II: PURPOSE

The primary purpose of OLLI at WVU is to provide year-round learning opportunities for individuals 50 years of age and older, regardless of the individual's educational background, and to facilitate and support efforts by West Virginia University and the community to develop additional learning opportunities for this group. Emphasis is on offering courses enhanced through active participation by course registrants. Courses may be supplemented by planned social activities, lectures, study groups, trips and other educational events of interest to the membership.

ARTICLE III: MEMBERSHIP

Membership is open to area residents 50 years of age and older by paying appropriate membership dues. Full members of OLLI at WVU are eligible to be present and vote on matters before the organization at meetings of the total membership. Categories of membership are determined by the Board.

ARTICLE IV: ORGANIZATION AND GOVERNANCE

A. West Virginia University

1. OLLI operates under the auspices of West Virginia University and is subject to applicable University rules, regulations and procedures. West Virginia University's HSC Center on Aging (hereafter "CoA") is OLLI's principal University unit of affiliation.

2. The CoA is responsible for OLLI's compliance with Osher Foundation regulations and contractual agreements and shall keep OLLI apprised of them.
3. Staff members paid wholly or in part by OLLI funds are employed by WVU's HSC CoA. These OLLI employees shall maintain a close relationship with the CoA, particularly in regard to following WVU rules and regulations and fulfilling their employee obligations to WVU.
4. The CoA shall provide administrative services for purchases of goods and services initiated by the OLLI Board of Directors by using the University accounting procedures for the expenditure of OLLI funds held at the WVU Foundation, Inc.
5. The CoA advertises for, hires and terminates WVU employees working on behalf of OLLI (e.g., Executive Director) with mutual approval and input of the OLLI Executive Committee in the hiring of the OLLI Executive Director.¹
6. The CoA will be available to provide advice and good counsel on educational issues regarding aging and community outreach programming and strategies.
7. The CoA will advocate for OLLI member privileges at WVU.
8. In performing all the above-mentioned supportive tasks, the CoA will work closely and in a collaborative fashion with OLLI's Board of Directors, Executive Committee, Executive Director, and Standing Committees.

B. OLLI Board of Directors

The OLLI Board of Directors (hereafter "The Board") establishes OLLI organization, priorities, policies, programs and budgets, subject to University rules and these Bylaws.

1. Directors

The Board is composed of thirteen elected Directors and additional *ex-officio* Directors, herein identified. The candidates proposed for election are OLLI full members who are nominated by the Nominating Committee and then voted on by the membership at the Annual Meeting in June. The nomination slate will be distributed to OLLI members at least 21 days in advance of the Annual Meeting election. Full members may nominate others from the floor. All individuals nominated must have agreed in advance to serve if elected. Directors serve a term of two years. The term of office shall begin at the first regularly scheduled meeting of the Board on or after July 1. Each Director may serve two consecutive terms but must remain off the Board for a one-year period. After that one-year period, a Director may again serve two consecutive terms. Elected and ex-

¹ While we use "Executive Director" here, the WVU official title for this position may change. At this writing, that title is Program Manager. A change in the WVU position title will not necessitate a change in the OLLI Bylaws.

officio Directors must remain full members throughout their term of service on the Board or be replaced.

2. *Ex-officio* Directors

The CoA administrator or designee shall serve as a voting, *ex-officio* member of the Board. Past Presidents of the Boards who maintain membership status and standing committee chairs not serving as elected Directors will be included as non-voting, *ex-officio* members of the Board as each past President desires. Past Presidents must confirm their interest in continuing to serve on the Board by no later than July 1 of each year. The Executive Director of OLLI shall serve as a non-voting *ex-officio* member of the Board.

3. Officers

OLLI officers will be selected from among the thirteen elected Directors. The officers will be chosen by the Board at their first regularly scheduled Board of Directors meeting on or after July 1. Officers of OLLI will serve one-year terms, beginning upon election and terminating at the first regularly scheduled Board meeting on or after July 1. They may serve up to two consecutive one-year terms.

The Nominating Committee shall prepare a slate of officers from the directors eligible to serve as officers and deliver this slate to the Board of Directors to be received either electronically or via mail seven days prior to the first meeting of the Board after the Annual Meeting. The Board of Directors shall then vote on the slate or take nominations from the floor at that meeting. Any nominees must have given prior consent to their nomination. Newly elected officers shall assume their duties immediately upon election at the first meeting of the Board on or after July 1.

The officers and their duties are:

- a. The President presides at all Board and Executive Committee meetings and is a voting *ex-officio* member of all committees.
- b. Vice-President: The Vice-President presides at the Board and Executive Committee meetings in the absence of the President and sees that all committees function and submit their required reports. The Vice-President is the successor to the President if he/she is unable to complete his/her term.
- c. Secretary: He/she records the minutes of the Board and Executive Committee meetings and provides officers and Directors with copies of the minutes. He/she is responsible for maintaining current records of the Bylaws and any revisions thereto. He/she is also responsible for working with the office staff to maintain the current records of the organization.
- d. Treasurer: The Treasurer reports to the Board on all financial matters and chairs the Finance Committee. He/she also prepares a budget showing income

from various sources and anticipating expenditures which include the OLLI funds and works with the Executive Director on financial matters.

e. If any office other than the presidency becomes vacant on an interim or permanent basis, the remaining officers will choose a voting member of the Board to fill that vacancy for the remainder of the interim period or the remainder of the term, as needed.

4. Director Vacancies

If a Director cannot complete his/her term, the President with the advice and consent of the Board shall appoint a replacement to serve the balance of the departing Director's term of office. This shall not preclude the appointee from serving two full terms if elected at the next Annual Meeting.

5. Meetings

The Board will meet regularly in January, March, May, June, July, September and November and at other times as needed. A quorum must be present for action to be taken on motions and other official business requiring approval of the Board. A quorum will be 51 percent (seven) of the Directors entitled to vote. A majority of voting Directors present will serve to transact business at any regular or special meeting.

A special meeting of the Board of Directors may be called with no less than 48 hours notice given via email or phone call at the discretion of any officer or any three other voting members of the Board of Directors. Any notice for a special meeting must include the specific purpose for which the meeting is called.

6. Robert's Rules of Order

The Board will operate under the provisions of Robert's Rules of Order.

C. OLLI Executive Committee

The OLLI Executive Committee consists of the OLLI Executive Director, the Board President, Vice-President, Secretary and Treasurer or their designees, the immediate Past President (for the year immediately following his/her last term as President), and the administrator of the WVU Center on Aging or his/her designee. The Board President serves as chair of the Executive Committee. The Committee shall consider issues related to near- and long-term issues of organization, priorities, policies, programs and budgets, subject to WVU rules and these Bylaws. The Executive Committee is ultimately responsible to the Board, and therefore their major proposals and actions must first be confirmed by the Board. The Executive Committee may, at the request of any of its members, meet more frequently, but not less than once a month to deal with emergency, short-and long-term OLLI issues. All members of the Executive Committee who are voting members of the Board shall be voting members of the

Executive Committee, although the immediate Past President shall be a non-voting member of the Executive Committee, regardless of his/her voting status on the Board.

D. OLLI Executive Director

1. He/she is an employee of WVU and thereby must maintain an informed employee relationship with the CoA in order to fulfill employee responsibilities.
2. He/she will work closely with the CoA in order to conduct OLLI business according to WVU regulations.
3. He/she will be the Board's principal agent to initiate and execute plans and actions that pertain to OLLI's day-to-day issues of organization, priorities, policies, programs and budgets and is subject to the Board's decisions, while following WVU policies and procedures.
4. He/she will work closely with the Executive Committee, the Board and all committees in order to achieve OLLI's goals.
5. He/she will be located full-time at the OLLI educational/social center in order to maintain his/her greatest effectiveness, except when conducting OLLI responsibilities elsewhere.

ARTICLE V: STANDING COMMITTEES

Standing committees serve to attend to the organizational and program needs of OLLI. Each will have a chair or co-chairs and at least five members in all, and they will meet on a regular basis. The Board President is an *ex-officio* member of all standing committees. *Ad hoc* committees may be formed for special occasions at the request of the Executive Director and/or the Board President. Chairs and members of standing and *ad hoc* committees shall be appointed by the President. Chairs of standing committees who are not elected Board members shall serve as *ex-officio*, non-voting Board members. Committee chairs and members serve for a term of one year and are eligible for reappointment. Committee chairs report on committee activities to the Board at regular meetings and, otherwise, when called upon.

A. Curriculum Committee

The Curriculum Committee recruits faculty and organizes, promotes and evaluates lecture courses and study group offerings over the year.

B. Social Events Committee

The Social Events Committee receives and initiates suggestions social events that fall within the guidelines of the Board and shall evaluate these activities. This Committee will also plan and make arrangements for the Annual Meeting and other special events.

C. Finance Committee

The Finance Committee reviews income and expenses and develops a budget that will be presented to members at the Annual Meeting. The Committee consults with the Membership Committee and makes recommendations to the Board regarding increases and decreases in membership dues needed to finance the program and activities approved by the Board. The Committee also recommends fund-raising strategies to the Board. The Committee will act as a liaison for the Board with the CoA and the WVU Foundation, Inc. and oversees all transactions for Osher grant funds OLLI WVU Foundation, Inc. funds.

D. Membership and Public Relations Committee

The Membership and Public Relations Committee maintains a list of members and relevant membership data and strives to increase membership. The Committee is responsible for organizing events for the purpose of recruiting new members, strengthening the bonds of fellowship among the members including the Holiday Meeting and pre-term receptions, and working with other committees to develop brochures, media releases, publications, marketing and outreach activities to promote OLLI in the community.

E. Nominating Committee

The Nominating Committee, in consultation with the Membership Committee, proposes a slate of candidates from the membership list for election to the OLLI Board. This slate may be uncontested. The Nominating Committee also provides the newly convened Board with a slate of individuals for officer positions. This slate may be uncontested. This slate shall be distributed to the Board 7 days before the first meeting of the new Board on or after July 1. This Committee also advises the President on members needed to fill vacancies on the Board and advises the remaining officers on any vacant officer positions other than that of President.

F. Facilities and Technology Committee

The Facilities and Technology Committee shall be responsible for a continual needs assessment and maintenance of OLLI's office, instructional, and meeting spaces and the operation of related equipment.

G. Office Assistants Committee

Members volunteer in the OLLI office.

H. History Committee

The History Committee, chaired by the OLLI Historian, is responsible for maintaining yearly files of records of the organization pertaining to: organizational changes, operating guidelines established by the Board, activities (such as catalogues, publicity, and special events), Bylaws and revisions thereof, and any other documentation of historical interest concerning the organization. These files should be accessible to all interested parties. This Committee will also work with the WVU Libraries West Virginia and Regional History Collection to transfer appropriate archival material to that repository. The OLLI Secretary is an ex-officio member of this committee.

ARTICLE VI: MEETINGS

The Annual Meeting will be held in June. The agenda will include the election of Directors, a review of operations for the past year, and plans for the coming year. For matters at the Annual Meeting requiring a vote from the membership, a majority of full members present may transact business. Other special meetings of the entire membership during the year may be called by the Board.

ARTICLE VII: DUES

The fiscal year shall be from July 1 to June 30. Dues will be set annually by the Board on the advice of the Finance Committee. The Finance Committee will recommend a dues structure to the Board each year and provide 30-days' notice to the Board of its recommendation. If the Board approves the recommendations, those recommendations cannot go into effect until ratified by the membership. The Board shall distribute its recommendation to the membership no later than 21 days before the Annual Meeting or a special meeting called for that purpose. Any changes in dues are subject to ratification by the membership at the Annual Meeting or at a special meeting called for that purpose. Membership dues are payable annually on July 1.

Membership policies, i.e., who pays dues and the definition of term membership, are set by the Board of Directors.

ARTICLE VIII: NOTIFICATION OF MEMBERSHIP

For all purposes related to the Annual Meeting or special meetings, the membership must be notified through the U.S. Post Office or WVU campus mail, with notices distributed 21 days in advance that include the rationale for any special meeting. For all other purposes, electronic notification of meetings and decisions will be considered to be official notification.

ARTICLE IX: AMENDMENT OF BYLAWS

Proposed amendments to the Bylaws, as recommended to the Executive Committee, must first be approved by a majority at a regularly scheduled or specially called Board meeting. They then may be made effective by a vote of two-thirds of the full members present at the Annual Meeting or a special meeting called for this purpose. In either case,

the meeting notice must be distributed at least 21 days in advance and must specify the text and rationale for the bylaw change. (Adopted 3/17/10)

Prior Adoption of Bylaws and Amendments to Bylaws

Adopted August 24, 1993, as amended August 1, 1996 and July 12, 2000

Bylaws Revised and Adopted at Annual Meeting of ALL, July 14, 2004

Bylaws Revised and Adopted June 11, 2007

Bylaws Revised and Adopted at a Special Meeting of OLLI, March 17, 2010

OLLI at WVU Organizational Chart (This is not an official part of the Bylaws.)

A. Administrative Units Level

WVU Administrative Grant Unit
HSC Center on Aging (CoA)
Administrator

OLLI Administrative Program Unit
OLLI
Board of Directors

Web developer/computer technician (or whatever Jessica's official title is) – will be shown as reporting to the CoA administrator

B. OLLI Educational/Social Program Unit Level

OLLI Board of Directors

OLLI Executive Committee
OLLI Board President (Chair)
OLLI Vice-President
OLLI Treasurer
OLLI Secretary
OLLI Immediate past President (1 year)
OLLI Executive Director
CoA Representative

OLLI Executive Director

OLLI Program Assistant I

OLLI
Standing Committees
Curriculum
Social Events
Finance
Membership and Public Relations
Nominating
Facilities/Technology
Office Assistants
History