BYLAWS
Osher Lifelong Learning Institute at American University
As amended October 26, 2026

PREAMBLE

The Osher Lifelong Learning Institute at American University (hereinafter OLLI) is a learning community, the primary purpose of which is to provide short-term, non-credit educational programs for adults in the greater Washington DC area. It offers its Members the opportunity to both lead and participate in Study Groups and other educational activities over a wide range of interests. OLLI seeks to meet its goals by recognizing the unique experiences and capabilities of its Members, offering them the opportunity to be an integral part of, and to contribute to, a learning community, while at the same time being a self-governing entity. The Board of Directors (hereinafter the Board), elected by the Membership, determines the curricula and programs, the standards for admission, and assumes responsibility for the administration and operation of OLLI.

1. Offices and statutory agent.

1.1. Principal office. OLLI is a non-profit 501(C)(3) corporation with its principal office either within or without the District of Columbia, as the Board may determine, or as the affairs of the corporation may require from time to time.

1.2. Statutory office and agent. OLLI shall have and continuously maintain in the District of Columbia a statutory office and agent as required by the District of Columbia Nonprofit Corporation Act. The statutory office and agent may be changed from time to time by the Board.

2. Membership.

2.1. Definition. A Member shall mean an individual who is registered at OLLI in any given fiscal year for a semester of Study Groups that are normally eight to ten weeks long or for a "short" or "mini," or similar academic program, or who is serving as a Study Group Leader.

2.2. Numerical limits. The Board may place a ceiling on the Membership of OLLI based on the availability of space, facilities, Study Group Leaders, or other relevant factors.

2.3. Dues, fees. Dues and fees for Membership and other activities shall be set by the Board for each academic year. The Board may make special provisions with respect to the payment of Membership fees by the Study Group Leaders.

2.4. Voting. A Member shall be entitled to one vote on any issue or ballot on which Members are permitted or entitled to vote.

2.5. Non-discrimination. In fulfillment of its mission to provide short-term, non-accredited educational programs for adults, OLLI does not and shall not engage in unlawful discrimination in any program or activity on the basis of race, color, national origin, ancestry, religion, gender, pregnancy, sexual orientation, age, disability, or any other discrimination based on any characteristic or status that is prohibited by the laws of the United States or the District of Columbia. Those programs and activities include, but are not limited to, the opportunity to register for programs, to become a Member, to receive scholarships, or to be employed by OLLI, to be a volunteer for OLLI or to be a vendor to OLLI.

2.6. Membership meetings.

2.6.1. A general meeting of the Membership of OLLI shall be held at least once each academic year on a date in April or May set by the Board. Additional meetings may be called by the Board or by petition by any twenty-five Members entitled to vote at such a meeting.

2.6.2. Notice of each Membership meeting shall be sent to each current OLLI Member at least one

week prior to the date of the meeting by posting the notice on the OLLI website and by sending it by email to all Members who have provided their email addresses.

2.6.3. Proxy voting shall not be allowed.

3. The Board of Directors.

3.1. General powers. All corporate powers shall be exercised by or under the authority of the Board of Directors and the activities and affairs of the corporation shall be managed by or under the direction, and subject to the oversight, of the Board. In furtherance, but not in limitation, of the authority to govern the corporation, the Board shall have the following powers and responsibilities:

3.1.1. to establish and periodically review policies governing the corporation and its operations;

3.1.2. to ensure adequate resources for operation of OLLI, including helping to identify, cultivate, solicit and acknowledge donors;

3.1.3. to establish and supervise adequate accounting and financial procedures;

3.1.4. to promote the goals and purposes of the corporation and evaluate the corporation against such goals and purposes;

3.1.5. to elect the Officers of the corporation;

3.1.6. to establish such Committees as may be needed to carry out the functions of the Board;

3.1.7. to apply and expend any of the net income and/or capital of the corporation for its stated purposes;

3.1.8. to employ agents and attorneys for the administration of the corporation and, to this end, delegate to such agents or attorneys such duties as are deemed proper;

3.1.9. to accept gifts, bequests, devises, grants, and contributions of real and personal property, or interest therein, on behalf of the corporation, provided the terms and conditions, if any, under which such gifts, etc., are made shall not be inconsistent with the purposes of the corporation;

3.1.10. to invest any money received by the corporation in Certificates of Deposit, or any stocks, bonds, money market accounts, or any other obligations or securities as the Board shall deem advisable;

3.1.11. to pay all costs, expenses, and charges in connection with the administration of the corporation, including, but not limited to, attorneys' and agents' fees;

3.1.12. to borrow money for a necessary purpose of the corporation upon approval of two-thirds of the Board; and

3.1.13. to employ, in paid positions, an Executive Director and any other staff required for the purpose of conducting the day-to-day affairs of the corporation or to participate in long-range planning.

3.2. Number, election and term.

3.2.1. The Board shall consist of twelve Members (all of whom must be and remain Members during their respective terms) elected by the Membership. Directors shall be elected for terms of three years. The election of Directors by the Membership shall take place at a time no later than May 15 as determined by the Board, which shall also determine the manner of holding such elections, providing a reasonable opportunity for all Members to vote. No Director shall serve more than two full consecutive terms, in addition to finishing a term to which he or she was elected by the Board to fill a vacancy on the Board. The terms of new Board members shall begin on the first day of June following their election. After serving two full consecutive terms or two full terms plus any partial term, a Director shall not be eligible for reelection to the Board.

3.2.2. A Nominating and Elections Committee of five Members shall be appointed annually by the

Chair and approved by the Board. No more than two members of the Committee shall be from the Board, but neither can be the Board Chair. The Committee shall select a Chair from among its members. The Committee shall solicit suggestions from the OLLI Membership (including the Board and OLLI Committee members) for nominees to the Board. After receiving, considering and reviewing such suggestions, the Nominating and Elections Committee shall prepare a slate of four nominees to be approved by the Board. For two weeks following notification to the Membership of the Board-approved slate of candidates, additional Membership nominations, each supported by 20 OLLI members, may be made. If there are additional nominations that meet the petition requirement, then the nominations will be considered contested and an election from the Membership will take place to fill the vacant slots. If no additional nominations are submitted, then the slate of four candidates approved by the Board will be considered appointed to the Board in June of the next board term. The Nominating and Elections Committee shall oversee the election process and election in the time frame established by the Board.

3.2.3. Vacancies. In the event of a vacancy on the Board caused by resignation, removal, death, or incapacity to serve, the Chair promptly shall notify the other members of the Board. The Chair shall then confer with the Executive Committee and if the Executive Committee believes that the vacancy should be filled prior to the next general election of Board members, the Chair shall appoint a committee of three (3) Board members to seek potential candidates to fill the vacancy. That committee shall solicit nominations from all other members of the Board. Once that committee has gathered nominations, it shall submit up to three (3) nominees to the Board. The vacancy shall be filled by a majority vote of the remaining members of the Board either at the next regularly scheduled Board meeting or at a special meeting called for such purpose. If no candidate receives a majority vote on the first tally, the candidate receiving the fewest votes shall be eliminated until one candidate receives a majority vote of the remaining members of the Board. A Director, elected to fill a vacancy, shall serve for the unexpired term of his/her predecessor in office. That individual shall be eligible for nomination for election to the Board upon completion of the unexpired term of his/her predecessor.

3.2.4. Resignation. Any Director may resign at any time by giving written notice (which may be by electronic transmission) to the Chair or to the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

3.2.5. Removal. Any Director may be removed with or without cause by the affirmative vote of two-thirds of the Directors.

3.3. Meetings. The Board shall meet regularly at a time set by the Board, and such meetings shall be held either within or without the District of Columbia as determined by the Board. Additional meetings may be called by the Chair.

3.3.1. Notice. Notice of meetings of the Board shall be given at least five days prior thereto by notice to each Director, which notice may be given by electronic means.

3.3.2. Quorum. Except as otherwise provided in these Bylaws, a majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

3.3.3. Manner of acting. The action of a majority of the Directors present at a meeting at which a quorum is present shall be considered the act of the Board, except where otherwise provided by law or by these Bylaws. Proxy voting shall not be allowed. Meetings of the Board may be held by conference telephone call or any other similar communications equipment which allows all participants to communicate with each other. Participation by such means shall constitute presence in person.

3.4. Compensation. Directors shall not receive any salaries for their services as Directors provided, however, that to the extent permitted by law nothing herein contained, shall be construed to preclude any Director from being reimbursed for such ordinary and necessary expenses as he/she may incur in transacting business on behalf of the corporation and by its authority.

3.5. Conflict of interest. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

4. Executive Committee. The Executive Committee of the Board shall be composed of the Chair, Vice-Chair, Secretary, Treasurer, and one other Board member to be selected by the Chair. The Executive Committee may act for the Board when it is impracticable for the Board to meet and take timely action on an urgent matter. It may also act between meetings on matters which the Board specifically directs it to handle. A quorum of the Executive Committee shall consist of three members. All actions taken by the Executive Committee must be reported at the next meeting of the Board.

5. Committees. The Board may establish one or more committees, the members of which need not be members of the Board. The Board Chair shall appoint a chair of each committee, subject to the approval of the Board, except where otherwise provided by these Bylaws. The Vice Chair shall serve as liaison between the Board and each committee. The chair of each committee shall appoint the members of the committee.

6. Advisors to the corporation. The Board may elect or appoint any person or persons to act at its pleasure in an advisory capacity to the corporation.

7. The Officers. The Officers of the corporation are the Chair, Vice Chair, Secretary, and Treasurer. **7.1. Chair.** The Chair shall supervise the affairs of the corporation in conjunction with the Executive Director subject to the control of the Board. In addition, the Chair shall perform such other duties as may be prescribed by the Board from time to time.

7.2. Vice Chair. If at any time the office of Chair becomes vacant, the Vice Chair shall serve as Chair. The Vice Chair shall perform such additional duties as may be assigned by the Board or the Chair from time to time.

7.3. Secretary. The Secretary shall keep the minutes of the meetings of the Board, see that all notices are duly given in accordance with these Bylaws or as required by law, and in general perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Chair or by the Board.

7.4. Treasurer. The Treasurer shall oversee all financial matters related to the corporation, and in general perform the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board.

7.5. Executive Director. An Executive Director shall be hired by the Board. The Executive Director shall be responsible for the day-to-day operations of the corporation, participate in long-range planning in conjunction with the Board, maintain custody of the corporate records, supervise other staff members as required, and perform other duties as are provided by these Bylaws or are delegated to the Executive Director by the Chair. The immediate supervisor of the Executive Director shall be the Chair.

7.6. Election of Officers and vacancies. The officers of the corporation shall be elected annually at the first meeting of the newly constituted board following the annual membership meeting, provided, however, that the duly elected Vice Chair shall accede to the office of the Chair at the first Board meeting in June of that year. Vacancies occurring during a term of office may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until his successor shall have been duly elected.

7.7. Resignation. Any Officer may resign at any time by giving written notice (which may be by electronic transmission) to the Chair or to the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified, the

acceptance of such resignation shall not be necessary to make it effective.

7.8. Removal. Any Officer may be removed with or without cause by the affirmative vote of two-thirds of the Directors.

7.9. Bond. The corporation shall obtain for each Officer and may obtain for each employee of the corporation a bond, in such sum and with such number of sureties as the Board shall from time to time determine, for the faithful performance of his/her duties and for the restoration to the corporation, in case of his/ her death, resignation, retirement, or removal, of all books, papers, vouchers, money, or other property of whatever kind in his/her possession or under his/her control belonging to the corporation.

8. Miscellaneous Provisions.

8.1. Contracts and Other Documents. The Board, except as otherwise required by law, the Articles of Incorporation, or these Bylaws, may authorize any Officer or Officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

8.2. Checks, payments. All checks or payments issued on behalf of the corporation in the amount of $5,000 or more shall be signed or authorized by one of the four principal Officers of the corporation and the Executive Director.

8.3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board may from time to time select.

8.4. Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

8.5. Waiver of notice. Whenever any notice whatever is required to be given under the provisions of the Bylaws, under the provisions of the Articles of Incorporation, or by the District of Columbia Nonprofit Corporation Act, a waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

8.6. Books and records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board. All books and records of the corporation may be inspected by any Member or his/her agent or attorney.

8.7. Audits. The corporation shall provide for an audit, review or examination of its financial records and accounts at least once each year.

8.8. Fiscal year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of the following June unless otherwise determined by the Board.

8.9. Operational policies and procedures. The Board may establish operational policies and procedures of the corporation. They shall be collected and maintained by the Executive Director as a supplement to these Bylaws.

8.10. Indemnification. In discharging their duties, Directors and Officers of the corporation shall be indemnified by the corporation for judgments and fines (whether civil, criminal, administrative, or investigative), and amounts paid in defense or settlement of claims whether threatened or pending, including attorneys' fees and costs actually and necessarily incurred as a result of such claim or any appeal thereof, if such Director or Officer acted in good faith, for a purpose which he/she reasonably believed to be in the best interests of the corporation and had no reasonable cause to believe that his/her conduct was unlawful. The corporation may purchase insurance to provide for such indemnification.

9. Amendments to the Bylaws. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by an affirmative vote of at least two-thirds of the full Board of Directors, provided that all the Directors have received at least ten days written notice of (1) the text of the proposed changes, and (2) the date of the Board meeting at which such changes are to be considered.

These foregoing Bylaws of the Osher Lifelong Learning Institute at American University were approved and adopted for the organization by its Board of Directors and they are in effect as of May 13, 2025.

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Diana Jamieson, Secretary