

**BYLAWS**  
**OSHER LIFELONG LEARNING INSTITUTE**  
**At American University**

June 2016

**PREAMBLE**

The Osher Lifelong Learning Institute (OLLI) at American University is a special learning community dedicated to help meet the educational needs and interests of adults in the Greater Washington DC area. It offers its members the opportunity to both lead and participate in study groups over a wide range of interests. OLLI seeks to meet its goals by recognizing the unique experience 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, elected by the membership, determines the curricula and programs, the standards for admission, and assumes full responsibility for the administration and operation of the Institute.

**ARTICLE I**  
**Offices and Statutory Agent**

**Section A. Principal Office**

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

**Section B. Statutory Office and Agent**

The Corporation 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.

## **ARTICLE II Membership**

### **Section A. Eligibility**

1. Current OLLI participants, including Study Group Leaders, shall be referred to as members. Membership will be open to all adults of the greater Washington area.

2. OLLI shall not discriminate on the basis of race, age, gender, or religious preference in the administration of its educational policies, admission policies, scholarship, and all other OLLI programs, or in its hiring of staff members.

3. Each applicant for membership shall submit an application form.

4. There is no formal educational requirement as a prerequisite for membership.

5. 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.

6. Fees covering 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.

7. Members are entitled to enroll in any OLLI study group (subject to such limits as the Board may adopt) and to participate in all OLLI activities and programs.

### **Section B. Membership Meeting**

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. Notice of each membership meeting shall be sent to each current OLLI member at least one week prior to the date of the meeting.

3. Proxy voting shall not be allowed, but absentee voting is allowed.

## **ARTICLE III**

### **The Board of Directors**

#### **Section A. General Powers**

The Board shall supervise, manage, and control all of the affairs, business activities, and policies of the Corporation. In furtherance, but not in limitation, of the authority to govern the Corporation, the Board shall have the following powers:

1. To elect the Officers of the Corporation.
2. To establish such committees as may be needed to carry out the functions of the Board.
3. To apply and expend any of the net income and/or capital of the Corporation for its stated purposes.
4. 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.
5. 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.
6. To invest any money received by the Corporation in Certificates of Deposit, or any stocks, bonds, or any other obligations or securities as the Board shall deem advisable.
7. To pay all costs, expenses, and charges in connection with the administration of the Corporation, including, but not limited to, attorneys' and agents' fees.
8. To borrow money for a necessary purpose of the Corporation upon approval of two-thirds of the Board.
9. 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.

## **Section B. Election, Term, Vacancies, and Removal of Board Members**

### **1. Election and Term**

(a) The Board shall consist of twelve Directors elected by the membership. Directors shall be elected for terms of three years. Of the twelve Directors elected by the membership, not more than four shall be elected in any one year. 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. The terms of new Board members shall begin on the first day of June following their election. After serving two consecutive terms, a Director will be eligible for re-election to the Board after a period of time not less than one full year, and only if that individual has remained a member of OLLI during that full year.

(b) A Nominating and Elections Committee of five members shall be appointed annually by the Chair and approved by the Board. 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 nominations for the Board from the OLLI membership. After receiving such nominations, the Nominating and Elections Committee shall prepare a list of six nominees. Additional nominations, each supported by a petition of at least 20 OLLI members, may be made by the membership if the petition complies with the operational Policies and Procedures of the Board governing nominations and elections.

### **2. Vacancies**

(a) Vacancies occurring on the Board shall be filled by the affirmative vote of a majority 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 then be eligible for nomination for election to the Board upon completion of the unexpired term of his/her predecessor.

(b) Any Director may resign at any time by notifying the Chair or the Secretary in writing. Such resignation shall take effect at the time therein specified.

### **3. Removal**

(a) Any Director may be removed by the affirmative vote of two-thirds of the Directors.

(b) Any Director who attends less than three-quarters of the regularly scheduled Board meetings in any year following the annual membership meeting may be subject to removal.

**Section C. 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.

**Section D. Notice.** Notice of meetings of the Board shall be given at least five days prior thereto by notice to each Director.

**Section E. 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.

**Section F. 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.

**Section G. 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.

### **Section H. Executive Committee**

1. 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 in an emergency when the

Board is unable to take timely action. 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.

**Section I. 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.

## **ARTICLE IV Officers**

**Section A. The Officers.** The Officers of the Corporation are the Chair, Vice-Chair, Secretary, and Treasurer. The Chair shall submit to the Board for its approval his/her nominations for Vice-Chair, who shall become chair the following year; Secretary, Treasurer and such other offices as are vacant. The names of such nominees shall be circulated to the Board at least five days before the meeting. 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.

**Section B. New Officers and Vacancies.** The Officers of the Corporation shall be elected annually at a meeting of the Board. 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. Any officer or agent of the Corporation may be removed by an affirmative vote of two-thirds of the Directors then in office if in the judgment of the Directors the best interests of the Corporation would be served thereby.

**Section C. Resignations.** Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

**Section D. 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. A retiring Chair, whose term on the Board has expired, shall become an ex officio non-voting member for the following year.

**Section E. Vice-Chair.** If at any time the office of Chair is 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.

**Section F. 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.

**Section G. 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.

**Section H. 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.

## **ARTICLE V Committees**

The Board, by resolution adopted by majority vote, may establish one or more committees. The Board Chair shall appoint a chair of each committee, subject to the approval of the Board. 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.

## **ARTICLE VI**

### **Miscellaneous Provisions**

**Section A. Contracts and Other Documents.** The Board or the Executive Committee, 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.

**Section B. Checks.** All checks issued in the name of the Corporation in the amount of \$5000 or more shall be signed by one of the four principal officers of the Corporation and the Executive Director.

**Section C. 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.

**Section D. 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.

**Section E. 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.

## **ARTICLE VII**

### **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 having voting rights, or his/her agent or attorney.



**ARTICLE VIII**  
**Audits**

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

**ARTICLE IX**  
**Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each calendar year unless otherwise determined by the Board.

**ARTICLE X**  
**Operational Policies and Procedures**

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

**ARTICLE XI**  
**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.

**ARTICLE XII**  
**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.

This foregoing document (Bylaws) of the Osher Lifelong Learning Institute were approved and adopted for the organization by its Board of Directors and they are in effect as of June 1, 2016.

(signed) Katy Adams

June 1, 2016

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Secretary

Date