

Lifelong Learning Collaborative (LLC) By-Laws
As Amended in May 2016

Article 1: Name and Purpose:

The purpose of Lifelong Learning Collaborative (LLC), an independent, not for profit, peer led organization, 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, files his or her name with the Membership Committee, 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, review the activities of standing and ad-hoc committees, and enter into contracts for the benefit of the organization.
2. Members of the Board of Directors of LLC shall include the officers of the organization, the chairs of the Standing Committees, and three members-at-large. Immediate past President will serve as a non-voting member.
3. Members-at-large shall be nominated by the Governance Committee and elected from the membership for two year staggered terms at the Annual Meeting. They may not serve more than two consecutive terms. A former member-at-large of the Board of Directors may be reelected after a single year hiatus. At the end of their terms Officers and Committee Chairs may stand for member-at-large without hiatus. Members-at-large at the end of their term may stand for election as an officer or be appointed chair of a committee without hiatus. 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. Important actions of the Board of Directors will be communicated to members via email.

6. A quorum shall consist of 7 members including either the President or Vice-President. Action will be taken upon majority vote of those present and voting. At the discretion of the President, a majority vote may be obtained by an email ballot.
7. The Board of Directors may, for cause, remove any elected 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.

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 Governance Committee, approved by the Board of Directors, and elected at the Annual Meeting. Vacancies, except for President, shall be filled by appointment by the President, subject to 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, including but not limited to engaging staff and/or consultants, setting salaries and/or fees, making large purchases such as audio visual equipment and the like, subject to approval by the Board.
2. Officers of LLC shall be:
 - a. President, who shall serve as the Chief Executive Officer, 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 Governance Committee.
 - b. Vice President, who shall serve as the Chief Operating Officer, shall be empowered to act in the absence of the President. At the discretion of the President, s/he may serve as an ex-officio member of selected committees and may be assigned for such administrative functions as liaison with any lessor or independent contractor and the management of any LLC employees
 - c. Treasurer, who shall serve as the Chief Financial Officer responsible for the financial management of the organization's assets, revenues, and expenditures as approved by the Board of Directors to ensure its ongoing financial health. S/he is responsible for the development of annual budgets in conjunction with the chairs of standing committees and the Board of Directors. The Treasurer shall serve as chair of the Finance Committee.
 - d. Secretary, who shall be responsible for recording the minutes of the meetings of the Board of Directors and the membership, shall be responsible for the records of the organization, and shall provide notice of meetings on a timely basis and in accordance with the By-laws.

Article V: Standing Committees

1. Each Standing Committee shall be chaired by a member of the organization who shall be appointed by the President, subject to the approval of the Board of Directors. The Chair of each committee will select members for that committee from the membership. However, the Chair and four (4) members of the Governance Committee will be recommended by the Board of Directors and elected by the membership for 3-year staggered terms. The Chair and members of the Governance Committee may serve only one term. Ad-hoc committees may be appointed by the President.
2. There shall be the following Standing Committees of the organization:
 - a. Curriculum Committee - 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. Governance Committee - Responsible for the nomination of Officers and members-at-large of the Board of Directors, conducting elections and By-law revisions. The Committee shall develop procedures for the conduct of elections which shall be approved by the Board of Directors and the membership.
 - c. Membership Committee - Responsible for planning and implementing membership campaigns, orientation of new members, retention of existing membership and maintenance of membership records.
 - d. Committee on Finance– Responsible for preparing long-range financial projections and an annual budget, and for overseeing the financial management of the organization's assets.
 - e. Communications and Marketing Committee - Responsible for recommending and executing a marketing strategy to meet the objectives of the Board of Directors. It shall also be responsible for internal communications to the full membership and promotion of LLC to the general public.
 - f. Community Committee - Responsible for cultural events and other social interactions including new initiatives which are not curriculum based but which will serve the purposes of the organization and its membership.
 - g. Planning and Development Committee - 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. It shall also be responsible for fundraising.
 - h. Digital Technology Policies and Learning Committee – Responsible for planning 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.

Article VI: Membership Meetings

1. The Members of LLC, as defined in Article 11. 1., shall meet at least once a year, which meeting is to be called the Annual Meeting, at which only paid-up members shall have

the privilege of voting. Starting in the fiscal year beginning July 1, 2016, the Annual meeting will be held in conjunction with the September Convocation. Additional meetings of the membership may be called by the President, by a majority of the Board of Directors or by petition of fifteen per-cent of the membership.

2. Notice of each meeting shall be sent out at least four weeks in advance by email, except for those who have specifically indicated a wish to be notified by US Postal Service.
3. Voting guidelines proposed by the Governance Committee shall be approved by the Board of Directors and will determine the procedures to be used for electing Officers and members-at-large of the Board of Directors. Such procedures shall provide opportunity for individual members of LLC to submit nominations for any office or member-at-large.
4. Fifteen per-cent of the total membership shall be considered a quorum. Action will be taken upon majority vote of those present and voting except as otherwise provided in these By-laws. At the discretion of the Board of Directors, a majority vote on an issue or the election of officers and members-at-large may be obtained by an email ballot.
5. Procedures not covered by these By-laws shall be governed by the latest edition of Robert's Rules of Order at Membership and Committee meetings.

Article VII: By-Law review and amendments

1. By-laws shall be reviewed no less than every five years.
2. Amendments 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.

Article VIII: Communication with membership

Information about the operation of LLC to the extent practicable will be made available to the membership by posting to the web site, via email or (upon specific request) via US Postal Service, including but not limited to copies of the By-laws, summaries of plans, the roster of the Board of Directors and Committee chairs, and procedures for the conduct of elections.

Article IX: The LLC Fiscal Year

The LLC fiscal year of operations shall be from July 1 through June 30.

Article X: Adoption

Revised by-laws adopted _____.