



BYLAWS OF THE OSHER LIFELONG LEARNING INSTITUTE AT THE UNIVERSITY OF DELAWARE IN WILMINGTON

ARTICLE I - Mission and Vision

A. Name

The name of this organization is the Osher Lifelong Learning Institute at the University of Delaware in Wilmington ("OLLI").

B. Mission and Vision

Its Mission (what it does) and Vision (what it aspires to be)

1. Mission. The Mission is to provide opportunities for intellectual development, cultural stimulation, personal growth and social interaction for people 50 years of age or older in an academic cooperative run by its members who volunteer their time and talents. The program is centered on classes developed and led by fellow members.

2. Vision. The Vision is to be a premier educational program composed of a diverse membership of people who come together to be intellectually, culturally and socially stimulated in an academic atmosphere. Through its programs, OLLI enhances, enriches and extends the quality of life of its members.

C. Cooperative Organization

1. Cooperative Organization. OLLI is a cooperative. Therefore, its members, in addition to paying membership fees set by Council, should be willing to support its Mission and Vision. Support can be demonstrated in a number of ways, including teaching classes, volunteering for committee work, and providing financial and other support to OLLI.

ARTICLE II - Relationship to University of Delaware

A. Division of Professional and Continuing Studies

1. Self-Supporting Program. OLLI functions as a self-supporting program with and under the auspices of the Division of Professional and Continuing Studies ("PCS") of the University of Delaware (the "University").

2. Fiscal Agent. The University serves as the fiscal agent for OLLI and assumes responsibility for all fiscal matters of the program. The fiscal year is that of the University and runs from July 1 to June 30.

3. Manager and Staff. PCS provides a Manager and other staff as its representatives at OLLI. While the Manager and staff are employed by the University of Delaware, OLLI pays for the salaries and benefits of such employees.

B. Oversight of the OLLI Program

1. Oversight of Program. Council is responsible for oversight of the OLLI program. The Council operates within the budget agreed to by the University and the Council.

C. Manager Selection and Evaluation

1. Selection of Manager. In the event it becomes necessary to select a new Manager for OLLI, no fewer than two members of Council will be named to a committee formed by PCS to select a new Manager.

2. Evaluation of Manager. Before each annual evaluation of the Manager conducted by the University, the Council Chair shall gather information from members of the Executive Committee and from the immediate past Chair regarding the performance of the Manager during the prior year, and shall convey such information to the head of PCS.

ARTICLE III - Membership and Fees

A. Membership

1. Member Age Requirement. Members must be either at least 50 years old within four months after the beginning of the term for which they register, or the spouse of a qualifying member. The Manager will report to Council on any exception to the member age requirement for an instructor approved by the Manager or the Curriculum Committee.

2. Membership Term. Memberships for the two regular semesters in a given school year begin with the payment of the registration fee, which may occur before or during the semester. Full-year memberships begin with the fall semester registration and expire, unless renewed, on September 1 of the following year. Single-semester memberships begin on registration prior to or during the semester and expire on the first day of the subsequent semester.

3. Summer Programs. Participation in summer programs, which are open to the public without regard for age requirements, is separate from membership in fall and spring semesters.

4. Open Membership. Membership is open to individuals of all educational levels, regardless of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

B. Membership Fees

1. Membership Fees. Fees for each semester and other programs shall be established by Council. In special cases, the Manager has the discretion to approve, within the constraints of OLLI's budget, partial, need-based scholarships to members. The Manager shall report to Council each semester the number of individuals who are receiving financial assistance, and the total amount of such financial assistance.

ARTICLE IV – Council, Executive Committee, Committees

A. Council - Number; Duties; Term; Removal; Vacancies

1. Number. The Council shall consist of no more than fifteen members who shall serve a term of three years. Except under the circumstances described in Article IV, Section C.2.h., five members shall be elected each year. The three-year term commences on April 1, and expires on March 31 three years thereafter. Under the circumstances described in Article IV, Section D.1.d. and D.2.d., Council shall consist of 16 members. All Council members shall be eligible to vote in Council meetings, whether the member was elected or appointed.

2. Duties of Members of Council. Members of Council shall oversee the activities of OLLI and shall assist in the implementation of OLLI's Mission and Vision.

3. Limitation of Term. No member of Council may be elected to Council for more than six consecutive years, provided, however, that neither the appointment to fill out a Council term nor the extension of the Chair's term pursuant to Article IV, Section D. 1.d. and D.2.d. below shall be counted.

4. Automatic Termination. A Council member's term is automatically terminated when he or she ceases to be a member of the OLLI program, or if he or she is absent from three out of six consecutive Council meetings. In the latter case, the absences may be excused by a majority vote of the Council, in which case the member shall retain his or her seat on the Council.

5. Vacancies. The Chair shall propose an eligible OLLI member for appointment to fill the unexpired term of a vacancy on Council. Such appointment shall be effective upon approval of the proposed appointee by a majority of Council members then serving. The filling of such vacancies shall be completed as soon as practicable.

6. Ex-Officio Members. The Manager, the Chair whose term has most recently expired, the Secretary and the Finance Chair, when either or both are not members of Council, and other Advisors to Council, are ex-officio members. Ex-officio members of Council are not entitled to vote at Council meetings.

B. Council Meetings

1. Number of Meetings. Council shall meet a minimum of eight times each academic year.

2. Calling and Notice of Meetings. Meetings of Council shall be called by the Chair. Special meetings of Council may be called by the Chair or by the Secretary upon the written request of at least two Council members to the Chair or the Secretary. Notice of all meetings shall be delivered by hand, mail, or electronic mail, to the last known address of the recipient, at least five days prior to the date set for such meeting. The five-day notice requirement for any meeting may be waived by a majority of Council members. Such waiver shall be in writing or by electronic means, maintained by the Secretary, and noted in the minutes of the meeting. If they are unable to attend a meeting, members must so notify the Chair and the Secretary in a timely manner. Such absence shall be noted in the minutes of the meeting.

3. Quorum. A quorum shall consist of a majority of the Council members then serving. A quorum being present, an affirmative vote of a majority of those present shall suffice to pass a motion before Council, except for amendments to these Bylaws pursuant to Article VI.

4. Agenda. The Council Chair shall make the agenda for each Council meeting and review it with the Executive Committee. In preparing the agenda, the Council Chair and Vice Chairs shall ask for input from all Council members, Committee Chairs and the Manager prior to the Executive Committee meeting. The Chair shall also arrange for the preparation of any necessary background materials for complex matters prior to the Executive Committee meeting. Although it is preferable to propose issues prior to the Council meeting, time-sensitive matters may be brought up by any Council member at the Council meeting.

5. Action by Majority Written Consent. In the event a time-sensitive matter must be approved prior to the next regularly scheduled meeting of Council, and a Special Meeting is not feasible or practical, Council may act by written consent. Such consent must be delivered to all members of Council, by hand, mail or electronic mail. The required action set forth in the consent shall be approved if a majority of the members of Council have signed the consent and returned it to the Secretary. In the absence of the Secretary, the consent shall be returned to the Chair.

6. Meeting or Participation by Conference Telephone or Other Remote Communication. Meetings of Council, or participation by a member of Council, may be held, or accomplished, by conference telephone, video conferencing or other means of remote communications, provided that all persons participating in the meeting where remote communications are used can hear each other. Persons participating by means of remote communications shall be considered “present” for purposes of determining a quorum.

7. Final Meeting for Outgoing Council Members. The final meeting for Council members whose terms expire in a given year shall be the March Council meeting. The term for such outgoing Council members expires on March 31.

8. Attendance at Meeting by Non-Council Members. In addition to Council members and ex-officio Council members, the Chair may invite individuals who are not Council members to attend Council meetings. Individuals may also ask the Chair for permission to attend. Such attendees may not present agenda items to Council without prior approval of the Executive Committee or the Chair.

C. Nomination and Election of Council Members

1. Establishment of Nominating Committee; Approval and Qualification of Committee Members. A standing Nominating Committee is hereby established. Prior to the September Council meeting each year, Council Chair shall appoint a chair of such Nominating Committee who, in turn, shall appoint between four and six additional members to such Committee. The Chair of the Nominating Committee, and the remaining members, shall be approved by Council at its September meeting. A majority of the members of the Nominating Committee should have current or prior Council experience. Members may be from the general membership. All Nominating Committee members should have demonstrated a significant commitment to OLLI. Membership on such Committee will rotate from year to year, and no person may serve on the Nominating Committee for more than three consecutive years.

2. Duties of the Nominating Committee. The duties of the Nominating Committee are to propose nominees for Council.

- a. The Nominating Committee shall create a pool of potential candidates to be considered as members of Council.
- b. In creating the candidate pool, the Nominating Committee shall seek input from the general membership of OLLI. This request for input shall be made through a general email distribution and by posting information at OLLI. The period during which input will be sought shall commence no later than October 10 and shall end no later than November 10 each year. Members may submit their own names as well as names of other members to the Nominating Committee.
- c. All potential candidates must provide such information regarding the candidate that the Nominating Committee requests no later than November 30 in any year.
- d. At the December Council meeting, the Nominating Committee shall provide Council with an oral report regarding the potential candidate pool, and shall request comments from Council regarding the individuals in the pool. Any Council member who wants to comment on a potential candidate must communicate such comments to the Nominating Committee Chair no later than

the last day of classes for the fall session. Any such comments shall be kept confidential.

- e. All potential nominees for Council, must agree that, if elected and so requested, they will serve as chair or co-chair or as an active member of one of the Committees at OLLI.
- f. The Nominating Committee shall interview all potential candidates by February of each year, and shall select the nominees for Council by February 28 of each year.
- g. The Nominating Committee shall present the nominees to Council for election at the March Council meeting. The number of nominees shall be at least five, but no more than eight.
- h. At the March Council meeting, a discussion shall be held regarding each of the proposed nominees. At the end of the discussion, Council will vote to elect new members of Council. Each Council member shall vote for no more than five nominees, but is permitted to vote for fewer than five nominees if he or she has determined in good faith that one or more of the proposed nominees does not have the necessary qualifications to be a member of Council. Voting shall be conducted by secret ballot.
- i. A nominee will be duly elected as a member of Council if he or she receives the affirmative vote of at least a majority of Council members present at the March Council meeting. If more than five candidates receive the vote of at least a majority of Council members, the five candidates receiving the most votes shall be elected to Council. Additional votes to break ties shall be conducted as necessary. The manner in which such additional votes shall be conducted shall be determined by the Executive Committee. In all cases, voting shall be conducted by secret ballot. The terms of the newly-elected Council members shall commence on April 1.

3. Confidential Process. The process for identifying, nominating and selecting Council members shall be confidential.

D. Chair, Vice Chairs and Finance Chair

1. Establishment of Officer Selection Committee; Nomination of Chair and Executive Vice Chair. A standing Officer Selection Committee is hereby established.

- a. Before the December meeting of Council, the outgoing Chair shall appoint at least two outgoing and three continuing Council members to serve on the Officer Selection Committee. Members of such Committee shall be approved by Council at the December meeting.

- b. The Officer Selection Committee shall interview potential nominees for Chair and Executive Vice Chair commencing after the December Council meeting, and ending prior to the February Council meeting. The Committee shall seek input from all Council members who will be serving as of April 1 regarding potential nominees.
- c. At the February Council meeting, the Officer Selection Committee will report to Council on the persons proposed to be appointed as the upcoming Chair and Executive Vice Chair.
- d. To be nominated for Chair or Executive Vice Chair, an individual must have served at least one year on Council and must currently be a Council member. The Officer Selection Committee may nominate an individual who is serving in the last year of his or her term as the Executive Vice Chair to serve as Chair in the following year, subject to compliance with the provisions of paragraph 2.d. below.
- e. Proposed candidates for Chair and Executive Vice Chair shall be notified that they are being considered for such positions. In order to continue to be under consideration for such positions, such individuals must agree to serve in such positions if so elected.

2. Approval by Council of Nominations. Council shall elect the Chair and Executive Vice Chair at the March Council meeting.

- a. The terms of the new Chair and Executive Vice Chair shall commence on April 1.
- b. If more than one person has been nominated to fill either or both positions, the election of individuals to serve as Chair and Executive Vice Chair shall be conducted by secret ballot. The individual who receives the most votes for each position shall be elected.
- c. Secret ballots may be used, but shall not be required, if only one person has been nominated for each position. Subject to the provisions of paragraph 2.d. below, such individuals shall be elected upon receipt of the affirmative vote of a majority of the members of Council.
- d. In the event the Officer Selection Committee nominates to be the next Chair of Council, a Council member who is currently serving during the last year of his or her term as Executive Vice Chair, the term of such Council member shall be extended for one year; so that he or she may serve as Chair, provided, that at least two-thirds of the members of Council have approved the election of such person to serve as Chair and such one-year extension.

3. Term of Chair and Executive Vice Chair. The Chair and Executive Vice Chair shall each serve a one-year term.

4. Status of Chair after Completion of Term. On the completion of his/her term as the Chair, if he/she does not remain a regular Council member, the former Chair shall become an ex-officio member of Council for one year.

5. Duties of the Chair. The Chair shall preside over all meetings of Council and the Executive Committee, and shall have such other powers and duties as may be designated by the Council. The Chair shall have general oversight responsibility over the Committees assigned to the Chair as set forth in the Operating Policies, shall serve as a conduit for communications between Council and such Committees, and shall appoint Chairs each year for each such Committee.

6. Duties of the Executive Vice Chair. The Executive Vice Chair may act for the Chair at the Chair's direction or, in an emergency, in the event of his or her unavailability. The Executive Vice Chair shall have general oversight responsibility over the Committees assigned to such Executive Vice Chair as set forth in the Operating Policies, shall serve as a conduit for communications between Council and such Committees, and shall appoint Chairs each year for each such Committee.

7. Additional Vice Chairs and the Finance Chair. Prior to April 1 each year, the newly elected Chair shall consider candidates for the positions of Vice Chair-Academics, Vice Chair-Membership and Finance Chair..

8. Appointment of Additional Vice Chairs and the Finance Chair. At the April meeting of Council, the newly elected Chair shall propose individuals to serve as Vice Chair-Academics, Vice Chair-Membership and Finance Chair. Such individuals shall be appointed to such positions upon receipt of the approval of a majority of the members of Council.

9. Qualifications of Additional Vice Chairs. , Additional Vice Chair positions shall be filled by Council members who have had at least one year of experience serving on Council. Such experience must have occurred within the prior five years. A candidate may have served as a Vice Chair the previous year.

10. Qualifications Finance Chair. Except under the circumstances described in Paragraph D.14. below, the Finance Chair shall be filled by a Council member who has had at least one year of experience serving on Council. Such experience must have occurred within the prior five years. A candidate may have served as Finance Chair the previous year. Any candidate proposed for the position of Finance Chair must have an accounting or financial background.

11. Review of Candidates. Before proposing candidates for the positions of Vice Chair-Academics, Vice Chair-Membership and Finance Chair to Council for approval, the Chair shall review proposed appointees with the Executive Vice Chair, the previous Chair, the new Advisors that have been selected pursuant to Paragraph E.3. below, and the Manager.

12. Duties of Vice Chair-Academics. The Vice Chair-Academics shall have general oversight responsibility over the Committees assigned to such Vice Chair as set forth in the Operating Policies, shall serve as a conduit for communications between Council and such Committees, and shall appoint Chairs each year for each such Committee. The Vice Chair - Academics shall be a member of the Curriculum Committee.

13. Duties of Vice Chair-Membership. The Vice Chair-Membership shall have general oversight responsibility over the Committees assigned to such Vice Chair as set forth in the Operating Policies, shall serve as a conduit for communications between Council and such Committees, and shall appoint Chairs each year for each such Committee.

14. Duties of Finance Chair. The Finance Chair shall oversee all financial matters of OLLI. If no member of Council has the background needed to be Finance Committee Chair, the position may be filled from the general membership. In that case, the Finance Chair shall be a member of the Executive Committee and an ex-officio member of the Council and shall serve at the pleasure of the Chair.

E. Secretary and Advisors

1. Appointment of Secretary. The Chair shall appoint a Secretary, with the approval of Council. The Secretary may, but need not, be a member of Council.

2. Duties of the Secretary. The Secretary shall distribute notices of all meetings, keep minutes of all meetings of Council, and maintain the records of all Council meetings.

3. Appointment and Duties of Advisors. Immediately following the installation of the new Council, the new Chair shall appoint an individual who has previously served as Chair, other than the immediate past Chair, to serve as an advisor to the Chair on matters facing OLLI. The term of such appointment shall be one year. The Chair may also appoint from time to time one or more individuals, who may or may not be members of Council, who have special expertise in certain areas to advise the Chair on matters facing OLLI. Such individual shall serve at the pleasure of the Chair. All such advisors (Advisors) shall be ex-officio, non-voting members of Council.

F. Officer Vacancies

1. Vacancies. If any person who has been elected or appointed to serve as the Chair, Executive Vice Chair, Vice Chair-Academics, Vice Chair-Membership, Finance Chair or Secretary becomes unable or is no longer willing to serve in such capacity, Council shall appoint a successor to fill such vacancy.

2. Nominations to Fill Vacancies. Nominations of individuals to fill such a vacancy may be made by any member of Council and shall be accepted by the Chair, or

in his/her absence, the Executive Vice Chair. Council shall vote by secret ballot. The ballot shall contain the names of the individuals who have been nominated to fill such vacancy. The individual who receives the greatest number of votes shall be appointed to fill such vacancy, commencing immediately upon the conclusion of such vote.

G. Executive Committee

1. Establishment; Members. An Executive Committee is hereby established. The Executive Committee shall consist of: the Chair, the Executive Vice Chair, the Vice Chair-Academics, the Vice Chair-Membership and the Finance Chair (provided that the Finance Chair is a member of Council). The Secretary, and the Finance Chair (if such Chair is not a member of Council) shall be ex-officio members of the Executive Committee. The Manager shall also be an ex-officio member of the Executive Committee. The Chair may also appoint one or more additional ex-officio, non-voting members to the Executive Committee provided that such individuals have legal or other special expertise which the Chair believes will be helpful to the Committee. Such additional members shall serve at the pleasure of the Chair and, preferably, be chosen from members of Council.

2. Meetings; Notice. Regular meetings of the Executive Committee shall be called by the Chair. Special meetings of the Executive Committee shall be called by the Chair, or by the Secretary upon the written request of at least two Executive Committee members to the Chair or the Secretary. Notice of meetings of the Executive Committee shall be delivered by hand, mail, or electronic mail, to the last known address of the recipient, at least three days prior to the date and time set for such meeting. The three-day notice requirement for any meeting may be waived by a majority of the members of the Executive Committee. Such waiver shall be in writing or by electronic mail, and shall be delivered to and maintained by the Secretary.

3. Quorum. The presence at a meeting of three voting members of the Executive Committee shall constitute a quorum, and three affirmative votes shall be necessary to constitute an action of the Executive Committee.

4. Action by Majority Written Consent. In the event a time-sensitive matter must be approved prior to the next regularly scheduled meeting of the Executive Committee, and a Special Meeting is not feasible or practical, the Executive Committee may act by written consent. Such consent must be delivered to all members of Council, by hand, mail or electronic mail. The required action set forth in the consent shall be approved if at least three of the members of Council have signed the consent and returned it to the Secretary. In the absence of the Secretary, the consent shall be returned to the Chair.

5. Meeting or Participation by Conference Telephone or Other Remote Communication. Meetings of the Executive Committee, or participation by a member of the Executive Committee, may be held, or accomplished, by conference telephone, video conferencing or other means of remote communications, provided that all persons participating in the meeting where remote communications are used can hear each other.

Persons participating by means of remote communications shall be considered “present” for purposes of determining a quorum.

6. Role of Executive Committee. The Executive Committee shall have the following responsibilities:

- a. Review and approve the agenda for Council meetings. In preparing the agenda, the Executive Committee shall consider input from Committee Chairs, Council members, the Manager, and other relevant sources. The Executive Committee shall also obtain materials and information necessary for Council to make a decision on any agenda item.
- b. Accept a Council member’s resignation. Such action shall be reported to Council at its next meeting.
- c. Remove a Council member for cause. Such removal shall require the unanimous vote of members of the Executive Committee, provided that if the Council member being removed is on the Executive Committee, such member shall not be included in the deliberations or the voting. The deliberations resulting in such action shall remain confidential, but the results of such action shall be reported to Council at its next meeting.
- d. Take other actions, which shall be generally advisory.
- e. Act for the Council in emergencies between meetings and in confidential matters. All emergency actions by the Executive Committee shall be reported to the Council at its next meeting and recorded in Council’s minutes.

H. Standing and Ad Hoc Committees

1. Establishment. In addition to the Executive Committee, the Nominating Committee, and the Officer Selection Committee (collectively referred to as the Governance Committees), the Council shall establish such Standing and Ad Hoc Committees as it shall determine to be necessary or desirable from time to time. The duties, operations and membership provisions pertaining to all Committees other than the Governance Committees are set forth in paragraphs 2. through 8. below.

2. Duties. The duties of all Committees shall be as set forth in the OLLI Operating Policies.

3. Oversight of Committees. The Operating Policies shall set forth the applicable member or members of the Executive Committee who shall have oversight over each Committee.

4. Appointment of Chairs of Committees. The Chair, the Vice Chairs and the Executive Vice Chair shall appoint chairs of the Committees for which they have oversight. Chairs may be selected from the general membership, unless Council

membership for a Chair is deemed necessary. All Chair appointments shall be for one year and should be made before the May Council meeting.

5. Committee Membership; Communications with Committees. Committee membership is open to all members, shall be for one year, and may be repeated in successive years. The Chair of each Committee shall communicate with members of such Committee at least once each semester, or as appropriate based on the activities of such Committee, and inform Committee members of any special activities to be undertaken by such Committee. Membership on the Finance and Curriculum Committees is not open to all members and instead is by invitation, due to the responsibilities of such Committees.

6. Annual Reports of Committees. The Chair of each Committee shall submit a report of its activities prior to March 15 of each year to the applicable member of the Executive Committee who has oversight of such Committee. Copies of such reports shall be emailed or otherwise delivered electronically to a member of the Manager's staff.

7. Historical Records. Annual reports, any periodic activity reports, and other records shall be maintained by the Manager's staff and shall be made generally available to OLLI members.

8. Termination of Committees. The Council may terminate a Committee at any time after it has determined that (i) the functions of such Committee are either no longer needed or necessary, or (ii) another Committee is performing the functions of such Committee, or (iii) the Committee is not an actively functioning Committee.

ARTICLE V — Principles of OLLI

A. General

Activities of OLLI must be consistent with the overall policies of the University as well as the policies of OLLI as adopted by the Council. The policies of the program may be supplemented and amended periodically by the Council and shall comply with the following:

1. Use of Funds. OLLI funds shall only be used for that organization's purposes.

2. No solicitation. No member shall solicit at OLLI for non-program-related or non UD-related activities or otherwise derive financial benefit from program activities. In addition, no instructor shall publicly promote or endorse in his or her class any product, service, business or organization in which he or she has a vested or financial interest. Any exceptions must have prior approval of the Manager or Council.

3. Membership Requirement. All participants during the regular semesters must be current members. Full-time members of the University of Delaware faculty, both

active and/or retired, are encouraged to participate as instructors. The membership fee may be waived for up to two semesters for instructors who are eligible University faculty.

4. Instructors. Instructors must be current members. Instructors for courses that are offered through Community Service Programs, or for courses offered by organizations in the community not affiliated with OLLI, may request an exception to the membership requirement. The Manager will assess all such requests and grant or deny them on an individual basis. The Manager will report on all such determinations to Council.

5. Public Access. As a cultural and intellectual resource for the state of Delaware and the surrounding region, OLLI partners with other organizations to provide special programs for the membership. An organizational partner with OLLI must comply with all state, local and federal policies and procedures regarding public access and equity, including but not limited to the Americans with Disabilities Act.

6. Off-Site Functions. No function involving members that occurs at a location other than Arsht Hall shall be sanctioned as an OLLI activity unless the Manager has been notified and it has received prior written approval from appropriate authorities at the University of Delaware.

ARTICLE VI - Amendments

1. Amendments. These Bylaws may be amended by the affirmative vote of at least two-thirds of the members of Council after prior written notice of the proposed amendment has been given to all members of Council before or during the Council meeting preceding the meeting at which the amendment is acted upon.