

**Bylaws of the Osher Lifelong Learning Institute
at University of Delaware in Lewes/Ocean View**
[Revised May 13, 2020]

**ARTICLE I
Definitions**

1. The name of this organization is the Osher Lifelong Learning Institute at the University of Delaware in Lewes/Ocean View, referred to hereinafter as Osher.
2. Osher functions cooperatively with and under the Division of Professional and Continuing Studies, University of Delaware.
3. The fiscal year runs from July 1 of each year to June 30 of the following year.

**ARTICLE II
Mission**

The mission of the Osher Lifelong Learning Institute at the University of Delaware in Lewes/Ocean View is to operate a self-governing, cooperative educational community for active adults in southern Delaware. Osher provides a positive learning and social environment that fosters intellectual development and opportunities to interact through teaching, class attendance and travel. It is run by members who volunteer their time and talents and operates under the aegis of the University of Delaware's Professional and Continuing Studies Division.

**ARTICLE III
Membership and Meetings**

1. Membership.
 - a. An individual who is at least 50 years old, or the spouse/partner of such individual, who has completed the Osher registration form and paid the membership fee shall be a Member until that membership expires.
 - b. An individual who is under the age of 50 but who has been recommended by a Member, has been approved by the Program Coordinator, has submitted the application form and has paid the membership fee for the current semester shall be a Member until that membership expires.
 - c. An individual who is not a Member but is an instructor during any semester shall not be required to pay the membership fee, but in the absence of such payment shall be ineligible to attend courses as a student during that semester.
2. Annual Reports and Meetings.
 - a. No later than April 30 of each year, the Council shall publish a written Annual Report, briefly describing the current health of Osher including enrollment, financial status, significant changes in long-range and academic plans and such other matters as the Council deems to be of interest to the general membership. The Report shall be sent to all

Members electronically or by US mail.

- b. Any five Members may request a general membership meeting open to all Members by submitting a written request and proposed agenda to the Council. Meetings shall take place no more than once each semester and the place, time, date and agenda shall be sent by the Council Chair to all members electronically or by US mail at least two weeks prior to the meeting. Minutes of the meeting shall be posted on the bulletin board.

ARTICLE IV

University of Delaware Relations

1. Program Coordinator.

The Program Coordinator shall be an employee of the University of Delaware but shall be hired on the recommendation and approval of the Council based upon one or more interviews conducted by or at the direction of the Council. The Program Coordinator serves as the liaison between Osher and the University of Delaware.

2. Financial Matters.

The University of Delaware is the fiscal agent for Osher. Decisions by the Council involving amounts within the total budget agreed to by the University shall be in the Council's control. Decisions by the Council involving an amount in excess of the previously agreed-upon total budget require the approval of the University of Delaware. The Council can independently seek additional funding including, without limitation, grants, gifts and changes in fees, provided they are within any applicable guidelines of the University of Delaware. The Council will maintain a Financial Manual under the direction of the University of Delaware.

ARTICLE V

Council

1. Composition.

The Council shall consist of nine Members elected by the Membership. The Program Coordinator and immediate Past Chair are ex-officio, non-voting members of the Council. Officers in order of precedence are Chair, Vice Chair, and Secretary.

2. Eligibility, Terms and Conditions.

Council members shall be elected for three-year terms, with at least three seats vacant each year. Terms begin and end at the start of the May Council meeting. Members may not serve more than two consecutive full terms on Council. Each Council member may expect to serve as chair of a committee. If a Council member does not remain a Member, his or her term shall be terminated. If a Council member fails to attend three Council meetings out of six consecutive meetings, his or her term shall be reviewed by the Council and may be terminated by a majority vote of the other Council members.

3. Duties.

- a. The Chair shall preside at meetings of Osher and the Council. The Chair shall appoint committee chairs, maintain liaison with the University and other Osher programs,

exercise supervision and control over the affairs of Osher, subject to the power and authority of the Council within University of Delaware guidelines and discharge all other duties usually pertaining to that office. In case of a vacancy in any office, the Chair may appoint a Member to act until the Council fills such vacancy.

- b. The Vice Chair shall exercise the powers and perform the duties of the Chair in the absence or disability of the latter or in the case of a vacancy in the office of Chair.

4. Nominations and Elections.

- a. At the November Council meeting the Council Chair, with the concurrence of the Council, shall appoint a Council member as the nominating committee chair. The nominating committee chair shall select four additional Members who represent the broad segments of Osher membership. The nominating committee shall prepare a proposed slate consisting of three eligible nominees, after ensuring that they are willing to serve as prescribed in these bylaws.
- b. No later than January 31, the nominating committee shall announce the proposed slate on the bulletin board, notifying the members that additional nominations of eligible persons will be accepted within two weeks after the nominating committee's announcement. Additional nominations must be made and seconded in writing by Members. The nominating committee shall prepare a ballot including these nominees after ensuring that they are willing to serve as prescribed by these bylaws. The ballot shall also contain a write-in option.
- c. Ballot process
 - i. The Council shall provide every Member a written or electronic ballot no later than February 28. Ballots may be cast electronically during the month of March.
 - ii. A ballot box shall be available on the administration desk. Ballots must be received electronically or in the Osher office by US mail or personal delivery no later than March 31.
 - iii. An election committee consisting of the Program Coordinator, the Council Chair and the nominating committee chair shall count the properly cast ballots after the close of the election and announce the results. Ties shall be broken by lottery administered by the election committee.

5. Vacancies.

When a vacancy occurs for any reason, the Council Chair with approval of Council shall appoint a Member who has not already served the two previous consecutive terms to fill the unexpired term, giving due regard to the needs of the Council.

6. Meetings.

A quorum shall consist of a majority of the members of the Council. Except when otherwise specified in these bylaws, a majority of the members of the Council present is sufficient to pass a measure at a regular or special meeting. When the Chair of the Council, or the chair of any committee designated by the Council so directs, a meeting may be held and members may participate by conference telephone or video communications equipment so that all participants in the meeting can hear and speak to each other. Participation in such a meeting constitutes

presence in person at the meeting for all purposes.

a. Regular Meetings.

The Council shall meet at least once each month, provided however that meetings during July, August, and December may be waived if previously agreed to by a majority of the Council. Meetings may otherwise be scheduled at the convenience of the Council, but in no case except an inclement weather or unforeseen emergency will a meeting be scheduled later than the month agreed upon at the previous meeting of the Council. The Chair shall cause an agenda to be distributed to all Council members at least one week prior to each meeting. Minutes of each meeting shall be posted on the bulletin board and on the website.

b. Special Meetings.

1. A special meeting of the Council shall be held whenever the Chair deems such necessary or whenever three or more elected Council members make written request to the Chair for a special meeting. Notice of the meeting, setting forth the time and place of the meeting and the matter or matters to be considered, shall be given to each Council member by telephone or e-mail at least 48 hours prior to the special meeting. Any such notice conveyed to Council members telephonically shall be reduced to writing and a copy thereof promptly provided to such members. No business other than that specified in the written notice shall be transacted at the special meeting.
2. In an emergency, the Chair may poll Council members by telephone or e-mail. The concurrence of five members shall be sufficient to pass any item so considered.
3. The Chair shall insure that written minutes of any special meeting or emergency conference are taken and that a copy of such minutes is provided to each Council member prior to the next regular Council meeting.

c. May meeting.

The May meeting shall be opened by the outgoing Chair. The first item of new business at this meeting is the election of a new Council Chair, who will then preside over the election of the remaining officers.

ARTICLE VI

Amendments

These bylaws may be amended by an affirmative vote of two-thirds of the Council members at any regular Council meeting provided each member of the Council was given a copy of the proposed bylaw amendment at least seven days prior to the meeting.

Adopted with several amendments by a vote of the SDALL (now Osher) Steering Committee on April 28, 1989.

Revised by a vote of the Council on May 12, 1993

Revised by a vote of the Council on July 12, 1995.
Revised by a vote of the Council on April 24, 1997.
Revised by a vote of the Council on March 27, 2000.
Revised by a vote of the Council on April 15, 2002.
Revised by a vote of the Council on February 9, 2004.
Revised by a vote of the Council on August 25, 2005.
Amended by a vote of the Council on January 25, 2009.
Amended by a vote of the Council on January 25, 2010.
Revised by a vote of the Council on August 30, 2010.
Amended by a vote of the Council on April 28, 2014.
Revised by a vote of the Council on February 25, 2016.
Revised by a vote of the Council on May 13, 2020.