



**Bylaws of the Osher Lifelong Learning Institute
at the University of Delaware in Kent and Sussex Counties
February 23, 2021**

**ARTICLE I
Name**

The name of the organization is the Osher Lifelong Learning Institute at the University of Delaware in Kent and Sussex Counties, hereafter referred to as OLLI Kent/Sussex.

**ARTICLE II
Mission**

The mission of OLLI Kent/Sussex is to operate a self-governing, cooperative educational community under the aegis of the Professional and Continuing Studies Division of the University of Delaware for active adults in central and southern Delaware. Members volunteer their time and talents to provide a positive learning and social environment that fosters intellectual development and opportunities to interact through teaching, class attendance, social activities, and travel.

**ARTICLE III
Membership and Meetings**

1. Membership.

- a. An individual who is at least 50 years old, or a spouse/partner of such an individual, who has completed the registration form and paid the membership fee set by the Council will be an OLLI Kent/Sussex general member (hereafter referred to as Member) until that membership term expires.
- b. An individual who is under age 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 will be a Member for that semester.
- c. A Member is eligible for OLLI Kent/Sussex Member benefits.
- d. Instructors who do not pay the membership fee will not receive Member benefits during that semester.

2. Annual reports and general membership meetings.

- a. Council shall publish a written Annual Report, briefly describing the current health of OLLI Kent/Sussex 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 no later than June 30.

- b. A meeting of the general membership may be held annually. The Chair, with the advice of Council, shall determine the date, time, location, and agenda and announce that to Members electronically or by US mail at least two weeks prior to the meeting.
- c. Any five Members may request a general membership meeting open to all Members by submitting to the Council a written request and proposed agenda. Such meetings may take place no more than once each semester. The Council chair shall determine the date, time, location, and agenda within two weeks of the request and announce that to Members electronically or by US mail at least two weeks prior to the meeting. Minutes of the meeting shall be posted on OLLI Kent/Sussex office bulletin boards and on the website.

ARTICLE IV

University of Delaware Relations

1. OLLI Kent/Sussex operates under the aegis of the Professional and Continuing Studies Division of the University of Delaware, hereafter referred to as the University.
2. Staff Personnel.

The OLLI Kent/Sussex Program Manager and Program Coordinator are employees of the University. Additional staff members, including classroom/audiovisual support and administrative assistants, are also employees of the University and serve under the direct supervision of the Program Manager or Program Coordinator. The Council will participate in the selection process for all new hires, although final selection is at the discretion of the position supervisor. The Council shall provide information about staff performance as needed.

3. Financial Matters.

The University is the fiscal agent for OLLI Kent/Sussex, whose fiscal year runs in alignment with the University, currently from July 1 of each year to June 30 of the following year. Council decisions involving amounts within the total budget agreed to by the University are within the Council's control. Council decisions involving amounts more than the previously agreed total budget require the University's approval. The Council may seek additional funding including, without limitation, grants, gifts, and changes of fees, provided they are within applicable University guidelines. The Council shall maintain a financial manual under the University's guidelines.

ARTICLE V

Council

1. Composition.

The Council shall consist of eleven Members elected by the general membership. The OLLI Kent/Sussex Program Manager and Program Coordinator are ex-officio non-voting members of the Council. If the immediate past Chair is no longer a member of the Council, that person is an ex-officio non-voting member of the Council for one year. The officers of the Council are the chair, vice chair, and secretary.

2. Terms and limitations.

Council members shall be elected for three-year terms, with at least two seats vacant each year. Terms begin and end at the start of the June Council meeting. Council members may not serve more than two consecutive full terms. If a Council member does not remain a Member of OLLI Kent/Sussex, that person's term is terminated. If a Council member fails to attend three of six consecutive Council meetings, that person's term shall be reviewed by the Council and may be terminated by a majority vote of the other Council members.

3. Duties.

- a. The Council chair shall preside at meetings of OLLI Kent/Sussex and its Council. The chair shall appoint committee chairs, maintain liaison with the University and other UD OLLI programs, exercise supervision and control over the affairs of OLLI Kent/Sussex, subject to the power and authority of the Council and within the University's guidelines, and discharge all other duties usually pertaining to that office. In case of a vacancy of an officer, the chair may appoint a Council 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 the chair.
- c. The secretary shall publish and maintain records of Council and general membership meetings.

4. Nominations and Elections.

- a. At the February Council meeting the 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 (2 from Kent and 2 from

Sussex) who represent, insofar as practicable, the broad demographic segments of the general membership. The nominating committee shall prepare a proposed slate of diverse eligible nominees, after ensuring that they are willing to serve as prescribed in these bylaws.

- b. No later than March 31, the nominating committee shall announce the proposed slate to the general membership, announcing that additional nominations of eligible Members will be accepted within two weeks after the nominating committee's announcement. Such 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 eligible and willing to serve as prescribed in 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 April 30, including instructions for submission. Ballot boxes shall be available in the OLLI Kent/Sussex offices.
 - ii. Ballots must be received no later than May 21.
 - iii. An election committee consisting of the Program Manager, Council chair, and 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 chair, with approval of the Council, shall appoint a Member who has not already served two previous consecutive terms on Council to fill the unexpired term, giving due regard to the needs of the Council.

6. Meetings.

- a. A quorum shall be a majority of the Council members. Except when otherwise specified in these bylaws, a majority of the members present is sufficient to pass a measure at a regular or special meeting.
- b. When the Council chair 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.

c. Regular meetings.

The Council shall meet at least nine times per year. Meetings may be scheduled at the convenience of the Council, but in no case, except an inclement weather or unforeseen emergency, may a meeting be scheduled later than the month agreed upon at the previous Council meeting. The chair shall cause an agenda to be distributed to all Council attendees at least one week before each meeting. Minutes of each meeting shall be posted on OLLI Kent/Sussex office bulletin boards and on the website.

d. Special meetings.

- i. A special Council meeting shall be held whenever the chair deems it necessary or whenever three or more Council members make a written request to the chair for a special meeting. The chair shall give notice of the meeting, including its date, time, location, and agenda, to each Council member by telephone or email at least 48 hours before the special meeting. Any notice given to Council members telephonically shall also be provided in writing. No business other than that specified in the notice may be conducted at the special meeting.
- ii. The chair shall ensure that written minutes of any special meeting are taken and that a copy of such minutes is provided to each Council member at least 24 hours before the next regular meeting.

e. June Council meeting.

The June meeting shall be opened by the current chair. The first item of business is the election of the new Council chair, who will then preside over the election of the remaining officers and the rest of the meeting.

ARTICLE VI Committees

The Council may establish and dissolve such standing and ad hoc committees as it determines are necessary or desirable. The Council chair shall, with the consent of the Council, appoint committee chairs, who shall appoint other members of their committees. Standing committee chairs and members are appointed for one year, but may be reappointed without limit. Ad hoc committees are organized to accomplish a specific task, normally within a given time limit. Normally, committee chairs shall attend Council meetings and provide status reports. The Council will maintain a document, available to all Members, that lists the committees and outlines their responsibilities.

ARTICLE VII
Amendments

These bylaws may be amended by an affirmative vote of two thirds of the Council at any regular Council meeting, provided that each Council member was given a copy of the proposed bylaw amendment at a prior regular meeting.