

**OSHER LIFELONG LEARNING INSTITUTE AT SOUTHERN OREGON UNIVERSITY**

**An Affiliate of the Southern Oregon University Foundation**

**RESTATED BYLAWS**

**ARTICLE I**

**NAME, PURPOSE, AND GOVERNANCE**

1. The name of the organization shall be the Osher Lifelong Learning Institute at Southern Oregon University (hereinafter OLLI at SOU). The organization is an affiliate of the Southern Oregon University Foundation (hereinafter Foundation). OLLI at SOU is not a separate non-profit corporation; rather, it operates within the Foundation, which is an Oregon nonprofit corporation qualified under Section 501(c)(3) of the Internal Revenue Code.
2. OLLI at SOU is a program within the Southern Oregon University and reports through the Division of University Advancement. OLLI at SOU shall operate in conformity with the relevant laws of the State of Oregon and within the policies of both Southern Oregon University (hereinafter University) and the Foundation.
3. OLLI at SOU is a member-driven educational community established for individuals 50 or older to foster intellectual curiosity and continuous learning. OLLI at SOU offers older adults an opportunity for continued learning programs and social and cultural enrichment. OLLI at SOU relies upon its Members to contribute their talents, skills, time and financial resources to advance OLLI at SOU's purpose alongside the University and Foundation.
4. OLLI at SOU shall be governed by a Council (hereinafter Council). The Council may adopt policies and procedures as required to provide for the operation of OLLI at SOU.
5. An OLLI at SOU administrator (hereinafter OLLI Administrator) shall be responsible to the SOU Vice President for University Advancement for day-to-day operations of OLLI at SOU and supervision of OLLI at SOU staff.

**ARTICLE II**

**MEMBERSHIP, MEETINGS, AND RECORDS**

1. **Members of OLLI at SOU**
  - a. Any adult who meets OLLI at SOU and University enrollment policies and pays the annual enrollment fee and any other fees designated by the Council shall be granted membership. No previous educational experience is required.

- b. Council shall review and amend annual membership fees as needed and shall be required to hold a public hearing on any proposed membership fee changes, giving 30 days notice of the time and place of such hearing. A change in membership fees shall be adopted upon affirmative vote by the Council following the public hearing on the matter.
- c. OLLI at SOU is a volunteer organization and shall not directly compensate Members or non-members for services as teachers, Council Directors, Committee Chairs, Members, or presenters, or for other member services on OLLI at SOU's behalf. Incentives and other benefits may be offered so long as such benefits are *de minimis* and do not violate University or Foundation policies.

## **2. Member Meetings**

- a. OLLI at SOU shall hold an Annual Meeting of the Membership prior to the end of each fiscal year. Meetings may be held either in person and/or electronically; OLLI at SOU Members shall be given 30 days notice of the time, place, and format of the Annual Meeting. The purpose of the Annual Meeting shall be to announce the Council election results, update Members on current business, and to allow Members to bring matters to the Council. A quorum shall be 50 persons or 15 percent of the membership, whichever is fewer.
- b. The Council may call Special Membership Meetings as necessary. Notice and quorum of Special Meetings shall be the same as for annual meetings. Special Membership Meetings may also be called by petition from Members to the Council stating the matter to be considered; such petitions shall contain signatures of at least 5 percent of the Membership.

- 3. Membership Records:** Membership records, including names and contact information, shall be maintained within the OLLI at SOU program office and shall be available to the Council, Committees, University Advancement, and Foundation. Membership information shall be provided according to University and Foundation protocols.

## **ARTICLE III OLLI AT SOU COUNCIL**

### **1. Council Directors**

- a. The OLLI at SOU Council shall consist of nine Directors, with three Directors elected each year for three year terms.
- b. Directors shall be current OLLI at SOU Members at the time of nomination and maintain that membership for the duration of their terms of office.

- c. At the direction of the Council, the Leadership Development and Recruitment Committee shall establish a procedure for seeking Director Candidates and present a slate of Candidates and draft ballot to Council. The number of Director Candidates on the proposed slate shall be greater than the number of positions to be filled. Council shall review the draft ballot and by majority vote direct that the ballot be presented to the Membership for election.
- d. OLLI at SOU Members shall be given 30 days notice of the Director election, which shall be conducted prior to the Annual Meeting. The election shall be conducted electronically; paper ballots shall be provided to Members who do not have access to electronic voting. Directors shall be elected by a plurality of voting Members.
- e. The term of Director shall begin with the first meeting of the newly seated Council and conclude three years from that time. Upon completion of a three-year term, a Director shall not be eligible for election for one year.
- f. The OLLI Administrator, Vice President of University Advancement, and the Executive Director of the Foundation (hereinafter Executive Director), or designee, shall serve as *ex officio*, non-voting members of the Council.
- g. The Secretary shall maintain a record of Directors that includes contact information, the date that each Director began his or her term, and the expected term expiration date.

## **2. Vacancies on the Council**

- a. A vacancy on the Council shall exist whenever, due to death, resignation, or other cause, there are fewer than the designated number of Directors.
- b. Directors may vote to leave the position vacant until the next regular election, or Directors may request from the Leadership Development and Recruitment Committee a slate of one or more nominees to fill the vacancy, and the vacancy shall be filled by an affirmative vote of a majority of the remaining Directors. An OLLI at SOU Member elected by Council to fill that vacancy shall hold office for the balance of the unexpired term of the Director's predecessor and may be re-elected to a new term.

## **3. Removal of Directors**

- a. A Director may be removed if absent from three consecutive meetings.
- b. Action to remove a Director may take place at any meeting of the Council at which a quorum is present, providing such proposed action is stated in the notice of the meeting. The vote to remove a Director shall be conducted by secret ballot in an Executive Session of the Council, with only Directors present. The Director proposed to be removed shall not be present during the Council's deliberations. A majority vote of the Directors present shall be required to remove the Director.

#### **4. Meetings of the Council**

- a. The Council shall adopt annually a meeting schedule for the year to include at least ten regularly scheduled meetings.
- b. The Council President, in consultation with the Council and the OLLI Administrator, shall determine the dates and locations of regular meetings of the Council, which may be held either in person or electronically. Directors shall be informed of the time and place at least 30 days prior to the meeting.
- c. The Council President may call Special Meetings as needed. The OLLI Administrator and/or Council President shall contact Directors to schedule a Special Meeting at the Council's earliest convenience.
- d. Members shall be given timely notice of the time, location, and agenda of all Council meetings in a manner determined by Council policy.
- e. The Secretary shall hold responsibility for maintaining accurate records of meeting attendance and shall be responsible for notification to the Council if any Director is within one meeting of possible removal.

#### **5. Quorum; Actions by the Council**

- a. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting. A minority of Directors, in the absence of a quorum, may convene from time to time but may not take any action that would be binding upon the Council.
- b. The vote of a majority of the Directors present at any meeting at which there is a quorum shall be an act of the Council. The Council may approve an act of the Council by written or voice consent. With advance notice, Council may take action by email.
- c. Directors may appear at a meeting of the Council by means of telephone or video conference or similar communication system whereby all persons participating in the meeting can speak to and hear each other. Participation in a meeting in this manner shall constitute presence at the meeting. A Director appearing at a Council meeting via telephone conference shall also be allowed to vote by this medium. It is permissible for all Directors to appear at a meeting of the Council via telephone conference or similar communication system.
- d. Any action which the law or the Bylaws require or permit the Council to take at a meeting may be taken without a meeting if a consent in writing setting forth the action taken is signed by all of the Directors entitled to vote on the matter. The consent, which shall have the same effect as a unanimous vote of the Directors, shall be filed in the records of the minutes of the next meeting of the Council.

## ARTICLE IV OFFICERS

1. Officers of the Council shall be **President, Vice President, Secretary, and Treasurer**. After completion of his/her term, the President shall be ineligible for that office for three years.
2. At the first meeting of the newly-seated Council, the outgoing President, in consultation with the President-Elect, shall present a slate of officer nominees. Additional nominations may be made from the floor. Officers shall be elected by majority vote of the Council and shall serve a one-year term, beginning with the first meeting of the newly-elected Council and serving until that meeting the following year.
3. If there should be a vacancy in an officer position during a term, the Council shall elect a replacement as soon as practical to fulfill the remainder of the term.
4. **Powers and Duties of the Officers**
  - a. **President.** The President of the Council shall preside at all meetings of the Council and have the power to call meetings of the Council. The President shall preside at the Annual Meeting and set the date and venue in consultation with the OLLI Administrator. The President shall serve as an Affiliate member of the Foundation Board of Trustees, upon election to that body at its Annual Meeting. The President may appoint another officer of the Council to attend a meeting of the Foundation Board if the President is unable to attend. That representative shall assume voting rights of the President.
  - b. **Vice President.** The Vice President, who is President-Elect, shall have the power to discharge the duties of President in the absence or infirmity of the President, and shall actively assist the President with planning programs and meetings.
  - c. **Secretary.** The Secretary shall ensure that accurate and complete records are maintained of Director information and terms of office and minutes and actions of the Council, including the Annual Meeting, and that notices of all meetings are provided. Minutes shall be maintained in the OLLI at SOU office and made available to any OLLI at SOU Member, the Foundation, or the University.
  - d. **Treasurer.** The Treasurer shall serve as Chairperson of the Finance Committee and be responsible for providing a financial report at each Council meeting, preparing a proposed annual budget, and recommending budget revisions as needed. The Treasurer shall work with the OLLI Administrator or his/her staff designee and the Foundation Executive Director or designee to provide a preliminary revenue forecast to the Foundation Board of Trustees in March of each year for inclusion in the Foundation budget.
5. The OLLI at SOU Executive Committee shall be comprised of the officers of the Council, and shall serve as a non-voting advisory body to the President

**ARTICLE V**  
**STANDING AND AD HOC COMMITTEES**

1. **Standing Committees** shall carry out the functions of the Council as specified in the Committee Charge approved by the Council. The Standing Committees of the Council shall be Communication and Community Outreach, Curriculum, Development, Finance, Leadership Development and Recruitment, Member Services, and Venue & Technology Planning.
  - a. The President, with confirmation by the Council, shall appoint Committee Chairs for a term of one year, subject to renewal. Committee Chairs shall be current OLLI at SOU Members at the time of appointment. Directors may serve as Committee Chairs. The Leadership Development and Recruitment Committee shall assist the President with recruitment and a qualification review of Committee Chairs.
  - b. The President shall appoint a Director to serve as liaison and ex officio member to each Standing Committee for a term of one year, subject to renewal. The Director's role as committee liaison is to provide Council oversight of committee activities and coordination with Council on committee long-range plan activities.
  - c. Committee members shall be appointed by the Committee Chair for a term of one year, subject to renewal. The Leadership Development and Recruitment Committee and OLLI Administrator shall assist Committee Chairs with recruiting to fill committee membership positions.
  - d. The President may propose the removal of a Committee Chair for lack of performance by presenting the issue to the Council. The decision of the Council as to the removal shall be conveyed in writing to the Committee Chair and OLLI Administrator.
2. **Additional Standing Committees:** The President of the Council may recommend for approval of the Council such additional standing committees as may be necessary or desirable from time to time to further the purpose and goals of OLLI at SOU.
3. **Subcommittees of the Council:** The President of the Council may recommend and appoint subcommittees as may from time to time be necessary or desirable to carry out the work of the Council.
4. **Ad Hoc Committees:** The President of the Council may recommend and appoint ad hoc committees as may from time to time be necessary or desirable to carry out specific time-limited tasks. Ad hoc committees shall cease to exist at the end of each Council year unless reappointed by the Council.
5. **Ex Officio Committee Membership:** The President of the Council, the OLLI Administrator, and any appointed Council liaisons shall serve as non-voting *ex officio* members of Standing Committees, Subcommittees, and Ad Hoc Committees.

## **ARTICLE VI ADMINISTRATION**

1. **OLLI Administrator**
  - a. OLLI at SOU shall have an OLLI Administrator to manage the day-to-day operations of OLLI at SOU and the OLLI at SOU staff, and to support the Council and Committees. The OLLI Administrator shall be employed by the University and shall be paid from OLLI at SOU operating funds.
  - b. The Vice President of University Advancement and the Council shall jointly develop a job description for the OLLI Administrator in accordance with standard University personnel processes.
  - c. In the event of a vacancy, the Council shall participate with University personnel in forming and participating in the activities of a search committee to replace the OLLI Administrator. The Council shall have two Directors on the search committee. The University shall have the discretionary power to alter the size and/or composition of the search committee as necessary in order to comply with University policies and procedures. Final authority for hiring rests with the University.
  - d. The Vice President of University Advancement shall consult with the President, with input from the Council and Committees, in the annual performance evaluation of the OLLI Administrator. The University shall retain final review and action authority on the OLLI Administrator's performance.
2. **OLLI Professional and Support Staff:** OLLI at SOU shall include professional and support staff to facilitate the day-to-day operations of OLLI at SOU. Staff shall report to the OLLI Administrator and be employed by the University and paid from OLLI at SOU operating funds.
3. OLLI at SOU shall have access to University and Foundation services to further its goals and mission. The OLLI Administrator shall have the authority to determine essential needs of OLLI at SOU and seek necessary and appropriate resources from the University and/or Foundation.

## **ARTICLE VII FINANCIAL MANAGEMENT**

1. OLLI at SOU is the beneficiary of an annual distribution from the Osher Lifelong Learning Institute Endowment, which is managed by the Foundation. At the direction of the Council, OLLI at SOU shall raise the additional funds necessary to support its programs and activities. These additional funds shall come from membership fees, activity fees, fund raising activities, grants, sponsorships, and such other financial campaigns as are necessary from time to time to assure financial success of the organization. All fundraising activities shall comply with applicable policies of the University and Foundation.

2. OLLI at SOU shall operate under a budget adopted annually by the Council and approved by the University. The Council shall provide a financial report of OLLI at SOU to its membership at the Annual Meeting.
3. Subject to the oversight of the University and the Foundation, the funds of OLLI at SOU shall be managed and disbursed by the University and/or the Foundation in consultation with the OLLI Administrator and the Treasurer.

## **ARTICLE VIII DISSOLUTION**

With approval from the University and Foundation, OLLI at SOU may be dissolved or merged with another similar organization conducting substantially the same activities. Upon approval of a plan of dissolution adopted by a two-thirds vote of the Council, the plan of dissolution shall be presented to OLLI at SOU Membership at the next Annual Meeting or at a Special Meeting called with 30 days notice. Membership voting shall be conducted following the meeting. The election shall be conducted electronically; paper ballots shall be provided to Members who do not have access to electronic voting. The plan of dissolution shall be enacted if approved by a majority of the voting OLLI at SOU Members.

## **ARTICLE IX PARLIAMENTARY AUTHORITY**

When not specifically enumerated in these Bylaws or by Council rule, Robert's Rules of Order Newly Revised, current edition, shall be the parliamentary authority for conduct of meetings of the Membership or Council.

## **ARTICLE X GENERAL PROVISIONS**

1. **Bylaws Amendments:** Any OLLI at SOU Member or the Foundation may propose amendments to these Bylaws. The Council, on its own motion at a duly noticed meeting, may propose amendments to these Bylaws.
  - a. Proposed amendments to the Bylaws shall be provided to the Council. The proposed amendments to the Bylaws must be approved by a two-thirds vote of the Council and approved by the Foundation.
  - b. The Council and Foundation approved Proposed Bylaws amendment(s) shall then be presented to OLLI at SOU Membership at the next Annual Meeting or at a Special Meeting called with 30 days notice. Membership voting shall be conducted following the meeting. The election shall be conducted electronically; paper ballots shall be provided to Members who do not have access to electronic voting. The proposal to amend the Bylaws shall be enacted if approved by a majority of the voting OLLI at SOU Members.



- c. Whenever an amendment, repeal, or new Bylaw is adopted, the Secretary shall ensure that the amendment or revision date is entered below the final signature and that the new version of the Bylaws is attached as an exhibit to the Council’s minutes.
2. OLLI at SOU shall operate on a fiscal year from July 1 through June 30 of the following year.
  3. OLLI at SOU is an unincorporated organization. The Council and its Directors have no fiduciary responsibility and therefore may not enter into contracts, authorize payments, or serve as agents of the University or Foundation.

I certify that these Bylaws were approved by the Council and the OLLI at SOU Membership.

DocuSigned by:  
  
 7/15/2022  
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 D76CBF85AA4D446... Date  
 Phyllis Fernlund  
 President, OLLI at SOU Council

I approve these Bylaws.

DocuSigned by:  
  
 7/16/2022  
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 A70FDB1D1C65490... Date  
 Sue Kupillas  
 President, SOU Foundation

DocuSigned by:  
  
 7/18/2022  
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 C027FBB64E1149D... Date  
 Janet Fratella  
 Executive Director, SOU Foundation

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