

# **BY-LAWS of The Osher Lifelong Learning Institute ("OLLI") at the University of Nevada Las Vegas ("UNLV")**

*(As restated and revised February 2015)*

## **MISSION:**

The mission of OLLI at UNLV is to challenge the minds and stimulate the spirits of retired and semi-retired adults by offering learning activities designed to enhance understanding of the world – its historic, cultural and social aspects – utilizing a variety of non-credit academic learning formats at, and with the assistance and cooperation of UNLV, a major university. A wide variety of mostly peer-led classes are offered.

## **ARTICLE ONE. MEMBERSHIP AND FEES:**

Membership fees are established by a majority vote of the Board of Directors, and are payable to the Board of Regents of the University of Nevada upon registration for each new semester. Other types of membership may be established by the Board of Directors.

## **ARTICLE TWO. GOVERNANCE:**

**2.1 Board of Directors ("Board"):** The governing body of OLLI is its Board of Directors, consisting of eleven members: the President, Vice President, Secretary, Finance Officer ("Board Officers") and seven members-at-large.

**2.2 Election of Board:** In even years six (6) Members shall be elected to the Board, by majority of the votes of the entire OLLI membership casting votes in the annual general election, and in odd years five (5) Members shall be so elected. The annual election of Directors shall be by means of electronic voting procedures as those procedures are set by the Board of Directors from time to time, including paper ballots for those without computer access, and shall take place on a date in April or May set by the Board.

**2.3 Term Limits:** All elected Board Members will serve two-year terms, and may be re-elected to serve for a total of two consecutive two-year terms. After a period of one year thereafter, former Board Members shall be eligible to run again. In the event a Board Member is seated to fill a Board vacancy, if that Member fills the vacancy for less than one full year, that term shall not be counted in determining eligibility to run; if for more than one full year, that term shall be counted.

**2.4 Election of Board Officers:** At the first meeting of the newly elected Board, all Board Officers for the ensuing year shall be elected for a one year term by a majority vote of the Board Members. Board Officers from the previous year who are then remaining on the Board shall be eligible for re-election to the same/another office. Notwithstanding the provision of Section 2.9 ("Voting") that 'With the approval of the President, voting on matters on an agenda may be taken by proxies ...' voting by proxy shall be prohibited when voting on the election of Board Officers."

**2.5 Board Meetings:** The Board of Directors shall meet once per month, or as otherwise directed by the President of the Board. Board meetings shall be conducted in accordance with Robert's Rules of Order. The President may authorize a private executive session of the Board in connection with personnel matters, hardship exemption requests, and emergency matters only.

**2.6 Board Vacancies:** If a vacancy on the Board occurs, the President, with the approval of the Board, shall appoint a replacement Director to fill the vacancy for the remainder of the term.

**2.7 Quorum:** Five (5) Board Members present at a meeting shall constitute a quorum for the transaction of business.

**2.8 Special Meeting:** In extraordinary circumstances the President or any three (3) of the Board's membership may call for a Special Meeting of the Board, on not less than three (3) days prior notice.

**2.9 Voting:** All Board Members shall be voting Members, except that the President shall vote only to break a tie vote. With the approval of the President, voting on matters on an agenda may be taken by proxies, or by telephone or e-mail or other electronic means. The President may modify the agenda at any time prior to the start of a Board meeting. With respect to time-urgent or emergency matters, the President may authorize voting on matters not appearing on the agenda.

### **ARTICLE THREE. BOARD OFFICERS:**

**3.1 President:** The President shall act as chief executive officer for all OLLI operations; shall develop and circulate Board meeting agendas and preside over Board meetings; and subject to the approval of the Board shall appoint all Committee Chairmen to one year terms, and have general charge of the affairs and property of OLLI at UNLV. The President shall be an ex-officio member of all Committees except for the Nominating Committee. When the President is acting as an ex-officio member of a committee, or presiding at a meeting of the Board of Directors, he shall cast no vote on any matter brought before the Board or any committee except to break a tie vote.

**3.2 Vice President:** The Vice President shall take charge of the duties and exercise the powers of the President in the event of the President's absence or incapacity. If the office of the President should become vacant, the Vice President shall assume that office for the remainder of the term.

**3.3 Secretary:** The Secretary shall take and electronically record minutes of all Board meetings, and shall prepare and cause to be distributed to all Board Members and Committee Chairmen minutes of Board meetings not later than one week prior to the next scheduled Board meeting. The Secretary shall maintain a written file of all minutes that have been approved by the Board, and transfer that file to a succeeding Secretary. The electronically recorded minutes shall be retained until thirty days after they have been approved by the Board. The Secretary shall keep a permanent record of all Board Members and the time served on the Board for each election period. In the absence of the President and Vice-President at a Board meeting, the Secretary shall be the acting presiding officer, provided the required quorum has been established.

**3.4 Finance Officer:** The Finance Officer shall review and monitor all OLLI accounts, and report to the Board at each Board meeting the financial condition of OLLI at UNLV. The Finance Officer shall meet and coordinate with a designated representative of the Educational Outreach Department of UNLV to monitor accounts, and to prepare an annual working budget to present to the Board for approval.

### **ARTICLE FOUR. STANDING COMMITTEES:**

**4.1 Curriculum Committee:** The Curriculum Committee develops the curriculum, and recruits and manages course coordinators, subject to Board approval. The Curriculum Committee Chairman has the authority to make minor changes during the term with a verbal or electronic approval of the President. The Curriculum Chairman and the UNLV Staff prepare each curriculum catalog, with the assistance of the Publications Committee, when so requested.

**4.2 Publications Committee:** The Publications Committee shall prepare, edit and publish periodic Excellerate newsletters, assist in OLLI catalog preparation, produce promotional flyers as requested by OLLI

Administration, Board or committees, and assist in the preparations of the OLLI at UNLV Journal.

**4.3 By-Laws Committee:** The By-Laws Committee receives and considers proposed amendments to the By-Laws from any OLLI member, and shall make its recommendations to the Board in a timely manner. Proposed amendments recommended by the By-Laws Committee shall require approval of a majority of the entire Board. Proposed amendments not recommended by the By-Laws Committee shall require approval of 8 members of the Board. All proposed amendments to the By-laws approved by the Board shall be submitted to the membership in a timely manner by means of electronic voting procedures as those procedures are set by the Board of Directors from time to time, including paper ballots for those without computer access, and any such proposed amendments approved by a majority of OLLI members voting shall take effect immediately upon such approval.

**4.4 Nominating Committee:** The Nominating Committee shall solicit nominees for election to the OLLI Board of Directors, as set forth in Section 2.2, not later than one week after the start of each spring term, by electronic procedures as those procedures are set by the Board of Directors from time to time, including paper ballots for those without computer access. All members of OLLI at UNLV who have been members in good standing for any two terms (other than those members eliminated by the term limits provisions of Article Two, Section 2.3) shall be eligible to run for the Board of Directors, as set forth in Section 2.2, and any such eligible member may nominate himself or herself. Every member so nominated who is willing to run shall notify the Chairman of the Elections Committee that he or she is willing to run, and all such willing members shall appear on the ballot for election to the Board of Directors.

**4.5 Elections Committee:** The Elections Committee, in conjunction with the Board of Directors and the UNLV staff, shall develop and administer procedures for the election of OLLI Board Members, as set forth in Section 2.2. Election results shall be monitored and verified by the Chairman of the Elections Committee and a representative of the OLLI at UNLV staff.

**4.6 Events Committee:** The Events Committee shall plan and administer a program of social activities for OLLI members, with the approval of each such activity by the Board.

**4.7 Communications Committee:** The Communications Committee shall use blast e-mails to keep the OLLI Membership informed about course availability, special events, important dates, and volunteer opportunities; keep the OLLI website updated with current information that may be useful to current Members, and will pique interest for prospects to consider joining OLLI at UNLV; use social media sites (such as Facebook) to provide timely information and pictures to OLLI Members and prospective members; Ballot Proposals for Board vote, and for proposals approved by the Board, for the Membership and at the request of the Board President, maintain a telephone committee and phone tree "member calling list" for Members who do not use e-mail.

**4.8 Publicity Committee:** The Publicity Committee shall prepare, direct, and carry out all external OLLI publicity matters in conjunction with a representative of UNLV, and with the approval of the Board. The Publicity Committee Chairman shall report to the Board at each Board meeting.

**4.9 Strategic and Long-Range Planning Committee:** The Strategic and Long-Range Planning Committee ensures the sustainability of OLLI at UNLV by identifying needs and trends, acting as a visionary "think tank" and subsequently developing an ongoing strategic plan for consideration by the OLLI at UNLV Board. Factors addressed include membership satisfaction, future growth plans, and accessibility and stability of the organization.

**4.10 Fundraising Committee:** The Fundraising Committee plans and implements fundraising activities to

help meet the annual goals established by the OLLI Board.

**4.11 Facilities and Technology Committee:** The Facilities and Technology Committee acts as a liaison between OLLI at UNLV and UNLV to ensure that the facilities and equipment are conducive to effective learning and promote membership satisfaction.

**4.12 Historical Archives Committee:** The Historical Archives Committee archives and celebrates the history of OLLI at UNLV (formerly EXCELL) through files, photographs, souvenirs, and other media to document all pertinent OLLI at UNLV activities.

**4.13 Membership Committee:** The Membership Committee facilitates the recruitment, retention and satisfaction of OLLI Members.

**4.14 Volunteers and Community Outreach Committee:** The Volunteers and Community Outreach Committee recruits and provides sufficient volunteers to assist in the daily operations and special activities conducted by OLLI at UNLV.

#### **ARTICLE FIVE. AD-HOC COMMITTEES:**

**5.1** The President may form Ad-Hoc Committees for special purposes. Ad-Hoc Committees shall cease to exist one year after their formation unless extended by the President. The President may appoint a chairman of an Ad-Hoc Committee, or may direct the Committee to elect a Chairman.

**5.2** Disputes among OLLI members concerning OLLI related matters shall first be brought to the President, who will form an Ad-Hoc Committee to investigate and attempt to resolve the dispute. If not resolved by the Committee, the dispute shall be referred to UNLV for action under the UNLV student code of conduct.

#### **ARTICLE SIX. MISCELLANEOUS PROVISIONS:**

**6.1** Subject to applicable provisions of Nevada Revised Statutes, or any amendment thereto, all officers, employees and agents of OLLI at UNLV shall be indemnified and held harmless for any costs, expenses or liabilities incurred as a direct or consequential result of the performance of their duties hereunder.

**6.2** In the event of a conflict between any provision of these By-Laws and any formal policy of UNLV, the policy of UNLV shall prevail, and all remaining provisions of these By-Laws shall remain in full force and effect.

**6.3** No OLLI at UNLV member shall make available to others any OLLI at UNLV membership list. No OLLI at UNLV member shall use the OLLI at UNLV membership list or any classroom time or classroom roster to promote any enterprise for the purpose of personal profit. Violation of this provision shall cause automatic revocation of the violator's membership upon approval of the Board of Directors.