

## **BYLAWS**

### **University of Wisconsin-Green Bay for Lifelong Learning Institute**

#### **ARTICLE I -- NAME**

The name of the organization shall be University of Wisconsin-Green Bay Institute for Lifelong Learning Institute (LLI).

#### **ARTICLE II -- PURPOSE**

LLI is a member-directed, peer-led organization offering non-credit courses and other educational opportunities that are taught or facilitated by peers, community members, campus faculty and staff and other knowledgeable presenters.

#### **ARTICLE III - - SPONSORSHIP**

LLI shall be sponsored by the Division of Outreach and Extension of University of Wisconsin – Green Bay in accordance with the Memorandum of Agreement between UW-Green Bay and LLI. Goals and policies of the LLI Shall not be in conflict with, extend, or replace any policies of the University.

#### **ARTICLE IV -- MEMBERSHIP**

Section 1. LLI membership shall be open to all retired and semi-retired adults who have a commitment to learning and participating in the program. A requirement of membership is the completion of an application form and payment of the membership dues.

Section 2. Annual membership shall begin September 1 and end August 31 of the following year or January 1 and end on December 31.

Section 3. No person who meets the membership requirement shall be denied admission to LLI or be discriminated against in any program or activity as required by Wisconsin Statutes and/or federal laws and regulations.

#### **ARTICLE V -- LIABILITY**

Section 1. LLI shall be non-profit and operated solely for the purpose set forth in Article II. No member of this organization shall be liable for the debts, liabilities, or other financial obligations of LLI other than those due to the improper exercise of his/her function as an agent of this organization.

Section 2. In accordance with University of Wisconsin system policies, LLI shall be a program of the University of Wisconsin-Green Bay. Liability protection is provided to LLI members who govern or coordinate LLI programs on or off campus while acting within the scope of their duties and where protection is afforded by SS. 893.82 and 895.46(1). Wis. Stats.

#### ARTICLE VI – OFFICERS and MEMBERS AT LARGE

Section 1. Officers of LLI shall be a President, Vice-president, Secretary, and Treasurer. These Officers and Members at Large shall perform the duties prescribed by these bylaws and also those prescribed by LLI Policies and Procedures and by the Memorandum of Agreement between UWGB and LLI.

Section 2. Officers and Members at Large shall hold terms of one (1) year and shall serve no more than two (2) consecutive one (1) year terms in the same office. Former officers and Members at Large may again be nominated for office after a period of two (2) years has elapsed since they held that office.

Section 3. No Officer or Member at Large shall hold more than one office at a time.

Section 4. Officers and Members at Large shall be elected by a simple majority vote of LLI members on a ballot sent by mail or electronic communication to all LLI members at least 30 days prior to the date of the Annual Meeting. The nominees' qualifications will be sent with the ballots and posted on the LLI website. Ballots may be returned by mail or electronic communication and will be kept confidential. Ballots must be received in the LLI Office at least 10 days prior to the Annual Meeting. Officers and Members at Large elected will assume office at the beginning of the next fiscal year (July 1).

Section 5. Vacancies in unexpired terms of elected Officers or Members at Large shall be filled by appointment by the President for the balance of the term with approval of the Board of Directors.

#### ARTICLE VII -- GOVERNING BODY

Section 1. The governing body of LLI shall be called the Board of Directors. The Board of Directors shall maintain the orderly direction of business, ensure appropriate fiscal oversight, and provide supervision and support to all standing committees.

Section 2. The Board shall consist of the President, Vice-president, Secretary, Treasurer, and the chairs of the standing committees (to include the Presiding Chair and the Incoming Chair of the Curriculum Committee),

the immediate past president of LLI (ex-Officio, Voting) and three members-at-large elected by the membership

Section 3. The Associate Provost of the Division of Outreach and Extension or his/her delegate shall be an ex-officio, non-voting member of the Board and the LLI Standing Committees.

Section 4. Vacancies of unexpired terms shall be filled by appointment by the President for the balance of the term with the approval of the Board.

Section 5. Regular meetings of the Board shall be held as prescribed in LLI Policies and Procedures and are open to all LLI members. Special meetings of the Board may be called by the President and shall be called upon the written request of three members of the Board.

Section 6. The Board by a two-thirds vote may remove an Officer or other member of the Board for misconduct or neglect of duties, including extended absence from meetings.

#### ARTICLE VIII -- NOMINATION AND ELECTION COMMITTEE

Section 1. The Nomination and Election Committee shall be an ad-hoc committee consisting of three members. These members shall be appointed by the President and be approved by the Board at their November meeting. The Nomination and Election committee shall propose a slate of nominees for the offices of President, Vice-President, Secretary, Treasurer and three Board Members-At-Large. No member of the Nomination and Election Committee shall be nominated for an elected LLI position.

Section 2. The election of Officers and Members at Large shall be supervised by the Nomination and Election Committee prior to the Annual Meeting, with the mail and electronic balloting process facilitated by UWGB staff. The results of the election will be announced at the Annual Meeting.

Section 3. The chair of the Nomination and Election Committee shall announce a call for nominations from LLI members starting no later than January 31. All nominations must be submitted in writing, must include written consent of the nominee, a brief biographic statement, and must be received in the LLI Office at least 50 days prior to the Annual Meeting.

#### ARTICLE IX -- STANDING COMMITTEES

Section 1. There shall be five standing committees of LLI:

- a. Finance
- b. Curriculum
- c. Communication

- d. Social
- e. Volunteer Development

Section 2. Each of the standing committees shall consist of no less than five (5) members from the membership.

Section 3. Each Spring the standing committees shall forward to the President for his/her appointment, the names of proposed standing committee chairs, excluding Finance Committee (including the Presiding Chair and the Incoming Chair of the Curriculum Committee.) With the approval of the President, the names shall be presented to the Board for its approval. Chairs shall assume their duties at the beginning of the next fiscal year (July 1).

Section 4. Chairs shall be responsible for appointing the membership of their respective committees.

Section 5. The President or his/her delegated Board member shall be an ex-officio, non-voting member of all standing committees.

Section 6. Subject to Section 7, Chairs shall have terms of one (1) year, and shall serve no more than two (2) consecutive terms, being able to serve again as chairs after a period of two (2) years has elapsed since they last served. This term limit requirement may be waived by a 2/3 vote of the Board of Directors.

Section 7. The Curriculum Committee shall have a Presiding Chair and an Incoming Chair, with the appointed Incoming Chair serving a one -year term as the Incoming Chair and a second one-year term as the Presiding Chair, so there is always an overlap of the two chair positions.

Section 8. Vacancies during the year shall be filled by appointment by committee chairs. Vacancies of committee chairs shall be filled by appointment by the President with approval of the Board of Directors.

Section 9. Committee motions and decisions which exceed the budget limits or which involve a major policy decision shall be forwarded to the Board for final approval.

Section 10. Standing committees may appoint sub-committees or special committees on an as needed basis.

## ARTICLE X – MEMBERSHIP MEETINGS

Section 1. The Annual Meeting shall be held in the spring of the year at a date announced by the President no later than the September Board meeting immediately preceding the Annual Meeting.

Section 2. A Special Meeting of the membership may be called by the President

or by the Board upon the written request of three Board members. The purpose of the Special Meeting of the membership shall be stated in the call. Except in cases of emergency at least a seven day notice shall be given to the membership.

Section 3. A quorum shall be the LLI members voting.

#### ARTICLE XI – COMMITTEE VOTING

Section 1. A quorum shall be a majority of the members of a committee.

Section 2. A simple majority will carry a motion.

#### ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern LLI in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order LLI may adopt.

#### ARTICLE XIII – MEMBERSHIP DUES

Section 1. Membership dues shall be recommended by the Finance Committee and set by the Board in consultation with the UWGB LLI Advisor and in concurrence with the UWGB-LLI Memorandum of Agreement, and shall be presented to the Membership at the Annual Meeting.

Section 2. In case the University of Wisconsin-Green Bay Institute of Lifelong Learning Institute ceases to exist, any remaining funds and property shall remain in the Division of Outreach and Extension of the University of Wisconsin-Green Bay, the sponsoring institution.

#### ARTICLE XIV – AMENDMENT OF BYLAWS

Section 1. These bylaws may be amended by a two-thirds vote of LLI members' represented by ballots returned via mail or electronic communication to the LLI Office at least 10 days prior to the Annual Meeting. In the event of a special meeting of the membership called under Article X these bylaws may be amended by a two-thirds vote of members voting, provided the amendments have been submitted to the membership by mail or electronic communication at least 30 days prior to the Special Meeting of the membership.

Section 2. A draft of any bylaw amendments proposed by the LLI Board shall be

mailed or sent by electronic communications to all LLI members at least 80 days prior to the date of the Annual Meeting. These draft amendments shall be accompanied by a notice of an open meeting to be conducted by the LLI Board to receive and discuss any comments on the proposed amendments. A ballot containing the final version of any proposed bylaw amendments recommended by the LLI Board will be sent by mail or electronic communication to all LLI members at least 30 days prior to the Annual Meeting.

Adopted: May 18, 1999

Revised: May 15, 2001

Revised: April 27, 2005

Revised: April 23, 2008

Revised: May 4, 2011

Revised: May 2, 2012

Revised: May 1, 2013

Revised: May 7, 2014