



# **Lifelong Learning Institute (LLI)**

## **Bylaws**

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

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

### **ARTICLE II - PURPOSE**

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

### **ARTICLE III - MEMBERSHIP**

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

Section 2. Annual membership shall begin July 1 and end June 30 of the following year. New members that join LLI for the spring semester can do so at a semi-annual fee with membership going through June 30.

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. All members are expected to adhere to the LLI Code of Conduct as a condition of participation in LLI programs and activities.

### **ARTICLE IV - LIABILITY**

Section 1. No member of this organization shall be liable for the debts, liabilities, or other financial obligations of LLI.

Section 2. In accordance with UW System policies, LLI shall be a program of UW-Green Bay. Liability protection is provided to LLI members/presenters who govern, coordinate or present 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 V - 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 in LLI's Manual of Procedures and the UW-Green Bay Collaborative Guidelines.

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 one (1) year has elapsed since they held that same 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 by April 1. The nominees' qualifications will be included in the ballots. Ballots may be returned by electronic communication and will be kept confidential. Ballots must be received in the LLI Office by April 15.-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 VI - ADVISORY BOARD**

Section 1. The Advisory Board 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, Chairs of the Standing Committees, the immediate Past President of LLI (Ex-Officio, Voting) and three Members at Large elected by the membership.

Section 3. The Executive Officer of the Division of Continuing Education and Workforce Training at UW-Green Bay 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's Manual of Procedures and Guidelines and are open to all LLI members. Special meetings of the Board may be called by the President and shall be called upon by 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.

Section 7. A simple majority of Board Members constitutes a quorum.

## **ARTICLE VII - NOMINATION AND ELECTION COMMITTEE**

Section 1. The Nomination and Election Committee shall be an ad-hoc committee consisting of three members and chaired by the immediate past president of LLI. 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 electronic balloting process facilitated by UW-Green Bay 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 via mail or electronically and must include written consent of the nominee, a brief biographic statement, and must be received in the LLI Office by March 10<sup>th</sup>.

## **ARTICLE VIII- STANDING COMMITTEES**

Section 1. There shall be five Standing Committees of LLI: Finance, Curriculum, Publicity & Promotion, Social, and Technology.

Section 2. Each of the Standing Committees shall ideally consist of no less than five (5) members from the membership.

Section 3. By April 1 of each year, the Standing Committees shall forward to the President for his/her appointment, the names of Proposed Standing Committee Chairs, excluding Finance Committee. With the approval of the President, the names shall be presented to the Board at its



May meeting 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 one (1) year has elapsed since they last served. This term limit requirement may be waived by a two-thirds vote of the Board of Directors.

Section 7. 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 8. 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 9. Standing Committees may appoint Sub-Committees or special committees on an as needed basis.

## **ARTICLE IX - 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 request. Except in cases of emergency at least a seven-day notice shall be given to the membership.

## **ARTICLE X - 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 XI - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be used for 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 XII - MEMBERSHIP DUES**

Section 1. Membership dues shall be recommended by the Finance Committee and reviewed by the Board, with final approval resting with UW-Green Bay. Dues shall be presented to the Membership at the Annual Meeting.

Section 2. In case the UW-Green Bay Lifelong Learning Institute ceases to exist, any remaining funds and property shall remain in the Division of Continuing Education and Workforce Training.

## **ARTICLE XIII - AMENDMENT OF BYLAWS**

Section 1. These bylaws may be amended by the approval of the Board and a two-thirds vote of LLI members represented by ballots returned via 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 amendment recommended by the LLI Board will be sent by 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

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Revised: May 1, 2013

Revised: May 7, 2014



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