

OLLI AT VANDERBILT

OSHER LIFE-LONG LEARNING INSTITUTE AT VANDERBILT

BY-LAWS

ARTICLE I: Identity and Affiliation

1. The name of this organization shall be Osher Lifelong Learning Institute at Vanderbilt. It shall be under the auspices of the Division of Public Affairs of Vanderbilt University (or its successor).
2. The principal operating officer of this organization shall be the Executive Director of Osher Lifelong Learning Institute at Vanderbilt, who shall be a staff member of the Division of Public Affairs (or its successor).
3. The Division of Public Affairs (or its successor) shall hold the financial accounts of Osher Lifelong Learning Institute at Vanderbilt.

ARTICLE II: Mission

1. Osher Lifelong Learning Institute (OLLI) at Vanderbilt is an inclusive group that strives to organize and present to the greater Nashville community stimulating intellectual and cultural noncredit courses, programs and trips appropriate for adults 50 years of age and older, regardless of educational background.

ARTICLE III: Membership

1. Membership shall be open to all adults 50 years of age or older who have a commitment to learning, without regard to level of formal education.
2. Persons who have participated in an OLLI at Vanderbilt program during the current academic year or the preceding academic year shall be active members of OLLI. "Participate" includes enrollment in a course or service as an officer or committee member.
3. All active members shall be entitled to hold office, vote, and serve as committee members, committee chairs, and advisors.

4. Members who do not participate in any OLLI at Vanderbilt program for two academic years will be considered to be inactive members. After four years of inactivity they will be removed from the roster of members.
5. Inactive members will be reinstated as active members upon registering for an OLLI at Vanderbilt course or activity.

ARTICLE IV: Officers and Advisory Board of Directors

1. The Board of Directors of Osher Lifelong Learning Institute at Vanderbilt (“the Board”) shall be an advisory board that provides non-binding strategic advice to the Executive Director. The Board shall coordinate the curriculum, activities, and general operation of the Osher Lifelong Learning Institute at Vanderbilt with the guidance of the Executive Director.
2. The officers of OLLI at Vanderbilt shall be the President and Vice-President (who shall be President-Elect). The Executive Director shall perform the duties of corresponding secretary and the Board shall approve the appointment of a recording secretary. The President shall serve until a successor is installed and thereupon becomes the immediate Past President.
3. Officers shall be elected by the active membership for a term of one year and shall be eligible for one additional one-year term.
4. The Board of Directors of OLLI at Vanderbilt consists of the President, Vice-President/President Elect, and immediate Past President *ex officio*, Chairs of the standing committees, at-large Directors and the Executive Director *ex officio*.
5. The Board shall determine the number of at-large Directors, but at no time shall there be more than six. At-large Directors shall be elected for one term of three years. The terms of one-third of the at-large Directors shall expire annually. No at-large Director shall serve more than one full term in that capacity.
6. Vacancies on the Board shall be filled by the President and Executive Director, in consultation with the Board, for the unexpired term.
7. The President shall conduct all Board and general meetings, in consultation with the Executive Director.
8. The Board shall meet at least two times a year, when called by the President or by the Executive Director. Any member who wishes to bring business before a Board meeting may do so by notifying the President in time for the subject to be put on the agenda. Such member may attend the Board meeting at which the subject is to be discussed and may speak at that meeting, but not vote.
9. A quorum of the Board shall be a majority of members of the Board.
10. Time served as Vice-President, or as President, or as Past President shall not be counted in term limits for at-large Directors, Committee Chairs, or Committee members.

ARTICLE V: Committees

1. The Board in consultation with the Executive Director shall establish standing Committees, change the number of standing Committees, and appoint ad-hoc Committees.
2. The Chair of each committee shall be appointed by the President in consultation with the Executive Director. A committee chair shall not be appointed for more than three years, except in circumstances of special expertise, work in progress, or lack of an available successor, and when specifically approved by the President and the Board.
3. Names of committee chairs shall be reported to the Board.
4. Committee members shall be appointed by the committee chair, in consultation with the Executive Director, for one year. A committee member shall not be appointed for more than three successive years except under special circumstances formally approved by the President.
5. Names of committee members shall be reported to the Board.
6. Committee member vacancies occurring during the year shall be filled by the Chair of that committee and reported to the Board.

Article VI: Nomination and Election Procedures

1. The Nominating Committee members shall be the President, the Vice-President/President-Elect, the immediate Past President and the Executive Director.
2. The Nominating Committee determines the availability of candidates and publicizes the slate of nominees, including biographical information on each nominee to be voted on at the Annual Meeting.
3. A biography of any person so nominated must be circulated at the election meeting.
4. In case of a contested election, the voting shall be by secret ballot of those present at the meeting.
5. Election of officers and at-large Board members shall be held at the general meeting of members in the spring. Service shall begin upon election.

ARTICLE VII: General Meetings

1. There shall be at least one general meeting of the membership of OLLI at Vanderbilt each year, to be held in the spring, to elect officers and at-large directors.
2. At any general meeting other business may be conducted, provided that the President is notified in time for the matter to be placed on the agenda.

ARTICLE VIII: Amendments

1. Amendments to the By-Laws may be proposed by the Board, or by petition signed by ten per cent of the active members. Any proposed amendment shall be presented at a meeting of the Board.
2. Any proposed amendment shall be submitted to the active membership at the next scheduled general meeting, or at a special general meeting. Notice of proposed amendments shall be communicated to active members by electronic mail and by announcement and distribution at OLLI programs and courses, at least thirty days prior to the general meeting at which such amendments are to be considered.
3. Proposed amendments are adopted if they achieve a two-thirds vote of those present at the meeting.

ARTICLE IX: Rules of Procedure

1. Except as specified herein, procedures shall be those proscribed in Robert's *Rules of Order*.
2. All decisions shall be reached by majority vote except where other provision has been made in these By-Laws.

ARTICLE X: Adoption

1. These By-Laws shall become effective upon adoption by a two-thirds vote of those members present at the general meeting at which they are presented.

Approved at Annual Meeting, May 18, 2017