

# **ADVENTURES IN LIFELONG LEARNING**

## **By-Laws**

**Revised June 2016**

### **Article I – Name**

The name of this organization shall be ADVENTURES IN LIFELONG LEARNING, hereinafter known as ALL.

ALL is sponsored by Continuing Education and Community Engagement (CECE) at the University of Wisconsin-Parkside. ALL will set its own goals and policies and may not be in conflict with or replace any policies of the University of Wisconsin-Parkside. Use of financial and other resources raised by or contributed to ALL, from whatever source, will be subject to the discretion of ALL's Board of Directors and be consistent with the University of Wisconsin-Parkside policies.

### **Article II – Purpose**

- A. ALL provides an ongoing forum for seniors who have a mutual interest in intellectual stimulation and cultural enrichment. The concepts underlying the program are:
  - 1. That lifelong learning is a means to continued growth.
  - 2. That accrued knowledge and wisdom constitute a reserve of resources to be shared with peers and community.
  
- B. ALL is designed to provide expanded learning opportunities to its membership, utilizing faculty at the University of Wisconsin-Parkside and other institutions of higher learning, community resources and peer teaching. Opportunities for participation in additional activities will be developed as the group decides.

### **Article III - Membership**

Membership in ALL is open to seniors who have a commitment to learning. Request for membership shall be made on an approved form, accompanied by membership dues. The membership year is twelve months from the date of joining.

## **Article IV – Board of Directors (hereinafter known as the “Board”)**

### **A. Board Composition**

1. The Board shall consist of a minimum of twelve members, including the Officers of ALL, six Members-at-Large, Chairpersons of the Standing Committees, the Editor of the ALL Points Bulletin, and the CECE liaison.
2. The officers of ALL shall be the President, the President-Elect, the Immediate Past President, the Recording Secretary and the Treasurer.

### **B. Board Responsibilities**

1. The Board shall have general supervision of the affairs of ALL. All of ALL’s activities shall be guided by ALL’s Book of Policies and Procedures and Robert’s Rules of Order current edition.
2. The Board shall hold monthly business meetings. Special meetings of the Board can be called by the President, and shall be called on written request to the President by three Board members.
3. These Board members shall perform the duties described by these By-Laws and by the parliamentary authority adopted by the organization.
4. A quorum for a Board meeting shall be eleven members. Business may be transacted by a simple majority of those present.

### **C. Board Member Qualifications**

1. Board members must be current members of ALL.
2. Each Board member has one vote.
3. No Board member may hold more than one elected office at the same time.

### **D. Terms of Office**

1. Officers shall normally serve no more than two consecutive one-year terms. However, if it is to the advantage of ALL, the Board may propose the election of an officer for a third year only.
2. Three Members-at-Large shall be elected each year to a single two-year term, on a staggered schedule. Every year, there will be three new Members-at-Large, and three Members-at-Large in the second year of their term.

## **Article V - Elections and Vacancies**

### **A. Elections**

1. Officers and Members-at-Large shall be elected by a majority vote of members present at the June Annual Membership Meeting. Their terms shall begin on the following July 1.
2. The Immediate Past President, Chair of the Nominating Committee, will be responsible for organizing and conducting the election.

### **Article V - Elections and Vacancies - continued**

3. An election notice will be sent to the members, at least one month prior to the election date. It shall contain the slate of candidates and a brief biography for each.
4. The election notice will state that nominations from the floor may be made with the written consent of such candidates.
5. When there is more than one candidate for any office, written ballots will be used. Candidates will be elected by a majority vote of those present.

#### **B. Vacancies on the Board**

1. Resignations from the Board must be submitted in writing to the President, who shall bring them up as an article of new business at the next Board meeting. The President may, at her/his discretion, call a Special Meeting of the Board to discuss and handle such resignations.
2. Unless excused in advance, members of the Board shall have their positions declared vacant if, for whatever reason, they fail to attend two successive Board Meetings.
3. Vacancies of elected Officers and Members-at-Large shall be filled by the President, based upon recommendations from the Nominating Committee.
4. In consultation with the Board, vacancies of Chairpersons of Committees shall be filled by the President.

### **Article VI - Duties of Officers and Members-at-Large**

#### **A. President**

1. The President provides leadership to the organization, and represents ALL to the University of Wisconsin-Parkside, other organizations, and to the community; signs all legal documents; appoints committee chairs; is a non-voting member of all Standing Committees except he/she may not serve on the Nominating Committee; directs the work of the University Services Associate at the University of Wisconsin – Parkside as needed to complete the ALL activities; presides over Board Meetings and the Annual Meeting. Please see the CECE Liaison for the University Services Associate job description.
2. The President, in consultation with the other ALL Officers, is authorized to make decisions on behalf of ALL between Board Meetings, on issues that must be addressed before the next Board Meeting.
3. The President is responsible for orienting new Board members on their role and responsibilities.

#### **B. President-Elect**

1. The President-Elect shall perform the duties of the President when he/she is not available.
2. The President-Elect shall perform duties as assigned by the President.
3. The President-Elect shall familiarize her/himself with the work of the Standing Committees by meeting with each committee from time to time.

4. The President-Elect shall act as a resource person to the Focus Groups and shall represent them at Board Meetings.
5. Should the President not be able to complete her/his term of office, the President-Elect shall become President for the remainder of the term of office.

**C. Immediate Past President**

The Immediate Past President shall chair the Nominating Committee, the Strategic Planning Committee, and shall perform any other duties as assigned by the President, and in the absence of both President and President-Elect, shall assume the duties of the President.

**D. Recording Secretary**

1. The Recording secretary is responsible for the minutes of all Board Meetings and the Annual Meeting, including the recording, the production and distribution of the minutes and the posting of the minutes in the ALL office.
2. The Recording Secretary shall also take minutes at Special Membership Meetings. Such minutes shall be read into the minutes of the next regular Board Meeting, thereby becoming a part of the official record. A report of the Special Membership Meeting shall be sent to the membership.

**E. Treasurer**

1. The Treasurer is responsible for the financial activities of ALL.
2. The Treasurer utilizes the regular written financial reports prepared by the University of Wisconsin-Parkside, in order to prepare reports for Board Meetings on the financial status of the organization.
3. The Treasurer is automatically a member of the Finance Committee, but may not be the Chair.
4. In consultation with the Finance Committee, the Treasurer is also responsible for preparing the proposed operating budget for ALL for its next fiscal year. This report is presented to the Board for adoption at the May board meeting and given to the members at the June Annual Meeting.

**Members-at-Large**

1. Members-at-Large shall participate in the Board's decision-making process.
2. In order to become familiar with ALL operations, the Members-at-Large shall participate in a committee of their own choosing, and/or be on special assignment.
3. Members-at-Large shall act as liaison to the membership, and bring to the Board the ideas and suggestions of the members.

**Article VII – Standing Committees, Special Committees, Focus Groups**

**A. Standing Committees**

1. Standing Committees shall be Lectures, Classes, Finance, Publicity, Membership, Social, Day Trips, Audio Visual, Volunteers, Historian and Strategic Planning.

2. The President, with the advice and consent of the Board, shall appoint Chairs for each Standing Committee for a term of one year. Chairs may serve for successive terms. Upon appointment, the Chair becomes a member the Board.
3. The Chair of each Standing Committee shall select members from the list of members who have indicated a desire to serve, and other members of special talents as invited by the Chair. Standing Committees may establish subcommittees of other members of ALL when necessary to accomplish a task.

**B. Special Committees**

1. Special and Ad Hoc Committees are established to meet some special need which does not come under the auspices of the Standing Committees. The President, consulting with the Board, will define the purpose of such committees and assign the chairs to undertake these responsibilities. The Chairs of such Committees will report to the Board during their term of service.
2. Nominating Committee
  - a. The Nominating Committee will consist of five members: the chair, two members currently on the board, and two members from the general membership who have never served on the board.
  - b. The Immediate Past President shall chair this committee, and select her/his committee members.
  - c. The Nominating Committee will follow the time line as established in the Policies and Procedures.
  - d. It shall be the duty of this Committee to nominate candidates for the offices to be filled at the Annual Meeting.
3. The Week of Learning Committee shall plan and implement an in-depth study of a topic.
4. Focus Groups must be approved by the Board. They are formed by ALL members who have a common interest or activity, and they select their Chairs, set their own agendas and schedules, being guided by ALL's Book of Policies and Procedures. Each participant must be a member of ALL. The President-Elect shall act as a resource person to the Focus Groups and represent them at Board Meetings.

**Article VIII - Special Meetings of the Membership**

- A. Special Meetings may be called by the President or the Board.
- B. Special Meetings may also be called by written petition of at least 10% of the membership.
- C. The purpose for such meetings shall be stated in a written agenda sent out at least a month prior to the meeting date. No other business may be transacted except that for which the meeting was called.

- D. Motions on the agenda may be enacted by a majority vote of those present. (This does not apply to By-Law changes. See Article XI).

**Article IX - Finances**

- A. The funds of the organization shall be under the supervision of the Treasurer, working in conjunction with the ALL Finance Committee and the Director of Continuing Education.
- B. ALL's dues and other member charges are submitted to the ALL University Services Associate for processing through the University of Wisconsin-Parkside system.
- C. The CECE Liaison shall consult with the appropriate members of ALL to ensure that the ALL expenditures are consistent with the policies of the Board and University of Wisconsin-Parkside.
- D. Membership dues, assessments and special fees shall be approved by the Board upon recommendation of the Treasurer, the Finance Committee and the CECE Liaison.
- E. The ALL fiscal year shall be from July 1 to June 30.

**Article X – Books and Records**

Books, records and papers of ALL relating to its organization, programs, activities and management shall be kept in the ALL Office. Such records are open to the inspection of the members at any time during normal business hours. Records taken from the office must be recorded in the ALL Office Log Book.

**Article XI – Amendment of By-Laws**

- A. Amendments to these By-Laws may be proposed by motion at any Board Meeting or by written petition signed by 10% of ALL members.
- B. Such proposed amendments shall be referred to a special By-Laws Review Committee, which will study and make recommendations to the Board. If the Board approves, the proposed amendments will be submitted to the membership at the next Annual Meeting, or at a Special Meeting called for that Purpose. Such meeting must be announced in writing one month prior to the meeting date.
- C. To enact a By-Laws change, 2/3 of those voting must approve the change.
- D. Unless otherwise stated, the proposed amendment, if adopted, becomes a part of the By-Laws.