

Osher Lifelong Learning Institute at the University of Michigan

BYLAWS

I: NAME AND MISSION

A: Name

The name of the organization is the “Osher Lifelong Learning Institute at the University of Michigan.” The organization was established in 1987 as an affiliated organization of the University of Michigan Geriatrics Center. Prior to 2006 it was called “Learning in Retirement.” The current name was adopted in 2006 after receiving grant funding from the Osher Foundation. It is herein referred to as OLLI.

B: Mission

The mission of OLLI is to use the university community to challenge minds and stimulate spirits of people 50 years of age or older. It offers learning activities designed to enhance understanding of the world—its historic, cultural and social aspects—using a variety of non-credit academic learning formats. These generally consist of lectures, study groups, and educational travel.

C: Relationship to the Geriatrics Center and the University of Michigan

1. OLLI is a self directed, volunteer membership organization aligned to the Geriatrics Center in accordance with these Bylaws, as reviewed by the Director of the Geriatrics Center.
2. The Director appoints the Associate Director of Social Work & Community Programs for the Geriatrics Center to be Staff Advisor on behalf of the Geriatrics Center. This position is herein referred to as the Staff Advisor.
3. The Board of Directors of OLLI invites a member of the University of Michigan faculty to be Faculty Advisor. The Faculty Advisor may attend Board meetings as a non-voting consultant and may serve as Principal Investigator for OLLI grant applications.
4. The Geriatrics Center provides the following support for OLLI:
 - a. Regular use of the Turner Senior Resource Center located at 2401 Plymouth Road, Ann Arbor, Michigan, including maintenance, liability protection, security services, and use of university computers with backup and helpdesk support.

- b. Access to and use of all financial and administrative University of Michigan systems needed to conduct business, such as Financial Operations, Gifts and Development, Legal Services, Risk Management, Human Resources, Payroll and Benefits, etc.
- c. Access to other UM central services, such as printing and mailing.
- 5. Staff members of OLLI are employees of the University of Michigan Health Systems. They report administratively to the Associate Director of the Geriatrics Center. Their activities are directed by the OLLI Board of Directors, and OLLI is responsible for funding their salaries and benefits.
- 6. The Staff Advisor hires staff members, in accordance with position classifications and descriptions and administrative procedures of the University of Michigan Health Systems and in consultation with the Executive Committee (see section IV.C.) of the OLLI Board of Directors.

D: Relationship to the Osher Foundation

- 1. Initial funding was received in 2006 from the Osher Foundation in the form of a grant. Several subsequent Osher grants were received. The Osher Foundation established an endowment at the University of Michigan for the benefit of OLLI in 2008.
- 2. OLLI strives to achieve the requirements and goals outlined in the grant proposals, including adopting the name change to OLLI, expanding membership, and achieving financial sustainability.
- 3. Additional requests for future grants may be made to the Osher Foundation.

E: Fiscal Year

The fiscal year is from July 1 to June 30 to conform to that of the University of Michigan.

II: MEMBERSHIP

A: Eligibility for Membership

Membership is open to anyone age 50 or older. Membership is granted after completion and receipt of a membership application and payment of annual membership fees.

B: Annual Membership and Program Fees

- 1. Members are assessed annual membership fees. The amount of the membership fee is established by a majority vote of the Board of Directors.
- 2. Additional fees are charged for lecture series, study groups, educational travel and other OLLI programs.

3. In hardship cases, fee payment may be granted from funds designated for that purpose, subject to policies established by the Board.
4. Membership fees are non-refundable. Program fees are non-refundable except upon cancellation of the program event.

C: Rights of Members

1. Members are entitled to participate in all activities of OLLI, subject to payment of any specific fees for lecture series, study groups, educational travel and other activities.
2. Members are eligible to vote to elect Board members and Officers.

D: Meeting of Members

1. The Board will schedule an annual meeting of members to elect a Board of Directors and Officers and for other business as the Board finds necessary.
2. The meeting is usually held in May. Notice of the meeting will be made at least 30 days prior to the date of the meeting. Additional meetings may be called as needed by the President.

III: BOARD OF DIRECTORS AND OFFICERS

A: Role of Board of Directors

1. The Board is responsible for overall policy and direction of OLLI. It delegates responsibilities for day-to day operations to the staff and committees.
2. The Board shall have not more than 18 members.
3. Members receive no compensation other than reasonable reimbursement of expenses.
4. All Board members are elected except the Staff Advisor and the immediate Past President.

B: Financial Responsibility

1. The Board establishes a financial plan and annual budget.
2. The Board authorizes all expenditures except for limits set and delegated to the Executive Committee (see section IV.C.).
3. The Board authorizes OLLI full and part-time paid staff positions and provides the budget for them.
4. The Board establishes annual membership fees and authorizes program fees.

C: Terms

1. The four Officers and the Chairs of Standing Committees serve as members of the Board during their terms of office.

2. All elected Board members serve two-year terms.
3. Members elected by the Board to replace Board members who have resigned or are unable to complete their terms serve the remainder of the term of the member they have replaced.
4. The Associate Director of the Geriatrics Center (Staff Advisor) serves as a permanent member of the Board.
5. The immediate past president serves as a member of the Board for an additional two years without re-election.
6. In so far as possible, the terms of Board members are staggered so that approximately half of the Board is elected each year. The Nominating Committee (section III.F.1) determines the number of Board nominees each year to remain within the 18-member limit.

D: Officers

1. The four Officers of OLLI are President, Vice-President, Secretary, and Treasurer. Each is elected to serve a two-year term.
2. President
 - a. Acts as the chief executive officer for all OLLI operations.
 - b. Develops agendas and presides over all meetings of the Board.
 - c. Presides over the activities of the Executive Committee.
 - d. Facilitates the implementation of decisions of the Board.
 - e. Presides at general meetings of members.
3. Vice-President
 - a. Acts for the President in his/her absence.
 - b. Fulfills other leadership responsibilities as assigned by the President.
4. Secretary
 - a. Prepares and makes available minutes of the meetings of the Board in a timely manner.
 - b. Maintains a consolidated record of motions and resolutions approved by the Board.
 - c. Supervises the maintenance of other permanent records of OLLI.
5. Treasurer
 - a. Proposes an annual budget for board approval.
 - b. Reviews and monitors all OLLI accounts.
 - c. Reports on financial conditions of OLLI at Board meetings and membership meetings.
 - d. Prepares financial forecasts and long-term financial plans for Board approval.
 - e. The Treasurer serves as chair of the Finance Committee (section IV.D.).

E: Meetings of the Board

1. The Board meets at least bimonthly. Additional meetings may be scheduled on an as-needed basis by the President. Meetings may be canceled by the President, provided the Board meets at least six times annually.
2. At the first Board meeting following the annual meeting, planned Board meeting dates and venues for the next twelve months are proposed by the President and approved by the Board. Board members are notified of any additional meetings at least two weeks before the date of the meeting.
3. A quorum is required to hold a Board meeting. A quorum consists of a majority of the members of the Board.
4. Minutes of the Board meetings are kept by the Secretary or his/her designee and constitute a record of the activities of the Board.
5. ***Roberts Rules of Order*** guides the conduct of all Board meeting unless other procedures are specified by the President.

F: Elections

1. Prior to each annual meeting, the President appoints, usually in November, one Board member, usually the Past President, to be Chair of the Nominating Committee.
2. This Chair in collaboration with the President selects members of the Committee.
3. The Committee identifies at least one candidate from among active members to fill open elected board and officer positions and verifies the willingness of each nominee to serve if elected. Existing Officers and Board members may be nominated to serve additional terms.
4. All active members are eligible for these positions. An active member is any member who has participated in the activities of OLLI for at least one year.
5. Recommendations by the Nominating Committee are reviewed and approved by the Board.
6. Members are notified of the slate of candidates at least 30 days prior to the annual meeting.
7. Any OLLI member may also submit to the Nominating Committee floor nominations of active members at least two weeks prior to the annual meeting. The Committee determines willingness to serve.
8. The election is held during the annual meeting. The Nominating Committee carries out the election process. Candidates are elected by a majority of members present at the meeting.
9. Elected Board members and Officers begin serving immediately upon election.

G: Resignations and Vacancies

1. A Board member may resign at any time by giving written notice to the President.
2. A Board member absent from Board meetings without excuse may be removed by majority vote of the remaining Board.
3. A Board member may be removed for reasons specified by the Board by a three-fourths vote of the remaining Board members.
4. The President may nominate replacements, subject to majority approval of the Board, to serve until the next annual election.

IV: COMMITTEES

A: Committee Formation

1. The Board of Directors may create committees as needed and of a standing, permanent, or temporary nature to carry out the activities of OLLI.
2. The Board determines the purpose and responsibilities of each committee it creates, and each committee is expected to report major decisions and actions to the Board and obtain its approval.

B: Standing Committees

1. The Board has established the following permanent Standing Committees: Lectures Committee, Study Groups Committee, Marketing and Newsletter Committee, and Information Technology (IT) Committee.
2. The Board approves the selection of the Chair of each Standing Committee. The Chair of each standing Committee is then nominated by the Nominating Committee to serve on the Board and elected at the annual meeting.
3. The Chair of each Standing Committee serves a two-year term.
4. The Board may establish additional Standing Committees, at which time the Board will determine if the chair of the committee is to serve as a Board member until the next annual meeting.

C: Executive Committee

1. The Executive Committee is designated a permanent committee.
2. The four Officers of OLLI constitute the Executive Committee. The Executive Committee has all the powers and authority of the Board of Directors in the intervals between meetings except authorization of individual expenditures above limits established by the Board.
3. The Executive Committee and the Staff Advisor serve as a Human Resources Committee when needed to resolve issues arising in the joint supervision of paid staff and the recruitment of new staff.

D: Permanent Committees

The Finance Committee, the Travel Committee, the Program Venue Committee, and the Fund-Raising Committee are designated permanent committees, as well as the Executive Committee.

E: Ad-hoc Committees and Subcommittees

1. Other committees – for example, the nominating committees, strategic retreat committees, and grant committees – are designated ad-hoc committees.
2. Any Officer or Chair of a Standing Committee, in addition to the Board itself, may establish additional ad-hoc committees or sub-committees in order to carry out OLLI activities. The appointer shall specify the purpose and duration of each ad-hoc committee or sub-committee.

V: AMENDMENTS

These Bylaws may be amended by two-thirds majority of the Board of Directors and approval by the majority of members in attendance at the annual meeting.

VI: CERTIFICATION

These Bylaws were approved by a two-thirds majority vote at the meeting of the Board of Directors on April 20, 2011 and unanimously by the membership in attendance at the annual meeting on May 12, 2011.