

**OSHER LIFELONG LEARNING INSTITUTE  
AT SOUTHERN OREGON UNIVERSITY  
*Restated* BYLAWS**

**ARTICLE I: NAMES**

**SECTION 1.** The name of the organization shall be OSHER LIFELONG LEARNING INSTITUTE (OLLI) AT SOUTHERN OREGON UNIVERSITY (SOU) (hereinafter OLLI at SOU).

**SECTION 2.** OLLI at SOU is part of the SOU Division of Continuing Education and an affiliate of the Southern Oregon University Foundation (SOUF). It shall operate in conformity with the appropriate laws of the State of Oregon and rules of the Oregon University System. OLLI at SOU uses various SOU services, including its finance and personnel system, SOU facilities and resources of the SOUF.

**SECTION 3.** OLLI at SOU shall maintain offices at a location chosen by its Council, subject to approval by the Division of Continuing Education.

**ARTICLE II: PURPOSE**

OLLI at SOU is a member-driven educational community established for individuals 50 or older to foster intellectual curiosity and continuous learning. OLLI at SOU relies upon its participants to contribute their talents, skills and time. OLLI at SOU offers older adults opportunity for continued learning programs, social and cultural enrichment.

**ARTICLE III: MEMBERSHIP**

**SECTION 1.** Any older adult who conforms to OLLI at SOU and SOU policies and pays the annual enrollment fee and any other fees designated by the Council shall be granted membership. No previous educational experience is required.

**SECTION 2.** Periodically, the Council shall review the annual membership fee and any class participation fees. Future changes to the annual membership fee and any per-class tuition charges designed to raise general revenue in support of annual operating expenses shall not become final until the Council gives notice to the membership, holds a public hearing on the proposed fee adjustments and the Council votes affirmatively for the change.

**SECTION 3.** OLLI at SOU is a volunteer organization and shall not directly compensate members or non-members for services as teachers, committee work, presentations or other member services on OLLI at SOU's behalf; however incentives and other benefits may be provided to volunteers as determined by the OLLI at SOU Council .

**ARTICLE IV: OFFICERS**

**SECTION 1.** Officers of OLLI at SOU shall be a president, vice president, secretary and treasurer, all elected annually by the Council from its membership. The office of secretary and treasurer may be filled by the same person. The Council may provide by motion for duties of its officers. The president, or his/her appointee, shall serve as a member of the SOUF Board.

**SECTION 2.** Officers are elected by majority vote of the newly-seated Council at its first meeting after a Council election and shall serve a one-year term, beginning with the organizational meeting of the newly-elected Council and serving until that meeting the following year. After completion of his/her term, the president shall be ineligible for that office for three years. When vacancies occur among Council officers, the Council shall elect a replacement from its membership.

**ARTICLE V: MEMBER MEETINGS**

**SECTION 1.** OLLI at SOU shall hold an annual meeting of the membership prior to the end of each OLLI at SOU academic year. The purpose of this meeting is for Council to update members on current business and for members to bring matters to the Council. A quorum shall be 50 persons or 15 percent of the membership, whichever is fewer.

**SECTION 2.** The Council may call special membership meetings as necessary. Quorum shall be the same as for annual meetings. Special membership meetings may also be called by petition from members to the Council stating the matter to be considered; such petitions shall contain signatures of at least 5 percent of the membership.

**SECTION 3.** Members shall be notified at least 30 days prior of the time, location, and purpose of any membership meeting. Voting on matters which may be properly considered by a meeting of the membership may be conducted by mail, in which case an affirmative vote by a majority of those returning ballots shall be required to pass any measure. Minutes of all membership meetings shall be kept and become the record of the business conducted. Minutes shall be maintained in the OLLI at SOU office and made available to any member.

#### **ARTICLE VI: COUNCIL**

**SECTION 1.** The OLLI at SOU Council shall supervise, control, and direct the affairs of OLLI at SOU, pursue its purposes, and determine its policies, consistent with policies of SOU. The Council may adopt such operating rules, policies, and procedures as necessary. It shall maintain a handbook of current rules, policies and procedures, which shall be available at its offices during normal business hours for inspection by the membership and the public. Five directors of the Council constitute a quorum. A simple majority of those voting is required for the passage of motions.

**SECTION 2.** The Council shall be composed of nine directors who shall serve three year terms. Three Council directors shall be elected each year. Upon completion of a three-year term, a director shall not be eligible for election for one calendar year. Directors shall be current members of OLLI at SOU at the time of nomination and maintain that membership for the duration of their term of office. A director's position shall be deemed vacant should his/her membership in OLLI at SOU lapse or be terminated during the term to which he/she was elected. Council members may only serve as a council representative to standing committees. They may serve, at the discretion of the president, on ad hoc committees. The SOU official who serves as liaison shall be invited to every Council meeting and shall serve ex-officio without a vote.

**SECTION 3.** A director may resign at any time by giving written notice to the President. A director absent from three consecutive meetings without excuse may be removed by majority vote of directors at a regular or special Council meeting at which a quorum is present. The remaining directors may vote to fill vacancies on the Council due to death, resignation and removal, or directors may leave the position vacant until the next regular election.

**SECTION 4.** Council Director Election and Leadership Development and Recruitment Committee Procedures: New Council Directors shall be elected by a plurality vote of the general membership, conducted electronically; paper ballots will be provided to members as required. New Directors shall serve for three years, beginning with the first Council meeting following the Annual Meeting. [Changes adopted by majority vote of membership on February 8, 2019]

The Leadership Development and Recruitment committee shall establish a procedure for seeking director candidates and orienting those candidates to OLLI. At the April business meeting of the Council, the chairperson shall present a slate of candidates, numbering at least one more name than the number of directorships to be filled. The Leadership Development and Recruitment Committee will present the ballot to the Council at the May meeting. [Changes adopted by majority vote of membership on February 8, 2019]

**SECTION 5.** The Council shall provide, in its handbook of current policies, for such standing committees as are necessary for smooth function of OLLI at SOU. The policy shall include direction to the committee, which shall be reviewed periodically by the Council. The Council may create an Ad Hoc Committee at any time. The president shall appoint committee chairpersons, with confirmation by the Council, for terms of one year.

**SECTION 6.** The Council shall annually adopt a regular meeting schedule including rules for notice to directors and the membership of the time, location and matters for action at any meeting. It may provide procedures for electronic special meetings of the Council and use of telephonic or electronic mail voting by directors.

**SECTION 7.** Minutes of Council meetings shall be kept as the record of the business conducted. Minutes shall be maintained in OLLI at SOU offices and made available to any member.

**ARTICLE VII: PARLIAMENTARY AUTHORITY**

When not specifically enumerated in these Bylaws or by Council rule, Robert’s Rules of Order Newly Revised, current edition, shall be the parliamentary authority for conduct of meetings of the membership or Council.

**ARTICLE VIII: ADMINISTRATION**

SOU, with Council’s direct input and final approval, shall hire a Program Coordinator who shall carry out administrative work. SOU shall determine in consultation with the Council the duties, responsibilities, and compensation of this position which shall be paid by OLLI at SOU funds. The same procedure shall be followed for any additional professional or support staff.

**ARTICLE IX: FINANCES**

**SECTION 1.** At the direction of its Council, OLLI at SOU shall raise the funds necessary to support its programs and activities from membership fees, activity fees, fund raising activities, grants and such other financial campaigns as are necessary to assure financial success of the organization. All fund raising activities shall comply with applicable policies of SOU and SOUF.

**SECTION 2.** The funds of OLLI at SOU shall be managed and disbursed at the direction of the Council, subject to oversight of SOU and SOUF.

**SECTION 3.** OLLI at SOU shall operate under a budget adopted annually by its Council and approved by SOU. Expenditures shall be reported to its membership at the annual business meeting.

**ARTICLE X: DISSOLUTION**

In consultation with Southern Oregon University, OLLI at SOU may be dissolved or merged with another similar organization conducting substantially the same activities, upon approval of a plan of dissolution adopted by a two-thirds vote of the total membership of the Council, and a majority of those members voting in a special election called for that purpose.

**ARTICLE XI: AMENDMENTS**

Any OLLI at SOU member may propose amendments to these Bylaws. The Council, on its own motion at a duly noticed meeting, may propose amendments to these Bylaws. Upon submission in writing to a regular meeting of the Council or at a special meeting called for such purpose, a motion to amend shall require affirmative votes of two-thirds of those Council members present. The council shall decide if voting will be in an election-by-mail, by electronic voting, or an election at the next annual business meeting, and issue appropriate notice to the members. The amendment shall be enacted if approved by a majority of those returning ballots in a vote-by-mail or electronic election; or by two-thirds of the members voting if submitted at the annual business meeting. Procedures for giving notice shall be established by Council rule and provide not less than 30 days notice to the membership. [Changes adopted on December 2, 2014]

**ARTICLE XII: TRANSITION**

These restated bylaws are submitted by mail to the membership for consideration at the annual membership meeting called for 3 p.m., May 15, 2013. In the event these restated bylaws are approved by a majority of those voting, they shall take effect July 1, 2013.

*Adopted by a majority of those voting, including those designating the secretary as their proxy, this fifteenth day of May, 2013.*

*Attest:*

      s/ Brad Inman        
Brad Inman, president, May 15, 2013

      s/ Lucy Strasburg        
Lucy Strasburg, secretary, May 15, 2013