

Bylaws
Lifelong Learning Institute at Virginia Tech

Article I Name

Section 1

The name of the organization is the Lifelong Learning Institute (LLI) at Virginia Tech.

Section 2

The LLI at Virginia Tech is a volunteer-driven organization that sets its own policies and goals through its Board of Directors. LLI at Virginia Tech is a collaborative partnership with the Virginia Tech Office of Engagement, its primary institutional sponsor. Board membership reflects this close and important relationship between LLI and its Virginia Tech host.

The administrative affairs of LLI at Virginia Tech are subject to the policies and regulations of the Division of Outreach and International Affairs at Virginia Tech. Funds raised outside of membership fees, course enrollment fees and participation fees are subject to the discretion of the Board of Directors. Such funds will be managed consistent with financial agreements with the Virginia Tech Division of Outreach and International Affairs.

Article II Purpose

Section 1

The purpose of the LLI at Virginia Tech is to provide a wide-ranging variety of intellectual, cultural and social learning experiences for curious adults 50 plus in an inclusive and supportive learning environment. These experiences may include but are not limited to courses, special events, field trips, tours and participation in interest groups.

Section 2

LLI at Virginia Tech is organized exclusively for charitable, literary, and educational purposes, including for such purposes, the making of distributions to organizations that qualify under section 501 (c) 3 of the Internal Revenue Code or any corresponding section of federal tax code.

Article III Members

Section 1

The organization has no voting members.

Section 2

Participants in the activities of the organization are required to pay annual or term fees and other course-related fees as designated by the Board of Directors to engage in and support the educational activities of the LLI at Virginia Tech. Fee waivers may be granted for reasons

deemed appropriate by the Board. Participants who fulfill the obligation of annual or term fees are considered non-voting members and are eligible to serve as members of the Board.

Article IV Board of Directors

Section 1

The Board of Directors (Board) is responsible for setting policy and governing the organization. The Board holds the power to conduct the business of the LLI at VT or delegate that power to the VT Office of Engagement or CPE where appropriate.

There shall be no fewer than 10 nor more than 16 members, including the chairs of standing committees, the head of the VT Office of Engagement (or designee), the CPE LLI Program Director, and no less than six at-large members.

Section 2

At-large members serve two-year terms, with a maximum of three consecutive terms. They are eligible for re-nomination after a one-year break in service from the Board.

Section 3

A quorum of 60% of current voting members of the Board is necessary to conduct business that requires a Board vote. Board members may participate by phone and/or vote electronically on all matters before the Board.

Section 4

The Board meets at least four times a year to conduct the relevant business of the organization. Additional meetings of the Board are called and arranged by the Chair or any two members with a five-day notice.

Section 5

The Chair and/or any member of the Board may recommend a replacement to the Board in the case of a mid-term vacancy created by a Board member or Committee Chair who is unable to complete the term. Appointment requires approval by the Board. The term of the appointment will be for the remainder of the vacated term and is effective immediately.

ARTICLE V NOMINATIONS AND ELECTION

Section 1

The Board will appoint a Nominating Committee which is responsible for identifying and/or recruiting candidates for at-large Board members and officers. The Nominating Committee solicits and vets recommendations from the current Board and LLI non-voting members. The Committee will inform prospective Board members of the responsibilities and expectations of Board members prior to their formal nomination.

LLI at Virginia Tech encourages mutually supportive partnerships with community organizations. An opportunity to strengthen or expand such partnerships is taken into consideration, along with other factors, in developing a slate of nominees to serve as at-large members of the Board.

Nominees must be non-voting members of LLI at Virginia Tech.

Section 2

The Nominating Committee provides background information about each candidate to the Board for their consideration. New Board members are elected upon majority vote of the Board members present. The annual election and appointment cycle shall be established to optimize the work of the Board.

Article VI Officers of the Board

Section 1

Officers of the Board shall be the Chair and Vice Chair who serve two-year terms with a maximum of three consecutive terms. At the discretion of the Board, the Chair's appointment may be extended beyond his or her maximum six years of service in order to complete a term as Chair.

Officers shall be elected by the full Board from among its members. The Board may appoint other officers, agents or employees as needed.

Section 2

The Chair calls and conducts meetings of the Board of Directors, prepares meeting agendas with the advice of the Board, and serves as liaison with VT Office of Engagement and the CPE LLI Program Director. The Chair oversees preparation and distribution of Board minutes and reports. The Chair serves until a successor is elected. The Chair may serve as an ex officio member of any standing committee.

Section 3

The Vice Chair performs all duties of the Chair in that person's absence and performs such other duties as requested by the Chair. The Vice Chair is the organizational parliamentarian. The Vice Chair may serve as an ex officio member of any standing committee.

If the Chair cannot serve, the Vice Chair is the automatic successor for the remainder of the year.

Article VII Committees

Section 1

The standing committees conduct the major tasks that sustain and grow the organization. The standing committees are Program, Membership, Volunteer, and Social Events. The Board of Directors initiates, dissolves and reorganizes standing committees as needed. The Board may also appoint ad-hoc committees as needed.

Section 2

Committee chairs are appointed by the Board. Committee chairs serve two-year terms; they may be reappointed for a maximum of three consecutive terms. A one-year break in service is required prior to reappointing a chair who has already served three full consecutive terms. Some committees may warrant appointment of co-chairs; a co-chair appointment is also approved by the Board.

Section 3

Committee chairs and co-chairs are responsible for recruiting their own committee members. Members may serve indefinitely but must maintain active involvement in the work of the committee. Excessive unexcused absences and/or failure to be actively engaged in the committee's work constitutes resignation from the committee. Committee members may be removed for cause by the committee chair if warranted. The Board Chair should be notified when such action is taken.

Committees may appoint subcommittees as needed.

Section 4

The Program Committee recruits instructors, develops and approves courses, special lectures, campus tours, and coordinates regional field trips. The committee produces and distributes a catalog for each term. The committee also organizes LLI-related domestic or international travel opportunities.

Section 5

The Membership Committee recruits and supports members and coordinates distribution of publicity materials.

Section 6

The Volunteer Committee recruits, trains, and coordinates volunteers to carry out a wide variety of organizational tasks, including classroom support.

Section 7

Social Events Committee plans special events and social activities for members.

ARTICLE VIII AMENDMENTS

Section 1

Changes to the Bylaws of the organization are approved by two-thirds of the voting members of the Board of Directors. Notice of proposed amendments shall be provided to all Board members at least ten days in advance of consideration.

Section 2

The bylaws are to be reviewed at least every five years by the Board of Directors.

ARTICLE IX RULES OF PROCEDURE

Except as specified herein, meetings are conducted following Roberts' Rules of Order.

ARTICLE X ADOPTION

These Bylaws became effective upon adoption, August 22, 2017. Any amendments thereto become effective on the date that they are approved by the Board of Directors.