

**BY-LAWS
of
LIFETIME LEARNING INSTITUTE OF AUSTIN, TEXAS**

ARTICLE I – NAME

The name of the organization shall be LIFETIME LEARNING INSTITUTE OF AUSTIN, TEXAS. Hereafter in this document the organization shall be designated and referred to as LLI.

ARTICLE II – MISSION

The mission of LLI is to provide learning experiences for adults 50 and older in the Austin area through low-cost, easy-access, non-credit courses.

ARTICLE III – ORGANIZATION

LLI is an organization of volunteers. The leadership of LLI shall consist of a Board of Directors comprised of duly nominated and elected Officers, Advisors and appointed Coordinators. The organization shall consist of teachers, students and support personnel as the program and activities of LLI may dictate. Meetings shall be conducted following guidance set forth in the New Robert's Rules of Order.

A. Officers

Officers of LLI shall be: President, Vice President, Secretary, Treasurer and Immediate Past President.

B. The Board of Directors

The Board of Directors, hereafter referred to as the Board, shall be comprised of the Officers, Advisors and Coordinators of LLI.

C. Advisors

Individuals shall be nominated from the population of LLI students, teachers and aides that, after due process, are approved by the Board.

D. Coordinators

Coordinators shall be appointed by the President with the approval of the Board.

Officers and Coordinators who complete their terms are eligible to become members of the Board as Advisors unless they decline to continue their membership.

ARTICLE IV – DUTIES AND RESPONSIBILITIES

A. President

The President shall have the overall responsibility of the administration of LLI. The President shall act as Chairman of the Board. The President shall appoint Coordinators with the approval of the Board and supervise their activities. The President shall serve, with the assistance of the Publicity Coordinator and other Officers and designated Coordinators, as liaison to other institutions or agencies. The President shall initiate recommendations for consideration of the Board and carry out such duties as may be determined by the Board. The President may appoint and discharge standing and ad hoc committees as determined by the By-Laws, Policy Guidelines and general operations of LLI. The President shall, prior to the beginning of each calendar year, and with the input of the Board, develop a Calendar/Schedule of events for the next fiscal and

operations year. The calendar shall be presented before the end of the year for approval. The President may appoint a parliamentarian.

If the President determines, in his or her reasonable judgment, that there are special circumstances or excessive workloads affecting the duties of LLI officers and/or coordinators, the President may, with the approval of the Board, contract on behalf of LLI for needed services or assistance to the Officers and/or Coordinators to enable them to properly fulfill their duties in a timely fashion as set out in this Article IV.

B. Vice President

The Vice President will assist the President in the administration of LLI and serve as President in the absence of that person from official meetings or if a vacancy occurs in the office of the President.

C. Secretary

The Secretary shall take the minutes of the Board meetings and keep the records (other than financial) of LLI. Following each meeting, a copy of meeting minutes once considered, corrected, and approved, shall be filed in LLI's office as a record of the meeting. Reports given at Board meetings shall be incorporated in the minutes.

D. Treasurer

The Treasurer shall be the custodian and disbursing officer of all LLI funds and is responsible to the Board for periodic accounting. The Treasurer will prepare for the President a proposed annual budget to be presented at the organization's year-end meetings for approval and adoption. The Treasurer shall maintain the financial records of LLI and ensure the timely filing of all required IRS documents. The Treasurer shall be bonded.

The Treasurer shall appoint a Deputy Treasurer to assist in the performance of all duties assigned to the office and to assume the duties of the Treasurer should that person be absent or unable to carry on the official duties assigned thereto. This appointment shall be subject to the approval of the President and the Board

E. Immediate Past President

The Immediate Past President will assist the President on an "as needed" basis. The Immediate Past President and a committee of two other Board members selected by the Past President will serve on the Board of Directors' Service Committee. In the spring, this committee will contact members of the Board whose terms expire at the end of the year to ascertain their wishes to continue on the Board. In the event that there are members who do not want to continue on the Board, the Immediate Past President and the committee will seek replacements to the Board. Board members may make recommendations to the Past President and the committee. Prospective members' names and résumés will be presented to the Board in the fall and if approved, new members will be installed immediately-for a term determined by the Board.

F. The Board of Directors

LLI shall be governed by its Officers and the Board with power to determine the policies and approve the actions of the organization, to oversee the execution of its programs, and to elect its own body. (For selection of members to the Board (see Article V.) The Board shall have four regular meetings during the calendar year, subject to prior notification by the President. Special meetings may be called by the President or by five members of the Board provided a five-day notice is given. A simple majority of the board's members will constitute a quorum.

The Board shall implement the budget as approved by the Board to conduct the business of LLI.

G. Advisors

Advisors shall provide advice and counsel to the Board and assist Officers and Coordinators or as otherwise tasked for accomplishment of the LLI Mission.

H. Coordinators as appointed by the President and approved by the Board shall fulfill the duties of their offices as outlined in the LLI Policy Guidelines.

ARTICLE V - METHOD OF SELECTING OFFICERS and MEMBERS

A. A Nominations Committee shall be appointed by the President at the Board meeting in the spring of even years. The Nominations Committee shall prepare a slate of proposed officers to be presented to the Board at or before its final meeting of the calendar year. Nominations may be made from the floor, with prior approval of the nominee, at any meeting prior to the election, which will be held during the Board's final meetings of the year. Officers nominated for election shall include: President, Vice President, Secretary, and Treasurer.

B. Advisors shall be nominated and elected, serving for but not limited to, two year terms. Approximately one-half of the Advisors shall be elected for terms expiring in odd-numbered years, with the other half to be elected for terms expiring in even-numbered years.

C. Coordinators shall be appointed by the President with approval of the Board serving for but not limited to, two year terms.

ARTICLE VI - TERMS OF OFFICE

Officers, Advisors and Coordinators shall serve terms of two years without limitation on consecutive terms. Three consecutive unexcused absences from scheduled or announced Board meetings shall be construed as a resignation. Absences are excused if the member has notified the President, prior to the meeting, of a circumstance preventing attendance. Elections shall take place at the meeting of the Board no later than the final meeting of the calendar year and those elected shall take office at the beginning of the next year. In case of a vacancy prior to expiration of a term or if it is determined by the Board that there is currently a need to increase the membership of the Board, a call for nominations will be made. The President will accept nominations from the floor that must include resumes prepared by the persons being nominated. Any person(s) elected after nomination will take office immediately for a term determined by the Board.

ARTICLE VII - FISCAL MATTERS

A. Fiscal Year

The fiscal year of LLI shall begin January 1 and end December 31.

B. Audit

At the close of each fiscal year, the financial records of the organization shall be audited by an Audit Committee consisting of the Administrative Coordinator and two other members appointed by the President. The Treasurer shall make available to the Committee all financial records and furnish such pertinent information as the Committee may require. The President shall designate one of the members to serve as chairman. The report of the committee shall be submitted in writing for consideration by the Board at the second meeting of the year.

C. Tax Status

Lifetime Learning Institute of Austin, Texas, is a non-profit organization as defined under Section 501(c) (3) of the Internal Revenue Code. If this organization should cease to exist, its assets shall be passed to another educational organization with tax-exempt status under Section 501(c) (3).

D. Fundraising

No funds may be sought, applied for, raised, or obtained in any manner, by any LLI committee, class, or by any person or persons in the name of LLI, or with the use in any way of the LLI name or logo, except with the prior approval of, and in accordance with, terms and conditions prescribed by the LLI. This does not prevent accepting unsolicited donations by students, instructors, and friends of LLI.

ARTICLE VIII - EVALUATION

A biennial evaluation of LLI operations for the purpose of improving the organization and its procedures may be conducted in even-numbered years by a committee consisting of five members of the Board. These members shall be appointed by the President with the approval of the Board. The President will designate a committee chair. The report of the committee shall be submitted to the President in writing for consideration by the Board by the end of the year. A biennial evaluation does not preclude other evaluations as deemed necessary by the President.

ARTICLE IX – AMENDMENTS

Articles of the By-Laws of LLI may be amended by submitting proposals of the changes in writing to all members of the Board not less than five (5) days prior to any meeting of the Board at which voting on the amendments take place. An amendment shall become effective upon majority approval of the Board for said amendment. The Secretary shall be responsible for the amendment(s) being incorporated into the official copy of the By-Laws maintained in office files on the office computer, and on the LLI Website with copies provided to the Board as appropriate.