

**Member Bylaws**  
**Osher Lifelong Learning Institute at Clemson University**  
**Proposed April 9, 2019**

**I. General**

**A. Affiliation with Clemson University (the University)**

The Osher Lifelong Learning Institute at Clemson University, commonly referred to as Clemson OLLI, is an administrative unit of the University. It is governed by established University policies for its various institutes as well as by contracts and agreements between the University, the Bernard Osher Foundation, Patrick Square LLC, and other stakeholders.

**B. Mission**

The mission of Clemson OLLI is to provide opportunities for adults in the Clemson area to increase their knowledge of diverse subjects that are of interest to them, to engage in activities that benefits both mind and body, and to provide opportunities for those adults to share their experience and interests with others.

**C. Administration**

The University establishes the number of paid staff members and their responsibilities associated with governance of Clemson OLLI. The University also establishes policies and procedures for use and maintenance of the building within which the Institute is housed. Any provisions of these bylaws that conflict with University policy are rendered null and void.

**D. Membership**

Clemson OLLI has established policies that support a single class of membership that is open to any and all mature adults who wish to affiliate with the organization. The University has granted the membership considerable flexibility in organizing itself to work with the Clemson OLLI administrative staff to help fulfill the Institute's mission. The purpose of these bylaws is to describe the parameters of governance imposed upon its leadership by the Members. Membership dues, program costs, the membership year, and other membership details are described in the Procedures Manual.

**E. Advisory Board**

In compliance with University policies and procedures, the membership is represented through an Advisory Board, constituted to advise the Director and collaborate with University staff members in matters concerning Clemson OLLI.

- F. **Clemson OLLI Membership Procedures Manual.** These bylaws shall be augmented by a separate Procedures Manual, which addresses governance details required for full implementation of these bylaws. Changes in the Procedures Manual are made by the Advisory Board and require a two-thirds majority of all voting Board Members.

## II. Meetings

### A. General Membership Meeting

A General Membership Meeting will be held annually for the purposes of receiving reports, presenting awards, nominating officers, and transacting other business. The time and place of the annual meeting will be announced to the membership through appropriate publications and electronic media at least sixty (60) days prior to the meeting. Each member in good standing shall be allowed to cast one vote in all matters brought before the membership. The number of Members required to constitute a quorum shall be determined by the Advisory Board (described in Section IV) and recorded in the Procedures Manual.

### B. Special Meetings

Special meetings may be called as specified in the Procedures Manual. The time, place, and purpose of the special meeting must be distributed to the entire membership with sufficient advance notice to reasonably allow Members to attend. No business other than that announced in the call for the meeting may be transacted at a special meeting.

## III. Advisory Board Officers

### A. President

1. **Election.** The President shall be elected by the membership for a one-year term either (a) from the slate of candidates presented to the membership at the general membership meeting by the Nominating Committee or (b) by nomination from the floor at the general membership meeting, with the condition that the floor nominee must agree to serve if elected. Voting may be by electronic or paper ballot after the membership meeting as specified in the Procedures Manual. The Presidential term runs concurrent to the Clemson OLLI membership year. The individual elected President must remain a member in good standing throughout his or her term.
2. The President may be re-elected by the membership for a second one-year term in the manner described in Section III.A.1 of the Bylaws. The President is only eligible for one additional term.
3. **Duties.** The President serves as the representative of the membership to the administration of Clemson OLLI and to the University in all matters dealing with membership issues. The President chairs meetings of the Clemson OLLI Advisory Board and presides at general and special membership meetings.
4. The President shall provide the Advisory Board with regular reports.

## **B. Vice-President**

- 1. Election.** The Vice-President shall be elected by the membership for a one-year term in the same manner and with the same requirements as the President. The Vice-President may be re-elected for a second one-year term in the same manner and with the same requirements as the President.
- 2. Duties.** In the absence of the President, the Vice-President shall assume all duties of the President. The Vice-President shall lead or serve as liaison to groups, committees, and special projects at the request of the President or the Advisory Board.

## **C. Immediate Past President**

- 1. Selection.** The outgoing President is invited to assume the office of Immediate Past President for one or two years following the general membership meeting, or until another President moves out of office.
- 2. Vacancy.** If there are no candidates for Immediate Past President, the position reverts to an open position on the Board as described in Section IV.A of the Bylaws.
- 3. Duties.** The Immediate Past President serves as a mentor, supplying OLLI-related information to the President and Vice-President as appropriate. In the absence of both the President and Vice-President, the Immediate Past President shall assume all duties of the President.

## **D. Advisory Board Secretary**

- 1. Selection.** The Secretary to the Advisory Board is appointed by action of the Advisory Board to a one-year term at the beginning of each Clemson OLLI membership year. The Secretary is chosen from among current Clemson OLLI Members in good standing and is limited to five one-year terms. Such term may be extended annually by a two-thirds majority vote of the Members of the Advisory Board, if the candidate agrees.
- 2. Duties.** The Secretary takes minutes for, and maintains records of, all meetings of the Advisory Board, the annual membership meeting, any special membership meetings, and other meetings as specified by the Advisory Board. The Secretary monitors follow-up on all Board actions and regularly reports his or her findings to the Advisory Board. The Secretary prepares and transmits all correspondence generated by the Board or its officers.

# **IV. Advisory Board**

## **A. Board Composition**

The Advisory Board shall consist of eight voting Members representing the Clemson OLLI membership and three voting Members representing Clemson University. They are: President, Vice-President, Past President, Secretary, four Members in good standing appointed by the President for two-year terms with the consent of the Advisory Board, the Director of Clemson OLLI, a representative from the University administrative

unit through which Clemson OLLI reports, and a representative from the Clemson University Development Office or the Clemson University Foundation. Where it benefits the membership, the Board welcomes additional representatives of the University to serve as *ex-officio* non-voting liaisons to the Board.

**B. Duties and Expectations**

The Advisory Board has no administrative oversight and no financial or liability responsibilities; rather the Advisory Board is accountable to represent Clemson OLLI's membership to the best of its ability and to work in cooperation with the program administration for the benefit of the program and the general membership. The Board may form standing and *ad hoc* committees and task forces to assist in the management of Clemson OLLI membership affairs. Any such committees or task forces shall be formed, charged, discharged, or eliminated as specified in the Procedures Manual.

Advisory Board Members are advocates for the Clemson OLLI program in the community, and actively participate in the program's offerings, regularly seeking member input concerning program offerings, practices and guidelines. Advisory Board Members prioritize Clemson OLLI activities and Board responsibilities by attending and actively participating in Board meetings, by maintaining confidentiality of sensitive information about Clemson OLLI operations, and by supporting the short and long-range goals of the organization.

**C. Executive Committee**

The Executive Committee shall consist of five voting Members; the President, the Vice President, the immediate Past President (if seated), the Secretary, and the Director of Clemson OLLI. If there is no seated Immediate Past President, the Executive Committee consists of four voting Members. The President shall call meetings of the Executive Committee, and the Executive Committee has the power to exercise all functions of the Advisory Board *only* when it is not feasible to obtain Advisory Board action either in a meeting or using electronic communication. A majority of the Members of the Executive Committee shall constitute a quorum for meetings.

**D. Advisory Board Meetings**

The schedule for regular meetings and conditions for special meetings of the Advisory Board shall be held as specified in the Procedures Manual. A majority of the Members of the Board shall constitute a quorum for regular or special meetings. Each Board member is entitled to one vote. Proxies are not permitted.

**E. Absences and Vacancies**

Any member of the Board may be removed for excessive absences as prescribed in the Procedures Manual. The appointed individual shall

serve until the next annual membership meeting.

**V. Amendments**

Amendments to these bylaws must be approved by two-thirds majority vote of the Members casting ballots. Voting may be by electronic or paper ballot as specified in the Procedures Manual. A written notice of the proposed amendments must be provided to all Members, either electronically or by mail, at least sixty (60) days in advance of the ballot due date. After Member approval, the University must approve all changes to these bylaws before they can become effective.