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**OSHER LIFELONG LEARNING INSTITUTE AT DUKE**  
**BYLAWS**

**APPROVED BY THE MEMBERSHIP – APRIL 1, 2015**

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**Article I. THE OSHER LIFELONG LEARNING INSTITUTE AT DUKE**

1. The Osher Lifelong Learning Institute at Duke University (“OLLI at Duke”) is a division of the Office of Continuing Studies and Summer Session of Duke University and is subject to its regulations and policies.
2. The Director of OLLI at Duke (“Director”) and any other personnel assigned to OLLI at Duke are staff members of the Office of Continuing Studies and Summer Session of Duke University.

**Article II. MISSION**

1. Mission Statement: OLLI at Duke seeks to engage the minds, elevate the spirits, and foster the well-being of its members through a wide range of educational programs and opportunities for volunteer service, travel, and social activity. OLLI at Duke exemplifies Duke University’s commitment to community service and lifelong learning through its collaborative work with academic and professional groups, area retirement centers, various research projects on aging, and other institutes for learning in retirement.
2. OLLI at Duke provides a climate in which members willingly participate in planning and operations and are viewed as valuable contributors to OLLI at Duke’s success.

**Article III. PRINCIPAL OFFICE**

1. The principal office of OLLI at Duke is located at The Bishop’s House on the East Campus of Duke University (8 East Campus Union Drive, Durham, North Carolina 27708).

**Article IV. MEMBERSHIP**

1. Membership in OLLI at Duke is open to adults who have a commitment to learning and who have paid their annual membership fees.
2. Membership will be for one year from each September 1 through the following August 31. Membership entitles the member to participate in OLLI at Duke classes and activities, to vote and hold office, to serve as committee members, and to use Duke facilities as specified by Duke University.
3. Membership and other fees will be set as follows:
  - a) Membership dues are payable at the beginning of the membership year (September 1) or whenever a member first registers during the year. The amount of these dues is determined by the Director in consultation with the Board of Advisors (“Board”).

- b) Fees will be charged for courses as determined by the Director in consultation with the Board.
- c) Fees may be charged for other activities (e.g., picnics, cultural and sporting events, etc.) as determined by the Director in consultation with the Board.

**Article V. BOARD OF ADVISORS**

1. The Board of Advisors shall consist of the President, the Vice President, the Immediate Past President, the chairs of the standing committees, the At-Large Advisors, the Board's Recording Secretary (ex-officio), the Director (ex-officio), and the OLLI Assistant (ex-officio).
2. Officers of OLLI at Duke (President and Vice President) are elected by the general membership for a term of one year, and may be reelected for a second term.
3. The President serves until a successor is installed and then becomes the Immediate Past President.
4. There shall be four (4) At-Large Advisors who are each elected by the general membership for a term of two years; the terms of one-half of the At-Large Advisors expire annually.
5. At-Large Advisors may be reelected for a second term of two years; they may not serve more than two consecutive, two-year terms unless the needs of the membership can be better served by their continuing participation. This action must be approved by the Board.
6. Service as President, Vice President, Immediate Past President, or as an At-Large Advisor does not preclude current or subsequent service in another capacity. Any elected member of the Board may also serve in an appointed role, but will have just one vote on Board motions.
7. The Board's Recording Secretary shall be selected by the President and will not be elected by the membership.
8. Any Board member who has been absent, without an acceptable excuse, from three consecutive Board meetings will be considered to have vacated their position. The vacated position will be filled as noted in Article V.10.
9. After consultation with the Director, any Board member, including any officer, may be removed for failure to perform their responsibilities by the affirmative vote of two-thirds of the full membership of the Board at any regular or special meeting called for that purpose. Any Board member proposed for removal shall be entitled to at least two weeks' notice, indicating the time and place of the meeting of the Board at which such removal is to be voted upon. The member in question shall be entitled to appear before, and be heard by, the Board at such meeting. The vote of the Board on this matter shall be by secret ballot.
10. Any vacancy of At-Large Advisors or officers (other than the President) shall be filled by a nominee recommended by the President, in consultation with the Director, and approved by a two-thirds vote of the Board. The person so selected shall serve out the balance of the term of

the vacated position. If the vacancy is that of the President, the Board shall select an Acting President who shall be approved by a two-thirds vote of the Board. The Acting President shall serve out the balance of the term of the vacated position.

**Article VI. FUNCTIONS AND ACTIVITIES OF THE BOARD**

1. The Board advises the Director concerning the curriculum, activities, and the general operation of OLLI at Duke.
2. The Board shall be responsible for establishing appropriate responsibilities for elected officers and committee chairs.

**Article VII. MEETINGS OF THE BOARD**

1. The Board will meet at least six times a year or when called by the President or the Director. These meetings shall be held at OLLI at Duke's principal office or at such place designated by the President.
2. The President shall preside over all Board meetings; in the absence of the President, the Vice President shall preside.
3. The President and the Board shall set the calendar for regular meetings at the first meeting of the new business year.
4. Special meetings of the Board may be called by the President or upon the written request of five Board members.
5. A notice stating the time and place of a special meeting of the Board must be delivered to all members of the Board not less than five calendar days before the date thereof, at the direction of the President. The notice of the meeting shall specifically state the purpose for which the meeting is called and the time, date and place of the meeting.
6. A quorum of any meeting of the Board shall consist of one-half of its members. In the event that a quorum is not reached, no motions requiring a vote shall be considered.
7. OLLI at Duke members may attend Board meetings as observers. Any member who wishes to bring business before a Board meeting may do so by notifying the President in time for the subject to be put on the agenda, and must attend the meeting at which the subject is discussed. The member may speak at the meeting, with permission of the President, but may not vote. Non-OLLI at Duke members may attend Board meetings at the specific invitation of the President.
8. In the event that an appointed Board member cannot attend a Board meeting, they may arrange for a substitute to represent them. Any individual so serving shall be allowed to speak at the meeting, but may not vote.

**Article VIII. THE EXECUTIVE COMMITTEE**

1. The Executive Committee shall consist of the President, the Vice President, the Immediate Past President and the Director. The President may invite guests to attend any meeting.
2. The duties of the Executive Committee shall be to set the agenda for Board meetings, to give advice and guidance to the Director, and to deal with urgent issues arising between Board meetings.
3. The Executive Committee shall meet periodically, the date and time to be determined by the President. Executive Committee meeting agendas will be decided by the President with guidance from the Director.
4. The Director may request that the President call a special meeting of the Executive Committee when required by urgent and unusual need.

**Article IX. COMMITTEES & TASK FORCES**

1. Standing committees are Board Development, Communications, Curriculum, Instructor Relations, Membership, Strategic Planning and Volunteer Relations.
2. The Board may establish new committees and task forces, combine or disband them, or change their charters at its discretion.
3. The chairs and members of standing committees are appointed as follows:
  - a) A chair is appointed to each committee for a one-year term by the President in consultation with the Board. Vacancies in any chair which occur during the year will be filled by the President.
  - b) Committee members are appointed by the committee chair for a one-year term. Vacancies on committees occurring during the year are filled by the committee chair.
4. Names of committee members should be periodically reported to the Board.

**Article X. REPORTS TO THE MEMBERSHIP**

1. The President and Director shall provide the members with an annual report each year, usually during the spring. This may be provided by written or electronic means, or at a meeting called for this purpose (“Annual Meeting”).
2. If an Annual Meeting is called, the time and place of such meeting shall be set by the Board. Notice of this meeting shall be sent to the members at least thirty (30) days prior to the date of the Annual Meeting.

**Article XI. MEETINGS OF THE MEMBERSHIP**

1. The President and Director may call an Annual Meeting and / or Special Meeting of the membership at any time by notification of the members at least thirty (30) days in advance.

The only items that may be considered at Special Meetings are the ones for which the meeting was called.

2. A quorum at any duly called meeting of the membership shall consist of fifty (50) members. In the event that a quorum is not reached, any business including election of new Board members, will be submitted to the membership electronically.
3. All actions (such as, but not limited to, changing or amending the Bylaws, electing new Board members, etc.) require at least 50 votes from active members, collected either in-person at a meeting, or through an on-line voting system.
4. In all elections and other business conducted at general member meetings, each member shall have one vote.

## **Article XII. NOMINATION AND ELECTION PROCEDURES**

1. A Nominating Task Force shall be appointed each year to develop a slate of candidates for elected offices and to conduct the elections. The Task Force shall consist of a chair and at least three other members appointed by the President in consultation with the Board and the Director.
2. Election of officers and one-half of the At-Large Advisors are held at the Annual Meeting or electronically as noted in Article XII.7. below.
3. The nominating process will be as follows:
  - a) The Nominating Task Force will solicit the names of potential candidates for President, Vice President and At-Large Advisors from Board members and the OLLI membership in general.
  - b) Candidates shall be evaluated by the Task Force and the Task Force will propose a recommended slate consisting of one name for each open position.
  - c) The recommended slate will be reviewed by the OLLI Board, may be modified at its discretion, and will be approved by a majority vote of the Board.
  - d) After the slate has been approved by the Board, the Nominating Task Force will publicize the recommended slate, including background information about the candidates, to all OLLI members at least thirty (30) days prior to the Annual Meeting or the start of electronic voting.
4. Additional nominations beyond the recommended slate may be made by any OLLI member provided that the candidate has signified willingness to serve, and that a petition, signed by twenty-five (25) or more members, has been given to the Nominating Task Force at least two weeks before the elections. Background information about each candidate shall accompany the petition.

5. Background information about any person so nominated will be sent by the Nominating Task Force to the OLLI members at least one week before the election takes place.
6. The election may be conducted at a meeting of the general membership or electronically. If the election is conducted at a meeting of the membership, the election procedure will be as follows:
  - a) The chair of the Nominating Task Force will conduct the election.
  - b) The chair of the Nominating Task Force will read the names of the candidates on the recommended slate of candidates, as well as the name(s) of any additional candidate(s) properly nominated.
  - c) If there are no additional nominated candidates beyond the recommended slate of candidates, the election will proceed by voice vote for the entire slate.
  - d) If there are additional nominated candidates, the election for uncontested positions will proceed by voice vote.
  - e) The election for contested positions will be by written ballot. The Nominating Task Force members will distribute and collect ballots and count them as the Annual Meeting continues with the meeting's agenda. The chair of the Nominating Task Force will announce the results of the written ballot by the end of the General Meeting.
7. Alternatively, the election may be conducted electronically. In this case, the election procedure outlined in Article XII.6. would not apply.
8. Following the completion of each year's election, the Nominating Task Force will be disbanded.

### **Article XIII. AMENDMENTS**

1. Amendments to these Bylaws may be proposed by the Board, or by petition signed by ten percent (10%) of OLLI at Duke members. Proposed amendments must be presented at two successive meetings of the Board before further consideration.
2. Such proposed amendments are then submitted to the general membership at the next scheduled general meeting, at a special meeting, or electronically. The proposed amendments must be submitted in writing to the membership at least thirty (30) days prior to the meeting.
3. The proposed amendments may be adopted by a two-thirds vote of those members present at the meeting or of those voting electronically. If adopted, the amendments become a part of the Bylaws and shall replace the former Bylaws.

### **Article XIV. PARLIAMENTARY PROCEDURE**

1. Except as specified herein, procedures follow the latest edition of *Robert's Rules of Order* insofar as they are applicable and not inconsistent with these Bylaws.

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2. All decisions are reached by majority vote of the membership present at the time of the voting except where other provision has been made in these Bylaws.