

**Academy for Lifelong Learning
Bylaws
Revised December 15, 2014**

Article I -- Name, Registered Office and Agent

This organization is an Oregon non-profit corporation which is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code as an educational organization. The name of the corporation shall be Academy for Lifelong Learning (ALL). The organization shall maintain its principal office in Corvallis, Oregon. As required by the Oregon Nonprofit Corporation Law, the organization shall have a registered agent who is either an individual resident of Oregon or a corporation authorized to transact business in Oregon.

Article II -- Statement of Purpose

The Academy for Lifelong Learning is organized to provide on-going educational opportunities designed to appeal to its Sustaining Members and other adults. ALL also has a scholarship program, funded by voluntary contributions from its members, to provide financial assistance to students attending college locally.

Article III -- Council of Sustaining Members

The Academy for Lifelong Learning does not have members as defined by the Oregon Nonprofit Corporation Law. The Board of Directors has created a Council of Sustaining Members. Membership in this Council is open to any adult upon payment of an annual membership fee as established by the Board of Directors. Additional fees may be charged for books, travel, class materials, meals, etc. Payment of the membership fee entitles the Sustaining Member to attend classes, programs, and activities scheduled by ALL, to serve on the ALL Board of Directors if nominated and approved, and to serve on various ALL committees. Sustaining Members are not entitled to elect members of the Board of Directors or to vote on any other matters involved in governing the organization. The Board, however, is always open to suggestions and input from the Sustaining Members, for whom ALL exists.

Article IV -- Board of Directors

Section 1 -- Duties and Responsibilities of the Board

The Board of Directors is responsible for governing the affairs of the organization. Subject to the provisions of the Oregon Nonprofit Corporation Law, the Articles of Incorporation, and the Bylaws, the Board of Directors carries out these responsibilities by developing policies and programs designed to implement the mission of the organization.

Although the Board of Directors has the power to adopt whatever measures it sees fit when managing the affairs of the organization, it will seek the advice of the Sustaining Members by calling a special meeting of the members before acting on any of the issues listed below. Notice of the meeting, specifying its time and place and including background information on the issue to be discussed, will be sent to all members whose membership is active on the day before the notice is sent. This notice will be sent at least seven days before the meeting to the most recent email address provided by each member. If email is not available, the notice shall be delivered

**Academy for Lifelong Learning
Bylaws
Revised December 15, 2014**

by regular mail. The advice of the Sustaining Members will be sought on issues in any of the following categories:

- Any plan to spend more than \$25,000 of ALL's accumulated assets in a 12 month period.
- Any plan to dissolve ALL and donate the assets to other nonprofits as required by law.
- Any petition submitted to the Board and signed by more than 20% of the Sustaining Members.
- Any plan to change or delete the three items above.

Section 2 -- Selection of Directors

This organization is the successor to a former organization of the same name that was part of the Oregon State University Alumni Association. The members of the initial Board of Directors shall be those individuals who were serving on the former ALL Advisory Council on April 1, 2014. They shall each continue to serve until their respective three year term expires. Thereafter members of the Board of Directors will be selected by the Nominating Committee from among Sustaining Members of the organization and submitted to the Board of Directors for approval. Any member of ALL may submit their name to the Nominating Committee for consideration.

Section 3 -- Number of Directors and Term of Office

The Board shall have a minimum of twelve members and a maximum of eighteen members. The actual size of the Board within this range shall be established by the Board and may be changed at any time. Directors shall serve for a three-year term. These terms are staggered. Directors may serve no more than two consecutive terms. A director selected to fill a vacant position on the Board shall serve until the end of that unexpired term. If that service is more than eighteen months, it shall be counted as a full three year term for purposes of the two term limitation.

Section 4 -- Ex Officio Members of the Board

The Board may designate ex officio members who attend Board meetings without voting privileges. This may include the Immediate Past Chair of the Board (if no longer a Board member), the Treasurer (if not a Board member), the chair of the Curriculum Committee, the chair of the Facilities Committee, the editor of the Schedule of Classes, and a representative of Oregon State University.

Section 5 -- Resignations

A member of the Board of Directors may resign at any time by delivering written notice to the Chair of the Board. Such resignation shall specify the date it is to be effective. If no date is specified, the resignation is effective immediately upon receipt.

Section 6 -- Removal of a Director

A Director may be removed from office, with or without cause, at any regular meeting, or at a meeting called expressly for that purpose, provided that two weeks prior notice has been given to the Director in question and that a quorum is present at the meeting. Removal must be approved by the affirmative vote of two-thirds of the Directors then in office.

Academy for Lifelong Learning
Bylaws
Revised December 15, 2014

Section 7 -- Filling a Vacancy

A vacancy on the Board due to resignation, removal, or an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A director selected to fill a vacant position on the Board created by resignation or removal shall serve until the end of that unexpired term.

Section 8 -- Policies and Procedures

The Board of Directors may establish written policies and procedures. These policies and procedures may be changed, waived, or revoked at any time by the Board of Directors.

Section 9 -- Compensation

No Director shall receive a salary or other compensation for service to the organization. At the discretion of the Board, Directors may be allowed reimbursement for any reasonable expenses incurred by them in the performance of their duties.

Section 10 -- Meetings

Regular meetings of the Board of Directors shall normally be held monthly from September through May at a time and place to be determined by the Board. The annual meeting of the Board shall be held between April 1st and June 30th to elect new Board members and new Officers. Special meetings may be called by the Chair, the Executive Committee, or a majority of the Directors then in office. An agenda stating the date, time, place, and purpose of each meeting shall be sent to the most recent email address provided by each Board member at least two days before the meeting. If email is not available, the agenda shall be delivered by regular mail or personal delivery. Board meetings are open to any Sustaining Member of ALL.

Section 11 -- Attendance

Any Director who misses more than three consecutive meetings of the Board without sufficient cause may be asked to resign from the Board of Directors.

Section 12 -- Quorum

In order to conduct business at a Board meeting a quorum must be present. A quorum is defined as one half (50%) of the Board members then in office. Except for certain types of decisions where these Bylaws specify a larger approval requirement, the affirmative vote of a majority of those in attendance at a meeting with a quorum is sufficient to pass resolutions and make binding decisions.

Section 13 -- Action without Meeting

If Board action needs to be taken between meetings, a copy of the resolution being considered shall be sent to the most recent email address provided by each Board member. If email is not available, the resolution shall be delivered by regular mail or personal delivery. Voting may be done electronically by replying to the email or by written correspondence mailed or delivered to the Chair of the Board. The affirmative vote of a majority of the Directors then in office is required to pass the resolution.

**Academy for Lifelong Learning
Bylaws
Revised December 15, 2014**

Article V -- Officers

Section 1 -- Election of Officers

The Board of Directors shall have the following officers: Chair, Vice-Chair, Secretary, and Treasurer. The Chair and Vice-Chair shall be selected by the Board of Directors each year at the annual meeting of the Board from among the members of the Board. The Secretary and Treasurer need not be Board members and shall be appointed each year by the Chair and confirmed by the Board. They shall be designated as Ex Officio members of the Board if appropriate. All officers shall serve for a minimum of one year or until their successor has been selected. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 2 -- Removal of an Officer

Any officer of the Board of Directors may be removed and replaced by the affirmative vote of a majority of the Directors then in office if such action is judged to be in the best interests of the organization.

Section 3 -- Powers of Officers

The officers of this organization shall have the powers and perform such duties as stated in these Bylaws or as authorized by the Board of Directors.

Chair -- The Chair is the principal executive officer of the organization and shall in general supervise and control the affairs of the organization. The Chair may sign on behalf of the organization any documents or contracts which have been authorized by the Board of Directors. The chair is an ex officio member of all committees except the Nominating Committee. The Chair shall provide leadership for the Board by developing the Board meeting agenda and presiding at all Board meetings and shall perform other duties requested by the Board of Directors.

Vice-Chair -- The Vice-Chair shall preside at all Board meetings in the absence of the Chair and shall perform other functions designated by the Board or requested by the Chair. Under normal circumstances the Vice-Chair shall become the Chair the following year.

Secretary -- The Secretary is responsible for ensuring that accurate minutes of all Board and Executive Committee meetings are taken and distributed to the Board for approval, that accurate and complete corporate records are maintained, that proper notification is given for all meetings, and that accurate Board and Committee rosters are maintained. These duties may be delegated to a third party but the Secretary is still responsible for ensuring that they are properly performed. The Secretary shall also provide certified copies of Board resolutions when needed and shall perform other functions requested by the Board.

Treasurer -- The Treasurer shall manage the financial affairs of the organization by ensuring that all funds received are deposited into the organization's bank account, ensuring that all legitimate expenses of the organization are paid in a timely manner, and keeping

**Academy for Lifelong Learning
Bylaws
Revised December 15, 2014**

accurate accounting records reflecting all receipts and expenditures. The Treasurer shall sign contracts for services to be supplied to the organization where those services have been approved by the Board of Directors either individually or as part of the annual budget process. The Treasurer is also responsible for ensuring that all required governmental reports are prepared and filed. The Treasurer provides financial leadership to the Board of Directors by preparing an annual budget for Board approval and presenting a financial report and commentary at each Board meeting.

Article VI -- Committees

Section 1 -- Board Committees

The Board of Directors may establish such committees as are deemed appropriate and necessary to carry out the responsibilities of the Board. Each such committee shall consist of two or more members of the Board, plus other Sustaining Members and members of the public if appropriate, and shall exercise the powers and responsibilities delegated to it by the Board.

Section 2 -- Operational Committees

The Board of Directors may also establish other committees which are needed to carry out the objectives of the organization. These committees, such as the Curriculum Committee and the Facilities Committee, need not be chaired by a Board member and may consist of Board members, Sustaining Members, or members of the public as appropriate.

Section 3 -- Meetings

Committees shall meet at such time and place as determined by their respective chair. Each committee shall make a report to the Board of Directors of its actions and recommendations within a reasonable time.

Article VII -- Indemnification

Any Director or officer, or former Director or officer, of this organization and their heirs, executors and administrators, shall be indemnified by this organization, against expenses and liabilities actually or necessarily incurred by reason of being or having been a Director or officer, except that there shall be no indemnification for the expenses or liabilities imposed as a result of intentional misconduct.

Article VIII -- Miscellaneous Provisions

Section 1 -- Fiscal Year

The organization shall use a fiscal year beginning on July 1st and ending on June 30th. These dates may be changed by the Board of Directors.

Section 2 -- Rules of Procedure

The rules of procedure for all meetings of the Board of Directors shall be the rules contained in the most recent version of Robert's Rules of Order.

**Academy for Lifelong Learning
Bylaws
Revised December 15, 2014**

Article IX -- Amendment of Bylaws and Articles of Incorporation

These Bylaws and the Articles of Incorporation may be amended, altered, or replaced only by the affirmative vote of two-thirds of the Directors then in office. Such amendment may be made at any regular meeting or special meeting of the Board of Directors provided that the details of the proposed amendment and the time and place of the meeting were sent to all Board members at least two days before the meeting.

Document History

- Approved June 16, 2014.
- Revised November 17, 2014 to change the first sentence of Article I to reflect the fact that we have received our 501(c)(3) status, to add the final sentence to Article III, to add a new second paragraph in Article IV, Section 1, to delete the previous second paragraph in Article IV, Section 1, and to revise the duties of the Secretary contained in Article V, Section 3. Also deleted the word “mature” from the statement of purpose in Article II, deleted the word “any” from the job descriptions for the Chair, Vice Chair, and Secretary contained in Article V, Section 3, and added the word “Sustaining” to the final sentence in Article IV, Section 10.
- Revised December 15, 2014 to replace the word “member” with “Sustaining Member” in three locations: Article IV, Section 2, Article VI, Section 1, and Article VI, Section 2. Also deleted the words “from members” in Article V, Section 3 when referring to the funds being received and deposited by the Treasurer.