

Bylaws
Center for Lifelong Learning of Leisure World
Revised,

Article I
Name and Objectives

Section 1. These bylaws apply to the operation of the Center for Lifelong Learning of Leisure World (the "Center"), established as a non-profit, non-stock, corporation under the laws of Maryland.

Section 2. In carrying out its purposes as described in its articles of incorporation, the Center, consistent with the requirements of a section 501 (c)(3) entity under the Internal Revenue Code shall:

- a. endeavor to meet the desires of Leisure World of Maryland ("Leisure World") residents for instruction in such areas as the humanities, arts, and sciences;
- b. rely to the extent possible on those residents of Leisure World who have particular expertise in such areas to present lectures and classes;
- c. endeavor to carry on its activities through individuals willing to donate their services; and
- d. ensure that charges for instruction made by the Center shall be designed to recover the Center's costs, including reserves. Any surplus remaining may be contributed periodically to other section 501 (c)(3) organizations for the benefit of Leisure World residents.

Article II
Organization

Section 1. Members. Membership consists of Leisure World residents interested in promoting the purposes of the organization who have expressed that interest by filling out a membership form.

Section 2. Directors. The Center shall be administered by a board of directors (the "Board"), consisting of at least seven members of the Center, which number may be increased up to a maximum of eleven by a majority vote of the Board.

Section 3. Directors shall serve for a term of two years. Three directors shall have terms expiring in even numbered years and four shall have terms expiring in odd numbered years. Under normal circumstances, directors are expected to serve for no more than three consecutive terms.

Section 4. Directors shall be elected annually at an April meeting of the general membership.

- a. The President shall annually appoint a nominating committee of at least three Center members (as defined below) by February 1 to recommend prospective Board members.
- b. Notice of the date of the annual meeting along with the report of the nominating committee shall be given to the membership at least thirty days prior to the meeting.
- c. A majority vote of those members present is sufficient for election.
- d. Nominations from the floor may be made provided the nominee is present and indicates his or her willingness to serve. The nominee shall be given an opportunity to speak.
- e. Should any vacancy on the Board arise, the remaining directors may choose a Center member to complete such term.

Section 5. Officers. The directors, after the annual election meeting, shall elect by majority vote the following officers from among the members of the Center, including the directors:

- a. President – who shall be chosen from among the directors, shall serve as chief executive officer, preside at all meetings, call such special meetings as the directors may deem desirable, and take such actions as may be authorized by the Board. The President

may also appoint standing or *ad hoc* committees with the concurrence of the Board.

- b. Vice-president – who shall be chosen from among the directors, shall act as President in the absence of the President, and shall have such duties as are assigned by the Board or the President.
- c. Secretary – who shall keep minutes of meetings of the Center, maintain its records, and be responsible for its correspondence. The secretary shall perform all the duties incident to the office of secretary subject to the control of the Board of Directors and shall perform other duties as may be prescribed by the Board or the President.
- d. Treasurer – who shall be responsible for the financial records of the Center, for accounting, maintaining, and disbursing the Center's funds, and for reporting to the Board at governance and Board meetings (see Article IV) on the Center's income, expenditures, and financial status. The treasurer shall give to the President or Board, whenever they require it, an account of transactions as treasurer and of the financial condition of the corporation and shall perform all duties incident to the office of treasurer, subject to the control of the Board.

Section 6. Faculty. A faculty member is a Leisure World resident and Center member who has either offered or taught a course or has lectured as part of the Center's program. For purposes of inclusion on the Advisory Group (as defined below) and participating in governance meetings, a faculty member must have taught, offered a course, or lectured at least once during the five years prior to September 1 of the current year.

Section 7. Advisory Group. The Advisory Group is composed of the officers, the committee chairpersons, the Faculty, and any others appointed by the Board.

Section 8. Removal. An officer or director who has missed three or more consecutive meetings may be removed by a majority vote of the board members. A director may be removed for any reason by a vote of two-thirds of the board members.

Article III Functions of the Board

Section 1. The Board shall have the usual functions for a board of its type under Maryland law to oversee the administration of the Center and shall have all powers necessary to carry out the objectives of the Center as set forth in Article II and to ensure that the Center meets its objectives and conforms to the legal requirements for a section 501(c)(3) entity.

Section 2. The Board shall determine the fees to be charged by the Center for instruction, as well as any fees it determines appropriate for membership in the Center. It shall also oversee expenditures by the Center, including disposition of any funds remaining after expenses of the Center are paid.

Section 3. The Board shall ensure that any documents and reports required by governmental authorities are filed on a timely basis.

Section 4. The Board may create, and appoint members to, such standing and *ad hoc* committees as it deems necessary or appropriate; and it may delegate the power to appoint committee members to the President in whole or in part.

Section 5. The Board shall establish rules and/or guidelines for the governance and operation of the Center that are not specified in these bylaws.

Article IV Governance and Board Meetings

Section 1. Governance meetings shall consist of the Board and the Advisory Group. They shall normally be held on the first Monday of each month. A quorum consists of more than half of the Board. Those present at governance meetings shall constitute a deliberative assembly on matters pertaining to the operation of the Center, including courses, lectures, etc., to be offered by the Center.

- a. Any governance meeting may be cancelled or postponed to another date on a vote of the majority of Board members.
- b. Governance meetings shall be open to the general membership, who may participate in the discussion but will not be considered members of the Advisory Group.
- c. Directors may invite other persons deemed appropriate to participate in specific meetings. These individuals will not be considered members of the Advisory Group.
- d. Any action taken at a governance meeting shall be deemed approved by the Board unless a member of the Board present objects. In such instance, consideration of that action shall be referred to a meeting of the Board.

Section 2. Meetings of the Board of Directors may be called by the President on two weeks' at his or her discretion, or on request by two or more directors.

Section 3. All meetings shall be conducted in conformance with Robert's Rules of Order unless a majority of those entitled to vote at that meeting determines otherwise.

Section 4.

- a. No action may be taken by the Board unless a majority of Board members is present. Actions may be taken on the affirmative vote of a majority of those Board members present.
- b. Actions that may be taken only on a vote of the general membership shall be taken on a vote of the majority of those members present.

Article V
Amendment of Charter and Bylaws

Section 1. These bylaws may be amended by a two-thirds vote of the Center members present at either a regular governance meeting or a special general meeting called for that purpose, provided that all members are notified at least thirty days in advance of the meeting at which a vote to amend the bylaws will be taken. The Center's Charter (articles of incorporation) may be amended by a majority vote of the entire Board, in accordance with Maryland General Corporation Law.