

# The By-Laws of the Center for Lifelong Learning of Leisure World

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Revised and Approved at the Board Meeting on December 2, 2024

## Article I Name and Objectives

Section 1. The following By-Laws apply to the operation of the Center for Lifelong Learning (“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 federal 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 who have particular expertise in such areas in order to present lectures and classes;
- c. Attempt whenever possible to carry on its activities through individuals willing to donate their services; and
- d. Ensure that any financial fees that may be attached to attendance at these instructional activities shall be intended to cover the Center’s operating expenses and established reserves.

## Article II Organization

Section 1: Fiscal Year. The Center’s fiscal year shall start on July 1<sup>st</sup> and end on June 30<sup>th</sup>.

**Section 2. General Membership.** Membership consists of Leisure World residents interested in promoting the purposes of the organization who have expressed this specific interest. Members are welcome to attend and participate in Board meetings. The Annual Meeting of the Membership shall take place in June of each year.

**Section 3. 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 nineteen members. A candidate for Director can be approved by a majority vote of the current Board at any meeting where a quorum (at least 51% of the current Board membership) is present. This appointment is subject to final approval by the General Membership at the next Annual Meeting in June of the current fiscal year.

**Section 4. Board Committees.** The Board shall create and maintain committees to address both the current and future operational needs of the Center. Under the general supervision of the Board President, each committee will be led by a Committee Chair - who is a current Board member unless otherwise approved by the Board.

Each committee will develop a charter that serves as a guide for how the committee operates and ensures that all members are aligned with the committee’s purpose. This includes a statement of purpose, scope and responsibilities of the committee relative to the Center’s operations. In addition, each committee shall develop goals and plans for implementation to discuss as needed with the Board of Directors.

The membership of these committees may consist of Board Directors and Board Members, as well as members of the community with particular knowledge and skills needed for the committees to accomplish their goals.

The types of committees are:

**Standing Committee.** A permanent committee that meets regularly and is intended to consider all matters pertaining to a designated subject or operation. Examples of this would include the Center's Curriculum Committee and Finance Committee.

**"Ad Hoc" Committee.** A committee established for a limited duration of time for a specific purpose or for a particular project. Once the task has been achieved, the committee is automatically dissolved. An example of this would a strategic planning committee or a technology development committee.

### Article III Functions of the Board

**Section 1.** The Board has the formal responsibility to ensure organizational compliance with federal, state and local laws and regulations, oversee the Center's mission through periodic review of and strategic planning for its operations, and represent the views of the Membership and residents in the Leisure World community.

The Board shall have all powers necessary to carry out the objectives of the Center as set forth in Article I and to ensure that the Center meets its objectives and conforms to the legal Requirement for an organization under Section 501(c)(3) of the federal Internal Revenue Code.

**Section 2.** The Board shall approve any revenue-raising efforts aimed at enhancing the purpose of the Center.

**Section 3.** The Board shall ensure that any documents and reports required by governmental authorities are maintained and submitted 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.

Section 6. Board Member Terms. Directors shall serve for a term of two years. Under normal circumstances, Directors are expected to serve for no more than four consecutive two-year terms.

Section 7. Board Member Elections. New Board Directors shall be elected annually at the Annual Meeting of the General Membership in June of each year.

- a. The President shall annually appoint a Nominating Committee responsible for (1) screening and recommending prospective Board members, and (2) proposing candidates when Board Officer positions are vacant.
- b. Notice of the date of the Annual Meeting, along with the report of the Nominating Committee, shall be given to the General Membership at least thirty days prior to the meeting.
- c. A majority vote of those General Members present is sufficient for election of new Directors.
- 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 to those in attendance.
- e. Should any Officer or Director vacancy on the Board arise during the Center's fiscal year, the remaining Directors may choose a Center Member to complete such term.

**Section 7. Officers.** The Directors, immediately following the annual election of Board members at the Annual Meeting in June, shall elect by majority vote – provided a quorum of the Board membership is present – the following officers from among the current Directors:

- a. **President.** This individual shall serve as chief executive officer, preside at all meetings, call such special Board meetings as the Directors may deem desirable, provide general supervision of the Center’s financial and other operations, oversee the work of active committees, 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.** This individual shall collaborate with the President in the development and implementation of processes and practices that support the deliberations of the Board, assist with the planning and achievement of the financial goals of the Center, assist the President on establishing agendas and meeting materials for Board meetings, 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.** This individual shall be responsible for the management of organizational correspondence and records, both current and past. This includes recording the Minutes of Board meetings, distributing Minutes and related documents to Board members on a scheduled basis, and storage management for Center documents.
- d. **Treasurer.** This individual shall be responsible for receiving, disbursing, recording and organizing information pertaining to the Center’s funds. This includes acquiring and recording complete details concerning the funds received for Center operations.

**Section 8. Removal.** An Officer or Director who has missed three or more consecutive meetings may be removed by a majority vote of current Board members. In addition, a Director may be removed for any reason by a vote of two-thirds of current Board members.

**Section 9. Committee Chair.** Chosen by the Board from among its current membership, through communication and collaboration, this individual oversees the work of committee members as they work to achieve the committee's goals and objectives.

**Section 10. Advisors.** Former Board Presidents shall assume the role of Special Advisor to the Board. In addition, the Board and its individual committees may invite consulting experts to provide specialized advice relative to mission activities. An example of this is the *Faculty* – consisting of current and recent Center teachers who participate in the deliberations of the Curriculum Committee.

**Section 11. Center Financial Matters.**

- a. Membership on the Finance Committee shall include the Board President, Vice-President, Treasurer and such other Directors and Advisors that might be needed.
- b. The Finance Committee shall prepare for Board approval an Annual Budget for the Fiscal Year (July 1<sup>st</sup> – June 30<sup>th</sup>) that describes anticipated income and expenses in detail.
- c. The Finance Committee shall periodically review financial activity relative to Center operations and make recommendations to the Board whenever changes to the budget may be needed.
- d. Unless otherwise determined by the Board, the Finance Committee shall oversee the planning and management of the Center's resource development efforts.

- e. The Treasurer shall provide the Finance Committee with a detailed analysis concerning the current performance of the Center's financial operations relative to its Board-approved annual budget. On a quarterly or as-needed basis, this information will be provided to the full Board of Directors for review.
- f. The Treasurer shall prepare and distribute a brief financial statement to the Board at its monthly meetings which specifies income and expenditures vis-a-vis the approved budget categories.
- g. Within the limits established in the Center's Annual Budget, the President is authorized to release funds from the Center's financial reserves for specific Center operations and activities if there is sufficient indication that anticipated revenues for such activities will be received during the fiscal year. If other expenditures requiring immediate action are needed, the President will inform the Board of such action at the next monthly Board meeting.
- h. Upon recommendation from the Curriculum Committee, the Board shall review and approve the establishment of fees for classes and events sponsored by the Center.
- i. In addition, upon recommendation from the Finance Committee, the Board shall review and approve the establishment of any fees relative to other Board activities and membership,
- j. The Board shall oversee use of any funds remaining after the operational expenses of the Center are paid. This includes but is not limited to specific contributions to other Section 501 (c)(3) organizations in Leisure World for the benefit of the community.

**Section 12. Other Responsibilities.** The Board shall also be responsible for the establishment of rules and/or guidelines for the governance and operation of the Center that are not specified in these By-Laws.

#### **Article IV Governance Activities**

**Section 1. Board Meetings.** Meetings will be held according to a schedule developed by the President and approved by the Board. A quorum consists of at least 51 percent of the current Board membership. Those present at Meetings shall constitute a deliberative assembly on matters pertaining to the operations of the Center, including instructional activities that are offered by the Center.

- a. Any Board meeting may be canceled or postponed to another date on a vote of the majority of Board Directors.
- b. Center Members and Advisors who are present at Board meetings are encouraged to participate in discussions but are not eligible to vote on Board matters.
- c. Directors may invite other persons deemed appropriate to participate in specific meetings.
- d. Any action taken at a Board meeting shall be deemed approved by the Board only if 51% of the current Board members are present and vote in favor of the action. Otherwise, the vote will be postponed to a future meeting.

**Section 2. Meetings of the Board of Directors** may be called by the President on two weeks' notice 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. Documents and Correspondence.**

- a. The Minutes of each Board meeting shall be recorded by the Board Secretary and distributed to the Directors approximately one week prior to the next meeting - along with an agenda prepared by the Board President for that upcoming meeting.
- b. In addition, the Minutes and other documents of any committees or working groups should also be prepared and distributed in a similar manner by the group's leadership to its members. Documents considered to be important should be sent to the President for determination as to whether they need to be stored in the Center's formal record retention system.

**Section 5. Director Voting.**

- a. No policy or procedure may be approved by the Board unless a majority of current Board members is present to vote on its implementation. Proposed actions may be evaluated but cannot be formally authorized by the Board until the required quorum is present to vote.
- b. Actions that require a vote of the General Membership shall be taken on a vote of the majority of those Members present at the Annual Meeting.
- c. When Board meetings include the use of video conferencing, Directors are eligible to participate in discussion and voting regardless of personal physical location.

**Article V**  
**Amendment of Charter and By-Laws**

**Section 1.** The Center's By-Laws can be amended by a two-thirds vote of the Board present at either a regular meeting or a 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 By-Laws will be taken.

**Section 2.** 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.