

OSHER LIFELONG LEARNING INSTITUTE AT THE UNIVERSITY OF ARIZONA

BYLAWS

ARTICLE 1 – NAME

The name of the Corporation is the Osher Lifelong Learning Institute at the University of Arizona, hereinafter referred to as the Corporation or OLLI-UA.

ARTICLE 2 – MISSION

The mission of OLLI-UA is to provide continuing learning experiences for individuals 50 years of age or older living in and about Tucson, Arizona. OLLI-UA is dedicated to enhancing the lives of its members by providing an environment for learning, teaching, and social interaction through participatory classroom and community experiences.

ARTICLE 3 – DEFINITIONS

3.1 The OLLI-UA Corporate Board comprises individuals appointed by the Campus Councils of its operational units. The Corporate Board operates as the governance and fiduciary agent of the 501(c)(3) organized as OLLI-UA.

3.2 A "Campus" is an operational unit of the Corporation that develops and delivers educational and social programs for the members enrolled in a geographical area.

3.3 A "Member" is an individual over the age of 50 who has registered and paid the fees for a designated term.

3.4 A "Policy" is a statement that is crafted and passed by the Corporate Board for inclusion in a Policy Manual. Items occasionally referenced in these Bylaws may by these Bylaws be relegated to said Manual.

ARTICLE 4 – RELATIONSHIP TO THE UNIVERSITY OF ARIZONA

4.1 OLLI-UA is organized for educational purposes as an Arizona non-profit corporation and a 501(c)(3) corporation under the IRS code.

4.2 The Corporation is an "Affiliated Organization" of the University of Arizona as defined in the Affiliation Agreement between Arizona Board of Regents for UA and OLLI-UA, and is governed by its members through an elected Corporate Board of Directors (hereinafter referred to as the Corporate Board or Board). Administrative and other support shall be provided to OLLI-UA by University of Arizona employees.

ARTICLE 5 – MEMBERSHIP

5.1 Membership in OLLI-UA shall be open to any person over the age of 50. Members will enroll in centers of educational and social programs termed "Campuses," each composed of fifty (50) or more Members operating under the OLLI-UA name.

5.2 The application process and fee schedules are to be considered and approved by the Board in consultation with Campus Councils. The membership year will correspond to the University of Arizona fiscal year. Payment of membership fees entitles the member to attend classes and participate in activities offered by his/her OLLI-UA campus, subject to Campus guidelines.

5.3 All members are expected to contribute to the mission of the Corporation.

ARTICLE 6 – MEMBER RIGHTS

All Members shall have the right to:

- (a) Attend courses offered by the Corporation consistent with their Campus membership.
- (b) Attend and participate in the Annual Meeting of Members of their Campus.
- (c) Attend regular meetings of their Campus Councils and the Corporate Board.
- (d) Vote for the election of their Campus Council Members and on any issue brought to the Members by their Council, based on voting practices established by their Campus Guidelines.

ARTICLE 7 – CAMPUSES

7.1 Each Campus shall have a Council of not less than five (5) persons elected by its Members, which Council shall elect officers as Chair, Vice-Chair, Secretary and Treasurer to perform duties consistent with these positions.

7.2 The Council shall function as the management arm of its respective Campus, responsible for day-to-day operations.

7.3 Council responsibilities include management of curriculum, social activities, facilities, classroom technologies, and other functions required for its operation.

7.4 Each Campus shall conduct an Annual Meeting of its Members in accordance with Campus Guidelines and the Corporate Calendar.

7.5 Each Council shall appoint a curriculum committee to ensure the development and delivery of a quality curriculum that meets the needs of its members.

7.6 Each Council shall develop and manage membership programs to attract new members, retain current members, and provide a social component.

7.7 Each Council shall prepare Operating Guidelines containing directives, procedures, and a list of Campus committees. This document may not conflict with Corporate policies or the Bylaws

7.8 Each Council shall appoint the Campus's allocated members to the Corporate Board in accordance with the Corporate Calendar.

7.9 Each Council shall submit proposed budgets annually to the Corporate Finance Committee on a schedule established by the Corporate Board Treasurer.

7.10 Each Council shall submit to the Board their proposed fee structure for each membership category, consistent with their proposed budget.

ARTICLE 8 – CORPORATE BOARD

8.1 The Corporate Board shall function as the governance, legal, and fiduciary agent of the Corporation. The Corporate Board is responsible for general oversight, finance and policy. It is responsible for adherence to matters dealing with The Bernard Osher Foundation through the University of Arizona, the Internal Revenue Service, the University finance offices, and other similar governing entities.

8.2 The number and terms of Directors of the Corporate Board shall be in accordance with OLLI-UA policies.

(a) A Director may be removed from the Corporate Board by a two-thirds vote of Directors at any Board Meeting subject to considerations defined by OLLI-UA policies.

(b) Vacancies due to removal, resignation or other causes shall be filled in accordance with OLLI-UA policies.

8.3 The Board shall establish Campus allocations for Board Directors prior to the Annual Board Meeting in accordance with OLLI-UA policies and the Corporate Calendar.

8.4 A quorum of the Corporate Board, for purposes of transacting business at any meeting of the Board, is sixty percent (60%) of the total Board Directors.

8.5 A Nominating Committee, comprising the Chairs of all campuses and chaired by the Vice President, shall be convened in accordance with the Corporate Calendar and shall present a slate of proposed officers at the Annual Meeting.

8.6 The Corporate Board shall conduct an Annual Meeting of the Corporation and the Board in accordance with the Corporate Calendar and OLLI-UA policies.

8.7 The Corporate Board shall elect four Officers at the Annual Meeting - a President, a Vice President, a Secretary and a Treasurer, each with duties consistent with their positions.

8.8 The Officers of the Corporation shall be elected annually by the Corporate Board at its Annual Meeting. Term of office shall be one year, with repeated terms permitted, if so elected. Requirements for removing Officers prior to term expiration and filling vacancies shall be in accordance with OLLI-UA policies.

ARTICLE 9 – CORPORATE BOARD COMMITTEES

9.1 The Corporate Board shall have a Finance Committee, chaired by the Treasurer.

9.2 The Corporate Board shall have a Fund Development Committee and appoint a chair.

9.3 The Corporate Board shall have a Membership and Outreach Committee and appoint a chair.

9.4 The Corporate Board may have such other committees as it may approve by resolution.

ARTICLE 10 – RESPONSIBILITIES OF THE CORPORATE BOARD

10.1 The Corporate Board provides overall governance of the OLLI-UA Corporation, pursuant to the Affiliation Agreement between Arizona Board of Regents for UA and OLLI-UA.

10.2 The Board is responsible for the fiscal planning and control of the Corporation and all Campuses, and is to review and approve proposed Campus budgets.

10.3 The Board shall establish an Annual Corporate Calendar specifying the months for Board and Campus Annual Meetings, Campus elections, and other critical events. This calendar is to be reviewed and approved annually by the Board at its Annual Meeting.

10.4 The Board shall establish and document Corporate Policies maintained in a Board Policy Manual reviewed annually prior to the Annual Meeting.

10.5 The Board has signature authority by an approved officer or officers for all contracts, including lease agreements and insurance coverage.

10.6 The Board has signature authority by an approved officer or officers for all checks and other financial instruments.

10.7 The Board has responsibility for planning, certification, functioning, and dissolution of Campuses in accordance with OLLI-UA policies.

10.8 The Board controls endowments, bequests, and grants not required to be vested with The University of Arizona or the University of Arizona Foundation.

10.9 The Board has responsibility for legal and accounting matters pertaining to the Corporation and interfaces with agencies of government pertaining to the Corporation.

10.10 Robert's Rules of Order will prevail in the absence of another adopted set of rules to govern Corporate Board meetings.

ARTICLE 11 – CONFLICT OF INTEREST

11.1 Board Directors shall make known their connections with family members, companies or other nonprofit organizations doing business with OLLI-UA. This information must be provided annually in written form and shall be shared with all Directors.

11.2 "Conflict of interest" refers to any transaction by or with OLLI-UA in which a Director has a direct or indirect personal interest that might conflict with the best interests of OLLI-UA. In the event that a Director has an actual or perceived conflict of interest that might limit impartial judgment or lead to monetary gain, that Director must inform the Board of the conflict. All potential conflicts must be reported to the entire Board and reflected in the minutes.

11.3 A Director who is associated with an immediate family member (parent, spouse, child) or professional firm competing for OLLI-UA business must immediately inform the Board of the conflict. The Director must then abstain from discussion and voting in the Board's selection process.

ARTICLE 12 – INVESTMENTS

The Finance Committee of the Corporate Board, with express approval of that Board, shall have authority to make, or cause to be made, investments of the funds of the Corporation and to change the same, and may from time to time dispose of any part or all of same or any rights or privileges that may accrue therefrom.

ARTICLE 13 – INDEMNIFICATION

The Corporation shall obtain insurance policies to provide coverage from a nationally recognized insurance carrier, and to further indemnify, defend and hold harmless its Board of Directors and Officers, from and against all liability, loss, cost or expense (including attorney's fees) arising out of actions related to their official capacities as

Directors and Officers. Indemnification may not apply to actions of gross negligence nor actions criminal in nature.

ARTICLE 14 – RECORD KEEPING

The Corporation and each of its Campuses shall maintain all required financial and accounting records, shall keep minutes of Board meetings and shall keep a record giving names and addresses of all Corporate Directors and other Officers of the Corporation and its Campus Councils. All books and records of the Corporation may be inspected by any Member upon reasonable notice to the Corporate Board President or Secretary.

ARTICLE 15 – AMENDMENTS TO THESE BYLAWS

15.1 The Corporate Board shall refer proposed amendments of these Bylaws to the Members:

- (a) Through a resolution adopted by not less than a two-thirds vote of the Board or
- (b) Upon receipt of a written petition, signed by not less than 25% of the Members. Signatures may be electronic or on paper.

15.2 Approval of amendments to these bylaws requires:

- (a) The participation of a quorum, defined as not less than one-third of the Members and
- (b) A two-thirds vote in favor by all those voting either in person or electronically.

15.3 Procedures for conducting the vote and implementation of amendments shall be defined in the Board Policy Manual.

ARTICLE 16 – DISSOLUTION OF THE CORPORATION

16.1 If OLLI-UA should be dissolved, the Board is responsible for transferring its assets pursuant to Agreement between the University of Arizona and The Bernard Osher Foundation, and Arizona laws and regulations.

16.2 All other records, materials, and remaining assets shall be distributed to the University of Arizona Foundation or any charitable organizations recognized by the U.S. Internal Revenue Service and selected by the Board of Directors.

CERTIFICATION

The undersigned Officer, acting on behalf of the Corporation, does hereby certify that the foregoing instrument constitutes the Bylaws of the Corporation approved by the Members as of October 31, 2015.

Dated as of the 1st Day of November, 2015

The Osher Lifelong Learning Institute at The University of Arizona

By 
Signature

Jana Eaton
Print Name

President, OLLI-UA Board of Directors
Title