

ICLRU Board Meeting
Minutes – Special Meeting
April 1, 2019 - 10 AM

All Board Members were present except Steve Wolf. Bob Masterson attended the meeting.

1. Andrea Zietlow called the special meeting to order at 10:05 AM and confirmed the quorum.
2. Henrietta Leary moved to change the proposed bylaws to read:

All committee chairpersons (other than chairpersons of ad-hoc committees) who are appointed by the president shall be approved by the board.

Selwyn Schwartz seconded the motion, which was defeated 5-3.

3. Angie Sharkey moved that the board approve the proposed bylaws document under discussion, *2nd Review 2019 Proposed Bylaws*. Henrietta Leary seconded and the motion carried unanimously.
4. John Wiese moved that the board send the proposed bylaws to the membership at least 30 days prior to the June 2019 Annual Meeting, per the current bylaws. Selwyn Schwartz seconded the motion and it carried unanimously.
5. Henrietta Leary will distribute a draft executive summary of major changes and asked for feedback from all board members.
6. The initial invitation to the Annual Meeting will be e-blasted in mid-April without mention of the bylaws. A reminder to sign up for the Annual Meeting will be sent between May 13 and June 3 (probably closer to May 13). This reminder will contain:
 - A link to the proposed, revised bylaws
 - A link to the current bylaws
 - An executive summary, explaining that changes were made to conform the bylaws to current practice and citing the major changes.
7. Selwyn moved to adjourn at 10:40 AM, seconded by John Wiese and carried.

**BYLAWS OF THE
INSTITUTE FOR CONTINUED LEARNING
AT ROOSEVELT UNIVERSITY
SCHAUMBURG, ILLINOIS**

ARTICLE I—NAME

The name of the organization shall be Institute for Continued Learning at Roosevelt University, hereinafter referred to as the ICLRU.

ARTICLE II—MISSION STATEMENT

Section 1. Mission

The mission of the ICLRU is to offer its members a noncredit, non-degree educational program, together with social and cultural opportunities, through which adults 55 and older may share their talents, experiences and skills.

ARTICLE III—MEMBERSHIP

Section 1. Members

Any individual age 55 or older is eligible to become a member of the ICLRU. The Board of Directors (herein known as the Board) shall determine the qualifications, dues, terms, and other conditions of membership, without regard to race, color, religion, sex, sexual orientation or national origin. There shall be only one class of members: voting members.

Section 2. Voting Rights

Members in good standing shall have the right to vote at general membership meetings on the following matters: election of the Board, approval of any amendments to the bylaws that may be proposed by the Board, and such other issues as the Board may choose to bring before the members. Voting on all other matters is expressly reserved for the Board.

ARTICLE IV—THE BOARD

Section 1. Responsibilities

Except as provided in the Articles of Incorporation, the affairs of the ICLRU shall be managed by or under the direction of the Board.

Section 2. Composition

The Board shall consist of nine (9) members. The Board Members shall be elected at large from the ICLRU membership, one-third of whom shall be elected each year to serve three (3) year terms.

Section 3. Nomination of Board Members

- a. A nominating committee shall be formed each year for the purpose of recommending candidates for election to the Board.
- b. The president shall appoint a Nominating Committee chairperson no later than January 31 of each year, and shall submit the appointment to the Board at the next regularly scheduled Board meeting for confirmation. The chairperson shall appoint two members of the Board and at least three members from the general membership to serve on the committee. The Board shall develop and publish procedures and guidelines for the selection, nomination, and election of the Board and officers.
- c. The committee shall announce its composition to the membership and invite suggestions from the membership for Board nominees as soon as possible after the committee is formed, utilizing appropriate publications of the ICLRU for this purpose.
- d. The Nominating Committee shall be responsible for conducting the election and for tallying and certifying the votes for Board Members in accordance with such detailed procedures as the Board may adopt.

Section 4. Election of Board Members

The Board Members shall be elected by the general membership from among the candidates submitted by the Nominating Committee. Voting shall take place at the Annual Membership meeting. When the votes have been tallied and certified by the Nominating Committee, the nominees shall be notified of the election results, after which the results shall be announced to the membership by appropriate means.

Section 5. Term of Office

- a. The term of office for members of the Board shall commence with the first meeting of the Board to be held after the date of the election.
- b. A Board Member may submit a written resignation to the Secretary or the President of the Board at any time.
- c. Officers or Board Members may be removed from their positions for cause by a two-thirds majority of the Board.

Section 6. Compensation

Board Members and officers shall serve without compensation except for reasonable expenses as established and approved by the Board.

Section 7. Vacancies

A vacancy on the Board shall be filled by a member nominated by the president and approved by the Board.

ARTICLE V—MEETINGS, QUORUMS AND VOTING

Section 1. The Board

- a. The Board shall meet as often as required to administer the affairs of the ICLRU. The secretary shall notify the Board Members of the time and place of Board meetings. Board meetings shall be open to the membership, with the exception of executive sessions and retreats. Meetings of the Board may be called by the president, the Executive Committee, or at least one-third of the Board.
- b. A majority of the Board in office and eligible to vote shall constitute a quorum for the transaction of business at any official meeting.
- c. One or more Board Members may participate in a meeting of the Board by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone or similar device shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 2. Membership Meetings

a. The secretary shall notify the general membership of the date, time, place and agenda for the annual membership meeting, which shall be held during the month of June. Such notice shall be given no less than 10, nor more than 30 days before the date of the meeting. If the agenda includes a proposed amendment to the articles of incorporation, changes to the Bylaws, a plan of merger, a proposed sale of all assets, or the dissolution of the ICLRU, the Board shall include the text of and reasons for such actions in said notice.

b. The Board may call other membership meetings when necessary to consider matters that should come before the membership, including proposed amendments to these Bylaws. Such meetings shall be subject to the notice, and voting requirements of the annual membership meeting.

Section 3. Voting

Unless otherwise provided in these Bylaws or by statute, all decisions of the Board and of the membership at membership meetings shall be by the majority of those voting. Voting by proxy shall not be permitted.

ARTICLE VI—OFFICERS

Section 1. General

The officers of the ICLRU shall consist of a president, a vice president, a secretary and a treasurer, who shall be members of the Board. In the absence of the president, and for the purposes of presiding over the General Membership, Board, and Executive Committee meetings the Vice President, Secretary, and Treasurer shall replace the President in the listed order.

Section 2. Election and Term of Office

a. The election of officers of the ICLRU shall take place at the first meeting of the Board following the annual election and shall be by a majority vote of the Board. .

b. The term of office for officers shall be one year.

Section 3. Duties

The duties of the officers include those specified below and other duties prescribed by the Board.

a. President: The president shall be responsible for the governance of the ICLRU in accordance with the Bylaws. The president shall preside over all official business meetings of the ICLRU, and shall serve as chairperson of the Board.. The president shall serve as the principal spokesperson for the ICLRU, but may delegate that responsibility when appropriate.

b. Vice President: The president and the vice president shall determine between them the assignment of duties. The vice president shall fulfill the duties of the president if the president is unable to do so.

c. Secretary: The secretary shall be responsible for assuring that accurate records are prepared and maintained of meetings of the Board, Executive Committee and the general membership, including policy and administrative decisions made by these bodies. In addition, the secretary shall function as the archivist and authenticate records of the ICLRU Board. The secretary shall notify the Board Members of all actions taken by the Executive Committee.

d. Treasurer: The treasurer shall be responsible for overseeing the development of the ICLRU annual operating budget, reviewing the organization's accounting procedures and controls at least annually to provide reasonable assurance that accounting and bookkeeping transactions are properly recorded, presenting written financial reports to the Board periodically and a financial statement at annual membership meetings. The treasurer, with the approval of the Executive Committee, shall obtain an independent annual review of ICLRU accounting methods and financial results.

Section 4. Vacancies

Should a vacancy occur in any officer position, the Board shall elect a new officer to complete the unexpired term.

ARTICLE VII—COMMITTEES

Section 1. Executive Committee

The officers of the ICLRU shall constitute the Executive Committee and shall exercise the authority of the Board between meetings of the Board and in instances necessitating timely decisions. At the next Board meeting the secretary shall notify the Board of actions taken by the Executive Committee.

Section 2. Other Committees

Standing and ad hoc committees shall be established by the president; Chairpersons of committees shall be named by the president. Members of committees shall be named by the chairpersons. Chairpersons of committees shall continue in their positions until removed by the Board or until the chairperson resigns. Ad hoc committees shall be organized to accomplish a specific task and given a time limit.

ARTICLE VIII - ETHICAL STANDARDS

Section 1. All ICLRU Board Members, committee chairs, and employees should avoid any real or perceived conflicts between their actions in fulfilling their responsibilities and personal gain.

Section 2. Any Board Member, committee chair, or employee who deems an upcoming vote or decision to pose a real or perceived conflict of interest shall disclose this information and shall abstain from making the decision, influencing the discussion, or voting.

Section 3. Board Members or committee chairs who are uncertain as to whether an action represents a conflict of interest shall request a decision on the issue from the ICLRU Board.

Section 4. The following situations, though not comprehensive, are offered as examples of activities to avoid:

- Seeking monetary gain directly or indirectly for self, family, friends or any associated business.
- Voting on projects that involve either directly or indirectly, personal gain for self, family, friends or any associated businesses.
- Accepting personal gifts or favors given with the intention of influencing ICLRU policy.

ARTICLE IX—MISCELLANEOUS

Section 1. Notice

Whenever under the provisions of these Bylaws notice is required to be given to a Board Member, officer, committee member, or the general membership, such notice shall be given in writing by first class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the ICLRU. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and shall be deemed given when received.

Section 2. Hold Harmless

Board Members and officers of the ICLRU, when acting on behalf of the ICLRU, are indemnified and held harmless for their actions to the full extent allowed by law.

Section 3. Fiscal Year

The fiscal year of the ICLRU shall be established by the Board..

Section 4. Dissolution

In the event the ICLRU is dissolved or ceases to exist for the purposes for which it was established, all records, materials, and remaining assets shall be distributed to Roosevelt University, or any charitable organizations recognized by the US Internal Revenue Service, and selected by the Board.. Should the ICLRU dissolve without a Board selection, the Cook County Circuit Court of the State of Illinois shall designate the recipient of ICLRU assets.

Section 5. Statutory Office and Agent

The Institute shall have and continuously maintain a statutory office and agent. The statutory office and agent shall be designated by the Board and may be changed by the Board.

Section 6. Rules of Order

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases when not inconsistent with the Bylaws or any special rules that the Board may adopt. The president may appoint a parliamentarian.

ARTICLE X – AMENDMENTS

Section 1. Amendments to the Bylaws

Proposed amendments to the Bylaws must be approved in their entirety by a majority of the Board before submission to the general membership.

APPROVAL:

The preceding ICLRU Bylaws were approved by a majority of those present at a general membership meeting of the ICLRU on _____.

PROPOSED