

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 older adults may share their talents, experiences and skills.

ARTICLE III—MEMBERSHIP

Section 1. Members

All persons age 55 or older are eligible to become members of 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 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—BOARD OF DIRECTORS

Section 1. Composition

- a. 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 2. Nomination of Directors

a. A nominating committee shall be formed each year for the purpose of recommending candidates for election to the Board. A candidate must be willing to serve as an officer.

b. The president shall appoint a Nominating Committee chairperson no later than February 28 of

each year, and shall submit the appointment to the Board at the next 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 directors and officers.

c. The committee shall announce its composition to the membership and invite suggestions from the membership for director 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 directors in accordance with such detailed procedures as the Board may adopt.

e. Within 14 days following the election of the new Board members, the Nominating Committee shall submit to the Board the names of potential officers, selected from continuing and newly elected directors.

Section 3. Election of Directors

The directors 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 4. 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 closing date of the election.

b. A director may submit a written resignation to the Secretary of the Board at any time. The Secretary shall submit the resignation to the Board for acceptance at the next Board meeting.

c. Officers, appointed and elected directors may be removed from their positions for cause by a two-thirds majority of the Board.

Section 5. Compensation

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

Section 6. General Powers

The Board shall propose changes in the Bylaws; establish policies; determine the mission, purposes and programs; ensure adequate resources and approve budgets; and provide strategic direction regarding the future of the organization.

Section 7. Vacancies

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

ARTICLE V—MEETINGS, QUORUMS AND VOTING

Section 1. Board of Directors

a. The Board shall meet as often as required to administer the affairs of the ICLRU. The secretary shall notify the directors 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 directors in office and eligible to vote shall constitute a quorum for the transaction of business at any official meeting.

c. One or more directors may participate in a meeting of the Board by means of a conference telephone or similar telecommunications device (if available), which allows all persons participating in the meeting to hear each other. Participation by telephone 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.

c. Voting of members by absentee ballot shall be authorized with respect to agenda voting items included in the meeting notice. Only absentee ballots received by the ICLRU at least 24 hours prior to such a meeting shall be counted and included in the quorum.

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. The Board may authorize voting by absentee ballot, but voting by proxy shall not be permitted. Absentee votes shall be valid only for the original resolution or ballot.

ARTICLE VI—OFFICERS

Section 1. General

The officers of the ICLRU shall consist of a president, a vice president, a treasurer and a secretary, 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 directors. Absentee ballots are authorized for election of officers.

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

Section 3. Duties

The duties of the officers are specified below and shall include such other duties applicable to the office as prescribed by the Board.

a. **President:** The president shall be responsible for the governance of the ICLRU in accordance with the Bylaws, and shall establish, document and implement procedures for carrying out said responsibilities. The president shall preside over all official business meetings of the ICLRU, and shall serve as chairperson of the Board of Directors. The president shall serve as the principal spokesperson for the ICLRU, but may delegate that responsibility when appropriate. The president shall serve as an *ex officio* member of the Board for one year upon completion of his/her active service.

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. **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.

d. **Secretary:** The secretary shall be responsible for assuring that accurate records are prepared and maintained of meetings of the Board of Directors, 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 of Directors. The secretary shall notify the Board of Directors of all actions taken by the Executive Committee.

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 standing committees shall continue in their positions until replaced by the Executive Committee or until the chairperson resigns. Ad hoc committees shall be organized to accomplish a specific task and given a time limit.

Section 3. General

The officers of the ICLRU shall be ex officio members of all committees with the exception of the Nominating Committee. All committees shall welcome the attendance of any person from the general membership at their meetings unless the meeting is held in executive session.

ARTICLE VIII - ETHICAL STANDARDS

Section 1. All ICLRU directors, committee chairs, and employees should be scrupulously careful to avoid any real or perceived conflicts between their actions in fulfilling their responsibilities and personal gain.

Section 2. Any director, 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. Directors 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 of more than nominal monetary value.

ARTICLE IX—MISCELLANEOUS

Section 1. Definitions

a. Notice: Whenever under the provisions of these Bylaws notice is required to be given to a director, 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.

b. Ex officio: Ex-officio is defined as non-voting membership on the Board or a committee as a result of the position held within ICLRU.

Section 2. Hold Harmless

Directors 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 of Directors.

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 of Directors. 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 shall 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. An affirmative vote by a majority of the members submitting absentee ballots and those present at any general membership meeting called pursuant to Article V (2) is required to ratify an amendment.

APPROVAL:

The preceding ICLRU Bylaws were approved by a majority of those present at a general membership meeting of the ICLRU on June 7, 2012