

**BYLAWS**  
of  
**The Lifelong Learning Institute at Waubonsee Community College**  
**Sugar Grove, Illinois**

Section A – Governing Documents

The Constitution of the Lifelong Learning Institute at Waubonsee Community College (hereinafter LLI) is the primary governing document of LLI. These Bylaws are intended to support and implement the LLI Constitution, and shall be interpreted so as not to be contrary thereto.

Section B – Membership

1. Membership in LLI is open to individuals 50 years of age and older residing in the greater Fox Valley area upon application and payment of annual dues. The age requirement shall not apply to spouses or civil union partners of otherwise eligible individuals.
2. The Membership Year of LLI shall be September 1 – August 31.
3. Participation in LLI-sponsored events except Summer Semester activities requires membership. Members may bring guests to LLI luncheons upon payment of the luncheon fee.
4. The Board may award one-year non-voting VIP Memberships to WCC personnel directly involved with LLI matters or to those to whom such individuals report. VIP Members may attend any LLI function without payment of fees.
5. Individuals may, upon a two-thirds (2/3) vote of the Board, be removed from membership in LLI for failure to observe standards of behavior which demonstrate qualities of morality, honesty, civility, honor and respect as stated in the Waubonsee Community College (hereinafter WCC) Student Handbook. All records concerning the consideration of a membership cancellation shall be confidential, and shall not be revealed to anyone other than Board Members, the member concerned, and any WCC personnel required by WCC policy to be notified.

Section C – The LLI Board

1. (a) The Board shall be composed of four (4) officers--President, Vice President, Secretary, Treasurer--and as many additional members as the Board from time to time shall determine, including a number of Curriculum Council representatives sufficient to

meet the requirements of the LLI Constitution, Article IV, Section A. The WCC staff member designated as the LLI Coordinator/Advisor shall be an ex-officio member of the Board, without voting privileges except as provided in Section M hereof, and shall not be counted in the determination of a quorum.

(b) The Board may determine the number of its members, and the titles of each, as well as the number of Curriculum Council members, so long as any changes are determined no later than January 31 of a given year, such changes to become effective on the first day of the following fiscal year.

2. (a) Beginning July 1, 2019, the President and Vice President shall, with the exception noted in sub-paragraph (b), serve a combined two-year term. With the exception noted in sub-paragraph (c), there will be no election of a President; a Vice President shall be elected each year by the LLI membership, by a plurality of those members voting, and shall automatically succeed to the Presidency upon completion of the President's term or upon the death, resignation or removal from office of the President.

(b) In the event a Vice President has been appointed to fill a vacancy created by the former Vice President's succession to the Presidency mid-term, the appointed Vice President shall serve as Vice President until the conclusion of the then-President's term, and shall then succeed to the Presidency. As this may result in a combined term of more than two years, there may be a year in which there will be no election of a Vice President.

(c) In the event there is no sitting Vice President, there shall be an election of both a President and a Vice President at the next subsequent election, each to be elected by the LLI membership, by a plurality of those members voting, the President to serve a one-year term and the Vice President to enter a combined two-year term pursuant to this Paragraph.

(d) The Vice President serving under the President whose term expires on June 30, 2019 shall succeed to the Presidency for a one-year term.

3. The Secretary, Treasurer, and non-Curriculum Council Board Members shall be elected by the LLI membership, by a plurality of those members voting, for two-year terms, in classes determined by the Board, such that the number of expiring terms shall be as equal in number as is practicable.

4. The Board may, in order to maintain a balance of expiring terms as nearly equal as practicable, designate the years in which election to a specific Board position or Curriculum Council position shall be held, and may, as necessary to maintain such balance, designate election to a one-year term. All terms of office shall coincide with the fiscal year.

5. The representatives of the Curriculum Council to the Board shall be appointed by the Curriculum Council, ordinarily for two-year terms, with terms staggered so as to have no more than two of its representatives appointed with terms of service concluding on the

same date, if at all possible. The Curriculum Council may, in order to maintain the balance of expiring terms of its representatives as desired, designate appointment to a one-year term.

6. The Board may fill, by appointment, a Board vacancy or a Curriculum Council vacancy that occurs between annual elections or in the event no candidate is elected to an open position, such appointment to be for the remainder of the term of the office involved; except that, if the Board vacancy is that of a Curriculum Council representative, such vacancy on the Board shall be filled by the Curriculum Council from within its membership.

7. The Board shall, upon receipt of the recommendations of the Nominating and Recruiting Committee pursuant to Section F-1 hereof, nominate individuals as candidates for election to Board positions and Curriculum Council positions. In doing so, the Board may exercise its discretion to not nominate a recommended individual, but shall not nominate anyone not recommended by the Committee.

8. The Board shall establish annually the quorum for Board meetings, which shall be not less than fifty percent (50%) of the Board membership.

9. The Board shall establish an annual calendar of regular meeting dates, and shall publish the dates, times and sites of such meetings, noting that all Board meetings are open to all LLI members.

10. A Board Member may be removed from the Board mid-term upon a three-fourths (3/4) vote of the remaining Members of the Board.

11. The Board's minutes and attachments thereto shall be considered a public record, and, once approved, shall be available to LLI members in such manner as the Board shall from time to time determine.

#### Section D – Duties and Responsibilities of Individual Board Members

1. The President shall:

(a) preside at Board meetings and membership meetings and perform such other duties as are appropriate to the office;

b) call special meetings of the Board, if in his or her judgment such is required, upon not less than seven (7) days' notice, unless the notice requirement is waived by at least two-thirds (2/3) of the Board membership;

(c) be an ex-officio member, without voting privileges, of all Board committees, including those created under Sections F and G hereof; and

(d) compile an annual year-end report of the activities of all Board Members and Curriculum Council Members for distribution at the annual membership meeting.

2. The Vice President shall:

- (a) preside in the absence of the President and perform such other duties as are appropriate to the office;
- (b) appoint members to all ad hoc Board committees unless provision for such appointment is otherwise stated in these Bylaws or is determined by the Board;
- (c) serve as convener at the initial meeting of all Board ad hoc committees; and
- (d) submit a written summary of activities to the President for inclusion in the annual report.

3. The Secretary shall:

- (a) record the official minutes of all LLI Board and general membership meetings, and perform such other duties as are appropriate to the office; and
- (b) submit a written summary of activities to the President for inclusion in the annual report.

4. The Treasurer shall:

- (a) prepare and issue financial statements (monthly and year-to-date) for the Board, and perform such other duties as are appropriate to the office;
- (b) oversee and coordinate the activities of individuals filling positions established pursuant to Section F hereof and any committees established by such individuals;
- (c) working with the President and the LLI Coordinator/Advisor, prepare an annual budget for the forthcoming fiscal year for presentation to the Board at its April meeting;
- (d) review the insurance coverages provided by LLI's policies as to their adequacy and advise the Board with respect thereto; and
- (e) submit a written summary of activities to the President for inclusion in the annual report.

5. Other Board Members elected or appointed as such shall:

- (a) oversee and coordinate the activities of individuals filling positions established pursuant to Section F hereof and any committees established by such individuals;
- (b) submit a written report at each Board meeting; and
- (c) submit a written summary of activities to the President for inclusion in the annual report.

## Section E – The Curriculum Council

1. The Curriculum Council shall be composed of as many members as the Board shall from time to time determine. The LLI Coordinator/Advisor shall be an ex-officio member of the Curriculum Council, without voting privileges.

2. All Curriculum Council members shall be elected by the LLI membership, by a plurality of those members voting, for two-year terms, in classes determined by the Board, such that the number of expiring terms shall be as equal in number as is practicable. All terms of office shall coincide with the fiscal year.

3. The Curriculum Council shall select a Presiding Member and a Recorder from among its members, each to serve a one-year term, and shall by mutual agreement designate responsibility for established functions. The Presiding Member shall be an ex-officio member, without voting privileges, of all Curriculum Council committees, including those created under Sections F and G hereof and shall appoint members to all ad hoc Curriculum Council committees unless provision for such appointment is otherwise determined by the Curriculum Council.

4. The Curriculum Council shall select the required number of its members to serve as its representatives on the Board, pursuant to Sections C-5 and C-6 hereof.

5. The Curriculum Council shall establish an annual calendar of regular meeting dates, and shall publish the dates, times and sites of such meetings, noting that all Curriculum Council meetings are open to all LLI members.

6. The Curriculum Council shall solicit, review and edit proposals for courses, outings, trips and special events for the fall, spring and summer semesters, and shall advise the Board of its final selection of offerings for each semester prior to preparation of the catalog, recognizing the Board's power of veto.

7. The Curriculum Council shall develop and implement policies, recruit and mentor facilitators, and systematically review evaluation forms submitted by participants, all with a view to enlarging the number of offerings and maintaining a suitable quality of offerings, in fulfillment of LLI's values, mission and vision.

8. The Curriculum Council shall submit a written summary of activities to the President for inclusion in the annual report.

9. A Curriculum Council Member may be removed from the Curriculum Council mid-term upon a three-fourths (3/4) vote of the remaining Members of the Curriculum Council.

#### Section F – Standing Committees

1. The Board shall appoint a Nominating and Recruiting Committee, each member of which shall be appointed for a two-year term. This committee shall oversee the annual election, recruit candidates for elected office, and identify individuals to be considered for chairs or members of other Standing Committees. Individuals serving on the Board or the Curriculum Council shall compose not more than fifty percent (50%) of the membership of such Committee. At its first meeting of each Membership Year, the Committee shall choose a chair from among its members, including any ex-officio members.

2. The Board and the Curriculum Council may each create Standing Committees to assist in the conduct of its respective responsibilities, shall designate under which Board

Member or Curriculum Council Member each such Standing Committee is to serve, and shall state the duties and responsibilities of each such Standing Committee. Standing Committees shall become effective as the Board or Curriculum Council, respectively, determines, and shall continue until the Board or Curriculum Council, respectively, determines otherwise.

3. Following the beginning of each Fiscal Year and prior to the beginning of the next Membership Year, for all Standing Committees other than the Nominating and Recruiting Committee, the Board and the Curriculum Council, respectively, shall appoint individuals to chair or to co-chair each Standing Committee for a one-year term. Hereinafter, the term “chair” shall include co-chairs, and the singular pronoun shall include the plural with respect thereto. The chairs of Standing Committees shall be designated by titles established by the Board and the Curriculum Council, respectively.

4. Each individual serving as chair of a Standing Committee other than the Nominating and Recruiting Committee may recruit such assistance from within the LLI membership as he/she desires, forming sub-committees as shall to him/her seem appropriate. The names of those so recruited shall be reported to the Board.

5. Standing Committees may initiate policy ideas and draft statements of policy; however, all policy statements must be approved by the Board or the Curriculum Council, respectively.

6. A chair of a Standing Committee may be replaced mid-term upon a majority vote of the body by which he/she was appointed.

#### Section G – Ad hoc Committees

The Board and Curriculum Council may each create ad hoc committees to assist in the conduct of its respective responsibilities, shall designate under which Board Member or Curriculum Council Member each such committee is to serve, and shall state the duties and responsibilities of each such committee.

#### Section H – Membership Meetings and Elections

1. An annual meeting of the LLI membership shall be held during the months of April May or June at such time as the Board shall designate, giving at least thirty (30) days’ notice thereof to the membership.

2. The annual election of Board Members and Curriculum Council Members shall be conducted by mail ballot at a time preceding the annual meeting such that the results of the election balloting may be announced at such meeting.

3. Special meetings of the membership may be called by a two-thirds (2/3) vote of the Board or upon petition supported by twenty per cent (20%) of the LLI membership. Special meetings of the membership shall be scheduled no earlier than twenty (20) days after notice thereof is given to the membership.
4. The quorum for meetings of the membership shall be twenty per cent (20%) of the LLI membership. Once a quorum has been established, business may continue until adjournment, irrespective of the number of members present at any given time.
5. Voting by proxy shall not be allowed at any meeting of the membership, the Board, or of the Curriculum Council.
6. Wherever in these Bylaws reference is made to publishing or giving notice, such may be accomplished by any reasonable means, including, but not limited to: U. S. mail, email and posting on the LLI website.

#### Section I – Financial Matters

1. LLI shall be operated as an unincorporated not-for-profit organization. No LLI assets shall inure to the benefit of any member, other than as reimbursement for properly-documented out-of-pocket expenditures or remuneration for services agreed-to in advance by the Board.
2. All LLI funds shall be held by WCC and all LLI expenditures shall be made therefrom.
3. The Fiscal Year of LLI shall be identical to that of WCC; currently July 1 – June 30.
4. The Board shall adopt an annual budget covering the next fiscal year.
5. Annual dues shall cover the Membership Year, and shall be established by the Board. The Board may, in its discretion, permit prepayment of annual dues.
6. Fees for all activities shall be established by the Board.

#### Section J – Insurance Coverage

In order to ensure that individual volunteers do not bear personal liability to third parties for their authorized actions on behalf of LLI, LLI shall carry Directors and Officers Insurance coverage on Board Members, Curriculum Council Members, Facilitators and members of all committees appointed in accordance with these Bylaws.

## Section K – Parliamentary Authority

All meetings of the Membership, the Board, and the Curriculum Council shall be conducted in accordance with the most recent edition of *Robert's Rules of Order Newly Revised*, except that the Board may, in its discretion, adopt alternative procedures for any portion thereof, which alternative procedures shall be in written form and available to all participants in any given meeting.

## Section L – Amendments

Amendments to these Bylaws shall be adopted upon a majority vote of the Board following:

- (a) submission of the proposed amendment in written form at, or prior to, any regularly-scheduled Board meeting,
- (b) notification to the membership that discussion thereon will occur at two later Board meetings, at which meetings public comment will be allowed,
- (c) discussion thereon at each of two later Board meetings, the first of such meetings to be held not less than fifteen (15) days after notification is given, and
- (d) final consideration at a Board meeting subsequent to the two meetings at which discussion was undertaken.

## Section M – Dispute Resolution

In the event of a disagreement over interpretation or implementation of the LLI Constitution or of these Bylaws, the President, the Vice President, the LLI Coordinator/Advisor and two additional members selected by the Board shall constitute a committee to research the issue. Each member of the committee will have a vote, with the President presiding. The committee will provide advisory input to the Board.

Approved by the Board as to final wording, March 16, 2012.

Adopted by the Board, April 13, 2012, following ratification by the LLI Membership of the Board's adoption of the amended and restated LLI Constitution.

Amended by the Board, May 9, 2014

Amended by the Board, May 13, 2016

Amended by the Board, December 8, 2017

Amended by the Board, January 10, 2020