

By-Laws for the Osher Lifelong Learning Institute at the University of Cincinnati

I. PURPOSE

The Osher Lifelong Learning Institute (“OLLI”) at the University of Cincinnati (“UC”) is an educational organization sponsored by UC. Its purpose is to offer and administer courses, seminars and programs for individuals, ages 50 or over, who are interested in learning, expanding their knowledge, and exploring new ideas while sharing interests and experiences and cultivating friendships.

II. DEFINITIONS

A. “Member” is a person who has registered for OLLI classes at any time during the past 2 years, or has been a class moderator during the past 2 years, or who, in the discretion of the Board, has participated in OLLI in some other way.

B. “Board” is the Board of Trustees as set forth in Article III.

III. THE BOARD OF TRUSTEES

A. Membership: The Board shall be composed of between 15 and 21 members, including a volunteer Chair of the Board (the “Chair”) and a volunteer Vice-Chair of the Board (the “Vice-Chair”). UC’s designated liaison with OLLI, a paid Program Director, and the immediate past Chair shall be ex-officio members of the Board. Ex-officio members shall not count as being among the Board’s 15-21 members and shall not have voting privileges at Board meetings. The Program Director is expected to attend all Board meetings in order to provide staff support.

B. Responsibilities: The Board shall determine and approve policies and all other activities of OLLI that effectuate and enhance the purpose of OLLI and do not conflict with the regulations, mission or policies of UC.

IV. BOARD LEADERSHIP

A. Selection: The Board shall elect a volunteer Chair and a volunteer Vice-Chair and, subject to the provisions of Paragraph IV.B.3 below, shall appoint a Program Director to be paid by UC out of OLLI funds. Members of the Board are not paid.

B. The Chair, the Vice-Chair, and the Program Director shall serve as the executive officers of OLLI. Their individual areas of responsibility are as follows:

1. The Chair: The Chair shall call and preside over all Board meetings. He/she shall appoint the Chairpersons of all of the Board committees and approve the agenda for all Board meetings. He/she shall also serve as an ex-officio member of all Board committees.

2. The Vice-Chair: The Vice-Chair shall serve in the role of the Chair in the latter's absence or in the event that the position of Chair becomes vacant (until a new Chair is elected, per Paragraph VIII.B below). He/she shall also serve as an ex-officio member of all Board committees.

3. The Program Director: The Program Director shall, consistent with a job description created by the Board and approved by UC, administer the day-to-day activities of OLLI and make recommendations to the Executive Committee and to the Board concerning proposed policies. The Program Director shall report to the OLLI Board Chair and to the Director of Continuing Education at UC, or to any other leader designated by UC, who shall jointly establish goals for the Program Director and review his/her progress and performance.

V. COMMITTEES

A. Standing Committees: The standing committees of the Board shall be: Executive, Governance, Budget and Finance, Curriculum, Marketing, and Friends of OLLI. Each committee and the Board shall establish its own Standing Rules, *i.e.*, those procedures under which they operate. While the Board sets policy for OLLI, committees may make recommendations on policy matters to the Board for its consideration

B. Functions of the Standing Committees:

1. Executive Committee: The Executive Committee shall consist of the Chair, Vice-Chair, the Chairpersons of the standing committees, and the Immediate Past Chair. The Executive Committee shall meet at the discretion of the Chair. A quorum shall consist of a majority of the Committee's members. The Program Director is expected to attend all Executive Committee meetings in order to provide staff support. The Program Director and the Immediate Past Chair shall not have voting privileges at such meetings. The Committee shall deliberate and recommend policy changes to the Chair and Program Director for consideration and approval by the Board. The Committee shall also have the authority to approve any emergency expenditures in excess of \$2,000 when it is not feasible to timely convene the Board for review and approval. The Committee shall be empowered to act for the Board in situations requiring actions between regular Board meetings, when it is otherwise not possible for the Board to act in a timely manner. Actions or decisions of the Executive Committee shall be reported to the Board at its next regularly scheduled meeting.

2. Governance Committee: The Governance Committee shall monitor the effectiveness and integrity of the processes by which the leadership structure of the Board advances the interests and objectives of OLLI. Its responsibilities include, but are not limited to, (a) overseeing the process of nominating Board members and its Chair and Vice-Chair; (b) monitoring the participation and contribution of Board members and advising the Board on such matters; (c) making recommendations on the size of the Board; (d) advising the Chair on filling interim Board vacancies; (e) making recommendations to the Board on revising OLLI's by-laws; (f) ensuring that OLLI is in compliance with all federal and state laws as well as the policies and procedures of UC; and (g) overseeing the nominations of individuals in the OLLI community whom the Board wishes to recognize for their contributions and dedication.

3. Budget and Finance Committee: The Budget and Finance Committee shall prepare and oversee – in conjunction with the Program Director – OLLI's annual budget, review budget requests and allocations, and make recommendations to the Board on all matters of finance. The Committee, with the input of the Chair and Program Director, shall also oversee the day-to-day activities as to how grants monies are spent by OLLI. Consistent with the above, the Committee shall monitor and direct the University of Cincinnati Foundation regarding the investment of funds donated to or for OLLI by entities other than the Osher Foundation. A summary of revenues and expenses will be provided annually to the Board by the Committee.

4. Curriculum Committee: The Curriculum Committee shall provide OLLI members with a wide and varied program of courses, seminars and programs under the direction of capable moderators chosen by the Committee. The Committee shall provide course content for quarterly course catalogues, as well as assist the Program Director in directing the design and production of the catalogues. The Committee shall recommend to the Board courses of action to achieve these goals.

5. Marketing Committee: The Marketing Committee shall oversee all efforts to encourage individuals in the greater metropolitan Cincinnati community to take advantage of the educational offerings of OLLI. The Committee shall publicize and promote the objectives, activities and offerings of OLLI through the print, broadcast, television, and electronic media.

6. Friends of OLLI Committee: The Friends of OLLI Committee shall operate, within the guidelines of the University of Cincinnati Foundation, as a fundraising and development unit to provide funds for the benefit of OLLI.

C. Ad hoc and Ongoing Non-Standing Committees: The Chair may appoint from time to time committees to assist the Board in any matter not coming within the responsibilities

of the Standing Committees. The Chair shall notify the Board of the creation of any such committee and the members who will be staffing it.

VI. MEETINGS

A. Board: The Board shall meet no less than six (6) times per “Academic Year” (defined as a 12-month period beginning on July 1 of any given calendar year and ending on June 30 of the following calendar year) at the time and place designated by the Chair. A quorum shall consist of a majority of the members of the Board. To be counted for quorum and voting purposes, members shall be present in person or, to the extent permitted by Ohio law, by teleconference.

All items proposed for a vote shall be passed by a majority of those members present, unless otherwise provided for in these by-laws. The Chair shall withhold his/her vote so as to be used as a vote tie-breaker when needed. All new items to be proposed to be voted on, by either the Chair, Program Director, Committee Chairperson or member, shall, wherever feasible, be placed on the agenda to be sent out 7 days in advance of the Board meeting.

The Chair, or one-third (1/3) of the Board membership, may call a special meeting of the entire Board on an as-needed basis to consider and vote on urgent issues that cannot wait until the next scheduled meeting. The Chair may also order that the Board go into an executive session to consider personnel and other sensitive matters, as provided in the open meetings law of the State of Ohio, in which case the deliberations will not be reflected in the minutes of that Board meeting. Meetings shall be open to all OLLI members and, in the discretion of the Board, non-members, but such persons may be excluded from the meeting when the Board goes into executive session. The dates and times of Board meetings shall be posted on the OLLI website.

B. Executive Committee: The Executive Committee shall meet at the discretion of the Chair. A quorum shall consist of a majority of the Committee’s members.

C. Committees: The standing committees shall meet at the discretion of their Chairpersons, but no less than 2 times per Academic Year.

VII. NOMINATIONS AND ELECTIONS

A. Board Members: The Governance Committee shall create a slate of nominees to the Board and advise the Board of said slate no later than one (1) month prior to the final Board meeting of the Academic Year. Nominees must be members of OLLI. The Governance Committee Chairperson shall notify a Board member of the expiration of his/her term at least three months prior to the expiration date in order to determine whether or not the member will accept another term on the Board; provided that the

Governance Committee desires that individual to remain on the Board. The Board shall vote on each of the proposed nominees at the final Board meeting of the Academic Year. In addition, the Board may in its discretion invite non-members to serve on the Board in an advisory, non-voting capacity. Election to the Board requires approval by a majority of the current total membership of the Board.

If a Board member's tenure with the Board terminates prior to its normal expiration, the Chair, upon recommendation of the Governance Committee, will select another individual to finish the term of the departing Board member. At the expiration of the term of the departing member (unless the term in question has less than 6 months remaining, in which case the position may be left unfilled), any recently-appointed interim member may be nominated for, and serve, one additional full three-year term as a Board member, and perhaps another successive full three-year term of his/her own as Board member, as provided for in Paragraph VII below, provided that he/she initially served less than one-half of the departing member's three-year term. However, if an interim Board member serves more than one-half of the departing member's three-year term, he/she may be nominated for, and serve, only one full three-year term of his/her own.

B. Chair and Vice-Chair: The Governance Committee shall recommend nominees for the positions of Chair and Vice-Chair and advise the Board of such nominations no later than one month prior to the final Board meeting of the Academic Year. The Board shall vote on the proposed nominees, as well as any individual nominated by a Board member at the final Board meeting of the Academic Year. If the tenure of a Chair or Vice-Chair terminates prior to its normal expiration, the Governance Committee shall recommend a replacement for approval by the Board. All elections to these positions shall require approval by a majority of the total current membership of the Board.

VIII. TERMS

A. Members of the Board shall be elected to serve for three consecutive Academic Years and are eligible, with the Board's approval, for one additional consecutive three-year term. A Board member may be elected to one further three-year Board term after a hiatus of at least one year.

B. The Chair and Vice-Chair shall be elected to two-year terms and are eligible, with Board approval, for one additional two-year term. Should the Chair's or Vice-Chair's final term in that capacity carry over to a date beyond the date of his/her term limit as a member of the Board provided for in Paragraph VIII.A of these Bylaws, then such term limit is hereby waived pending completion of that term of office.

C. A Chair whose term has expired will be designated as the Immediate Past Chair. Such an individual shall retain the right to remain on the Board as an ex officio member

without voting privileges for the next two years following the expiration of his/her term of office as Chair and shall also serve during those two years as a non-voting member of the Executive Committee.

D. Standing Committee Chairpersons shall be members of the Board. Such Chairpersons shall be appointed annually by the Chair. Each Standing Committee shall also have a Vice-Chair appointed by the Committee's Chair after consultation with the Board Chair.

E. Upon recommendation of the Governance Committee, the Board may, by a two-thirds majority vote, terminate the membership of any Board member who does not attend at least 50% of the regular Board meetings or who fails to attend 4 meetings in a row.

IX. CONFLICT OF INTERESTS

As volunteers for a program of the University of Cincinnati, OLLI's Board Members are expected to abide by the broad obligations set forth in the Code of Conduct to the extent they are speaking or acting on behalf of the University: Board Rule 10-17-01 Conduct and Ethics. (<http://codes.ohio.gov/oac/3361%3A10-17>).

X. FEES

Fees for participation in the OLLI program shall be established by the Board in consultation with University of Cincinnati's designated liaison with OLLI. All fees shall be collected by the University and deposited in the OLLI University operational account. All direct and regular expenses shall be paid from this account.

XI. NON-FEE INCOME

A. Operational income. Operational income from other sources shall be deposited into the OLLI University operational account.

B. Non-operational income. Money from outside sources in the form of grants (other than from The Osher Foundation), gifts, bequests and other contributions to OLLI or "Friends of OLLI" shall be regarded as non-operational income and shall be deposited into a separate OLLI University Foundation account or "Friends of OLLI" University Foundation account, as appropriate. Subject to normal administrative costs, these funds shall be used exclusively to support activities of OLLI.

C. In the event OLLI, or the same entity under a different name, is dissolved or disbanded, all funds of OLLI shall belong to the University of Cincinnati, to be used for purposes substantially similar to those of OLLI.

XII. INCLUSION AND NON-DISCRIMINATION

OLLI embraces diversity and inclusion as core values that empower individuals to transform their lives and achieve their highest potential. OLLI does not discriminate on the basis of race, age, religion, national origin, gender, sexual orientation or disability with regard to the selection of its Board members, officers, moderators, or members of the community to whom OLLI courses are offered.

XIII. AMENDMENTS

These By-laws may be amended by a two-thirds vote of the total Board membership at a regular meeting. Any proposed amendment(s) must be presented in writing one month prior to being submitted for a vote.

XIV. RULES OF ORDER

In all matters of procedure not specified in these By-laws, Roberts' Rules of Order shall be consulted, but will not be deemed controlling.

XV. EFFECTIVE DATE OF BY-LAWS

These amended By-laws, having been duly approved by the Board on May 14, 2021, are effective as of that date and supersede all prior By-laws.

Effective Date: May 14, 2021

Approved by the OLLI Board:

Brenda Gatti _____

Date: May 14, 2021 _____

Brenda Gatti, Chair, Osher Lifetime Learning Institute at the University of Cincinnati

Approved by the University of Cincinnati:

Date _____