OSHER AT CARNEGIE MELLON UNIVERSITY BY-LAWS

Mission

Osher Lifelong Learning Institute at Carnegie Mellon University "Osher," formerly Academy for Lifelong Learning ("A.L.L.") is a volunteer organization that seeks to provide a variety of challenging learning opportunities for adult area residents from diverse backgrounds in an environment that fosters meaningful exchange and engenders a global perspective.

Article I: GOVERNANCE

Osher is an endowed grantee of The Bernard Osher Foundation and, as such, a member of the national Osher Lifelong Learning Institute network. Osher is chartered by Carnegie Mellon University (the "University"). It is a self-governing, non-credit continuing education program intended for mature adults. The relationship of Osher to the University is defined in the Affiliation Agreement approved by the Board of Directors of Osher on November 13, 2008 or as it may hereafter be amended.

Article II: GENERAL POWERS

The Board shall propose changes in the bylaws; establish the policies of Osher; determine its mission, purposes and types of programs; ensure adequate resources and approve budgets; develop a vision for its future; and provide and support its strategic direction and strategies.

Article III: PURPOSE

The primary purpose of Osher is to provide classes, lectures, field trips and other events designed to increase knowledge, sharpen intellectual skills, foster social interaction, engender aesthetic and cultural awareness and realize the inherent benefits of a diverse organization.

Article IV: MEMBERSHIP

1. Membership is open to adults who make appropriate application and are invited to join the organization by the membership committee. Members are expected to adhere to the principles and values of the organization.

2. Membership is contingent upon payment of annual dues. Scholarships may be available by application to the membership committee.
3. Because membership is limited, applicants are placed on a waiting list and admitted in the order in which they make application. The Board may make exceptions and approve membership upon consideration of other factors.

4. Members shall pay registration fees for each term in which they enroll.

5. Scholarships for membership and / or registration fees may be available by application to the membership committee.

6. Members are entitled to attend the Annual and any Special Meeting and participate in any and all matters requiring a vote.

Article V: BOARD OF DIRECTORS

1. The governing body of Osher is the Board of Directors, which has the responsibility and the authority to make decisions for Osher, including the setting of dues and fees. The Board shall propose changes in the by-laws; establish the policies of Osher; determine its mission, purposes and types of programs; insure adequate resources and approve budgets; develop a vision for its future; and approve and support strategic direction and strategies.

2. The Board is responsible for hiring, evaluating, and terminating the employment of the Executive Director. The Executive Director is responsible for: assisting the Board with carrying out its goals, objectives, procedures and policies; serving ex-officio on the executive committee, managing the day to day office operations with input from the Executive Committee; and supervising staff, interns and volunteers. With input from the Board, the Executive Committee carries out annual performance reviews of the Executive Director.

3. The Board shall have no fewer than 15 and no more than 20 elected directors. If the Immediate Past President has a continuing term as a director, he/she shall be a voting member of the board and included in the total.

4. Terms of directors are for three years commencing on May 1 following the Annual Meeting and ending on April 30 of the following year.

5. All efforts shall be made to rotate 1/3 of the board each year.

6. A director may serve two consecutive terms, but is not eligible for reelection until one year after the second term has elapsed. However, after two consecutive terms, a director may continue to serve if elected an officer.

7. If a position on the Board becomes vacant, the Board shall elect a member to complete the unexpired term.

Article VI: OFFICERS

1. The officers of the organization shall be the President, Vice President, Secretary, Treasurer, and Immediate Past President. All officers except the Immediate Past President shall be elected by the membership at the Annual Meeting for one year, commencing on May 1 following the Annual
meeting and ending on April 30 of the following year. Officers may serve no more than two consecutive terms in each office.

2. The President presides at all official meetings. He/she shall appoint all Committee chairs for one year, with no limit on re-appointment. He/she is a non-voting member of all committees.

3. The Vice President shall preside at all official meetings in the absence of the President and may represent the President as a non-voting member of any committee. He/she shall be responsible for the arrangements for the Annual Meeting and obtain Committee reports for inclusion in the Annual Report. The Vice President shall also coordinate Special Events.

4. The Secretary shall attend all Executive Committee and Board meetings, shall be responsible for overseeing the recording, production, and distribution of the Board and Executive Committee minutes, and shall ensure that the minutes are complete, correct and retained in the archives of the organization. At the end of the fiscal year, the Secretary shall ensure that all such minutes and other official Osher non-financial documents are complete, correct, and archived.

5. The Treasurer shall oversee all financial records and investments for Osher, attend all Executive Committee and Board meetings, and report on financial matters and investments at such meetings. He/she shall be responsible for the preparation of the annual budget in consultation with the organization’s Executive Director and the Executive Committee and shall present the budget to the board for approval.

6. An Assistant Treasurer may be appointed by the board to assist the Treasurer in the performance of his/her duties.

7. The Immediate Past President shall attend all Executive Committee and Board meetings and shall act in an advisory capacity as needed. He/she shall serve as the chair of the Nominating Committee.

Article VII: COMMITTEES

1. The Executive Committee shall be comprised of the officers and Immediate Past President. It acts, if necessary, when the Board is not in session.

2. Standing committees shall include Curriculum, Finance, Membership, Nominating, and Personnel. The Board may create, merge or dissolve additional Standing or Ad Hoc committees with a simple majority vote.

3. The President and Board may appoint committee members or delegate that task to the committee chairs. Committees shall have only those powers explicitly granted by the Board. The actions of any Standing or Ad Hoc Committee are subject to review by the Board and may be overturned by a simple majority vote of the Board.

4. The Board may require reports from committees as needed.
5. The President of the Board shall appoint chairs of committees as mid-term vacancies occur.

6. The permanent Standing Committees shall have responsibilities as follows:
   A. The Curriculum Committee shall develop and prepare the course offerings for each term, including contacting potential study leaders and evaluating the effectiveness of course offerings.
B. The Finance Committee shall monitor the financial health of the organization and oversee the funds that Osher has invested.

C. The Membership Committee shall welcome new members, award scholarships, and send condolences.

D. The Nominating Committee shall nominate members for officers and for positions on the Osher Board of Directors. The Board shall elect the Nominating Committee at its November meeting. The Immediate Past President shall serve as chair, and the committee shall include at least two representatives from the membership and two from the Board. The slate of Directors and Officers shall be presented to the Board at the March meeting and to the membership no later than 14 days prior to the Annual Meeting. Members may make additional nominations from the floor at the Annual Meeting.

E. The Personnel Committee shall make recommendations regarding employment policies and procedures.

Article VIII: MEETINGS

1. Board meetings shall be held at least ten times a year. A majority of the Board shall constitute a quorum.

2. Any Board member who misses three meetings per year without 24 hours' notice and a reasonable excuse may be removed from office by a majority vote of the Board.

3. The ANNUAL MEETING of the membership shall be held in the month of April at a time and place to be announced 30 days in advance by the President. Board members and officers shall be elected at the Annual Meeting by a majority of those attending the Annual Meeting. Voting may be by a show of hands unless a majority of those present request a written ballot. The President shall review the past year's operations. The Annual Report, including the budget, shall be distributed.

4. SPECIAL MEETINGS of the membership may be called by a majority of the Board or by fifteen members upon written notice to the secretary. Written notice explaining the purpose of said meeting shall be given to the membership at least fifteen days prior to the meeting. No other business than that specified in the notice may be transacted at the special meeting.

Article IX: FISCAL YEAR

The fiscal year of Osher shall be from January 1 to December 31.

Article X: AMENDMENTS TO BY-LAWS

1. Proposed amendments to these By-Laws shall be in writing and shall first be approved by a two-thirds vote of the Board. If approved by two-thirds of the Board, the Amendments must be approved by two thirds of the members attending the Annual Meeting or a special meeting called
for that purpose. Notice of the meeting must be sent at least 15 days in advance of the meeting and must specify the text for any proposed By-Law changes.

2. By Laws may be reviewed as needed.

Article XI: PARLIAMENTARY AUTHORITY

Robert's Rules of Order, latest revision, shall govern the meetings of the Board and membership in all cases where they are applicable and in which they are not inconsistent with these By-Laws.

Article XII: DISSOLUTION

If at any time Osher shall cease to carry out the purpose as herein stated, all assets and property held by it, whether in trust or otherwise, shall, after the payment of its liabilities, be paid over to an organization selected by the final Board. Such an organization must have similar purposes to Osher and must have established a tax-exempt status under section 501(c)(3) of the Internal Revenue Code as now enacted or as it may hereafter be amended, and such assets and property shall be applied exclusively for such charitable, scientific and educational programs.

ARTICLE XIII: INDEMNIFICATION

Osher agrees to obtain insurance policies to provide coverage for and to indemnify, defend and hold harmless its Board of Directors, officers, and employees, from and against all liability, loss, cost or expense (including attorney's fees) arising out of actions related to their official capacities as officers, Directors or employees. Indemnification may not apply to actions of gross negligence nor actions criminal in nature.

Article XIV: MISCELLANEOUS PROVISIONS

1. No part of the funds or property of Osher shall inure to the benefit of, or be distributable to, its members, Board of Directors, officers or other private persons, except in the services rendered and to make payments and distributions in furtherance of the purposes set forth in the By-Laws. Osher shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

2. Notwithstanding any other provision in these By-Laws, Osher shall not engage in any activities prohibited by an association recognized as exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Approved this 1st day of September, 2015

Joseph B. Shirk, President

Ginana St Clair, Secretary