Carnegie Mellon University

Osher Lifelong Learning Institute at Carnegie Mellon University Bylaws

Approved

January 22, 2026

OSHER LIFELONG LEARNING INSTITUTE
AT CARNEGIE MELLON UNIVERSITY
BYLAWS

Article I: NAME AND GOVERNANCE

The name of this organization is the Osher Lifelong Learning Institute at Carnegie Mellon University, abbreviated as Osher at CMU in these Bylaws.

Osher at CMU is an independent self-governing, non-profit corporation qualified for exempt status as a charitable organization under the United States Internal Revenue Code, Section 501(c)3, and the Pennsylvania Nonprofit Corporation Law.

Osher at CMU is an endowed grantee of The Bernard Osher Foundation and, as such, a member of the National Resource Center (NRC) of the Osher Lifelong Learning Institute Network. The relationship of Osher at CMU to Carnegie Mellon University is defined in the Affiliation Agreement approved by the Bernard Osher Foundation and CMU on November 13, 2008, as amended January 13, 2013, May 2, 2022, and as it may be amended in the future.

Article II: MISSION AND VISION

The mission of Osher at CMU is to provide its members with learning and social enrichment opportunities that increase their knowledge, enhance skills and interactions with peers, and increase cultural and social awareness, complementing CMU's leading role in educational, intellectual, and cultural life in the Pittsburgh region.

Osher at CMU's vision is to be a premier quality source of lifelong learning for its members through cost effective, short-term, non-credit courses, lectures, field trips, special interest groups, and other events supporting its mission.

Diversity, equity and inclusion guide our values and are critical to academic excellence and innovation.

Article lll: MEMBERSHIP

1. Membership is open to adults, typically age 50 or over, who apply to join the organization.
2. In instances when the organization is enrolled to capacity, applicants are placed on a prospect list and admitted in the order in which they make application, as space becomes available. The Board of Directors may make exceptions to the admission procedure.
3. Prospects who decline membership when offered are moved to the bottom of the prospect list. Prospects who decline membership a second time shall be ineligible to reapply for three years. Prospects' rights are limited to attending some Osher at CMU functions and courses if space is available after members enroll in courses for each term. Prospects participating in any Osher at CMU functions or courses are subject to the provisions of the "Osher at CMU Values and Expectations" document.
4. Applicants who have affiliations with CMU and other entities that have formed partnerships with Osher at CMU per the "Osher at CMU Membership Policy" will be admitted without having to be placed on the prospect list.
5. Osher members are entitled to attend the Annual Meeting and any membership Special Meetings and participate in any and all matters requiring a vote at these meetings.
6. Membership is contingent upon payment of annual dues. Members must pay registration fees for each term in which they enroll for courses. By paying their dues, members agree to adhere to the principles and values of the organization reflected in the "Osher at CMU Values and Expectations" document and other established policies and procedures of the organization. The Executive Director,

with concurrence of the President and Executive Committee, may suspend or remove a member or prospect who violates the organization's principles, values, and/or established policies and procedures. A member who is suspended or terminated will be sent a written notice of the suspension or termination and the violation(s) that occurred.

7. A member who has been suspended or removed may appeal the decision in accordance with the "Procedure for Member Appeals" established by the Board. The decision resulting from the appeals procedure shall be final and binding.

8. Need-based scholarships for membership and/or registration fees may be available by request to the Chair of the Membership/Social Committee.

Article IV: BOARD OF DIRECTORS

Responsibilities

1. The governing body of Osher at CMU is the Board of Directors (abbreviated as Board in these Bylaws), which has the responsibility and the authority to make decisions for Osher at CMU, including the setting of dues and fees.
2. The Board shall determine the mission, purposes, and types of programs offered by Osher at CMU; establish the organization's policies and procedures; ensure adequate resources and approve budgets; propose changes in the Bylaws; develop a strategic plan incorporating a vision for its future; and take actions to implement the plan.
3. The Board makes decisions to enter contractual commitments for the organization. Except for investment services commitments which must always be made by the Board, the Board may grant such authority to the Executive Committee or the Executive Director via documented Board approval.
4. The Board is responsible for hiring and terminating the employment of the Executive Director.
5. All Directors must be members of Osher at CMU and are encouraged to serve on standing or ad-hoc committees. Directors are also expected to help support, promote, and participate in Osher at CMU events, and are responsible for helping to identify potential leaders and encouraging their involvement in Osher at CMU activities.

Composition

1. The Board shall have no fewer than 11 and no more than 17 elected Directors.
2. The Immediate Past President is an ex-officio non-voting member unless he/she has a continuing term as a Director, in which case he/she shall be a voting member and included in the total count of Directors.
3. The CMU Liaison to Osher at CMU, the Executive Director, and (unless they are elected Directors) the chair of the Human Resources Committee are ex-officio, non-voting members of the Board.
4. If a Director leaves the Board, the Board shall decide whether to replace that person. However, should the number of Directors fall below 11, the Board shall elect a member (or sufficient members to reach a total of 11) to complete the current Board year until the position is filled through the annual nomination and selection process. Members appointed to fill vacant positions are eligible to apply for their first full three-year Board term in the next annual Director nomination process.
5. Any Director may be removed at any time with cause by at least a two-thirds majority vote of the Board.

Board Meetings

1. Board meetings shall be held at least eight times a year. Board meetings may be in-person or via electronic media.

2. A majority of the total number of elected Directors shall constitute a quorum. An absolute majority of the Directors present is required to pass a motion.
3. The President may call a special meeting of the Board. Board members must have at least 48 hours notice of such meeting.
4. Any Director who misses two meetings in a year without 24 hours' notice and a reasonable excuse may be removed from office by a majority vote of the Board.
5. The Board may delegate operational decisions and procedures to the Executive Committee. As the final authority for Osher at CMU, the Board may review any action of any Committee, including the Executive Committee, and may overturn said action by a majority vote.

Terms

1. Terms of Directors are for three years commencing on July 1st, following election by the Board of Directors no later than the April Board Meeting, and ending on June 30 of the third year.
2. Directors may apply to serve second consecutive three-year terms.
3. Directors who have served second consecutive terms are not eligible to apply for re-election until one year after the end of the second term.

Director Selection

1. Current Directors seeking a second consecutive term must submit a formal Osher at CMU reappointment application to the Executive Director by. December 31 of the year prior to the expiry of the first term.
2. The Board shall review the applications and vote at the February Board meeting, via written ballot, to endorse or decline to endorse each of the Directors who applied to serve second terms. Each Director applicant who is endorsed shall be approved to serve a second term.
3. Osher members who wish to serve on the Board of Directors must complete and submit formal Osher at CMU applications to the Nominating Committee by February 1st.
4. The Nominating Committee, per the Osher at CMU "Director Selection Policy," shall interview the applicants and recommend the most qualified candidates for the open Director positions to the Board for their approval no later than the April Board meeting.
5. The names of the new Directors shall be provided to the membership within 30 days of their election to the Board.

Article V: OFFICERS

The Officers of Osher at CMU shall be the President, Vice President, Secretary, and Treasurer.

Duties

The duties of the Officers and the Immediate Past President are specified below. Other duties may be prescribed by the Board.

a. The President has the following responsibilities:

   i. Presides at all official meetings of the Board and Executive Committee.

   ii. In consultation with the Executive Committee, appoints all Committee Chairs for one year, except for those committees for which these By-Laws stipulate a specific Chair.

   iii. Is an ex-officio, non-voting member of all committees.

   iv. Supervises the Executive Director and conducts the annual performance review of the Executive Director, with input from the Board.

   v. Is the chief spokesperson for Osher at CMU and is the point of contact to and from the Executive Director for policy and procedure issues that impact the organization, acting on behalf of the Board.

b. The Vice President presides at all official meetings in the absence of the President and may represent the President as a non-voting member of any committee. The Vice President shall be responsible for obtaining Committee reports for inclusion in the Annual Report. The Vice President serves as the chair of the Leadership Committee and may be tasked to perform other duties by the President.

c. The Secretary ensures complete and accurate recording of the Board and Executive Committee meeting minutes.

d. The Treasurer oversees all financial records and investments for Osher at CMU; reports to the Board and the Executive Committee on financial matters and investments; provides copies of the financial statements prepared by the outside accounting firm; prepares the annual budget in consultation with the Executive Director, Finance Committee, and Executive Committee; presents the budget to the Board for approval; provides support for the Human Resources Committee as necessary for compensation and benefit costs and budgeting; and provides support to any other Committee where the Treasurer can add value. At the end of the fiscal year, the Treasurer shall ensure that all financial statements and records are complete, correct, and archived. Whenever required, the Treasurer shall provide any and all records necessary to support audits in accordance with applicable laws and regulations. The Treasurer serves as the chair of the Finance Committee. The Board may appoint an Assistant Treasurer to assist the Treasurer in the performance of his/her duties. It is desirable that the Treasurer has prior experience in organizational financial analysis and reporting.

e. The Immediate Past President is an ex-officio, non-voting member of the Executive Committee and serves as the Chair of the Nominating Committee. The Immediate Past President is also an ex-officio, non-voting member of the Board of Directors unless he/she has a continuing term as a Director.

Terms

1. Terms of Officers are for one year commencing on July 1 following their election by the Board of Directors and ending on June 30 of the following year.
2. Any Officer may apply to serve a second consecutive one-year term. No person may serve more than two consecutive terms in each office, except that the Treasurer may serve a third consecutive one-year term at the discretion of the Board.
3. All Officers must be Directors.

Officer Selection

1. All Officers desiring to serve second one-year terms, and all Directors interested in serving in Officer positions, must submit Officer Applications to the Executive Director by December 31.
2. The Executive Director Shall distribute the list of Officer candidates to the Board in preparation for a vote by the Board, via written ballot, to elect the next year's Officers. A majority vote is required for election of each Officer. The election must be held no later than the April Board meeting.
3. If the Board is unable to fill any of the Officer positions, the Nominating Committee shall seek to identify a candidate from the pool of Director applicants or the general membership.
4. The names of the new Officers elected by the Board shall be provided to the membership no later than 30 days after the April Board meeting.

Vacancies

1. If an Officer's position becomes vacant during the fiscal year, the Board shall elect a Director to fill the position for the remainder of that fiscal year. The Director who fills a vacant Officer position is eligible to apply for a full-year term in the next annual Officer and Director nomination process, and if so elected, is eligible to apply to serve a second one-year term.
2. If at the end of any fiscal year, all four Officers are leaving their positions, the Board may extend the term of service for up to any two of the Officers for an additional year, and that Officer's term as a Director for one year if the Officer to be extended is in the last year of their Director term.

Article VI: EXECUTIVE COMMITTEE

1. The Executive Committee shall be comprised of the Officers, an at-large member chosen from the Board of Directors, the Executive Director (non-voting), and the Immediate Past President (non-voting). The President is the Chair of the Executive Committee.
2. Board Directors who wish to be considered for the at-large position must identify their interest to the Executive Director by the end of April. The at-large Executive Committee member is chosen from the interested Directors via a secret ballot vote of the Board no later than the June Board meeting. The election shall be by ranked-choice voting. The at-large member serves for one year and is not eligible for an additional year term until at least one year has elapsed.
3. The Executive Director and the Immediate Past President serve as ex-officio, non-voting Executive Committee members.
4. The Executive Committee provides oversight of Osher at CMU operations in accordance with these Bylaws and approved policies and procedures. It serves as a "sounding board" for the Executive Director, identifies issues that need to be addressed by the Board, provides guidance as necessary to ensure effective implementation of the Osher at CMU mission and vision, and acts, as necessary, when the Board is not in session.
5. Unless circumstances prevent it, the Executive Committee meets prior to each Board meeting to develop the Board meeting agenda, including consideration of items submitted by Osher at CMU members. Executive Committee meetings may be in-person or via electronic media.
6. The Executive Committee oversees investment contracts that the Board has approved and manages associated administrative matters. Signatures of at least two voting members of the Executive Committee are required on documents addressing operational matters regarding such contracts.
7. The Executive Committee is responsible for approving the initiation and operation of Special Interest Groups (SIGs).

Article VII: EXECUTIVE DIRECTOR

1. The Executive Director is a full-time paid employee, accountable to the Board and reporting to the President, and is responsible for assisting the Board with carrying out its goals, objectives, procedures and policies; managing the day-to-day office operations with input from the Executive Committee including leading and overseeing course and activity registration, adhering to the budget set by the Board, archiving necessary meeting minutes and other records, and hiring, evaluating, and supervising staff, in accordance with the written Osher at CMU Human Resources Policy Manual.
2. The Executive Director is responsible for entering into contracts required to perform the duties of the position within the limits of the Board approved budget.
3. The Executive Director is responsible for overseeing and coordinating support from interns and volunteers.
4. The Executive Director may serve as an ex-officio non-voting member of the Executive Committee and the Board of Directors, and all Standing Committees (Curriculum, Finance, Human Resources, Leadership, Membership/Social, Nominating and the Study Leader Support Group).
5. The Executive Director is the organization's Registrar.
6. The Executive Director is responsible for outreach to CMU, developing operational and support relationships and maintaining effective communications, and serves as the point of contact with the Bernard Osher Foundation, the Osher National Resource Center, and with other groups related to the Osher at CMU mission.

Article VIII: COMMITTEES

1. The Standing Committees of Osher at CMU are Curriculum, Finance, Human Resources, Leadership, Membership/Social, Nominating and Study Leader Support Group.
2. The Board may create, merge, or dissolve committees other than those established by these Bylaws.

3. The President appoints Chairs of all Committees except for those whose Chairs are stipulated by these Bylaws (Article V, Duties).
4. The Chairs of all Committees, except for the Executive Committee, appoint Committee members who have been selected using Board approved procedures.
5. Committees shall be composed as follows:
    a. Each Committee shall have three or more members as needed to carry out the Committee responsibilities, the total being determined by the Committee Chair, with concurrence of the Executive Committee.
    b. Each Committee whose Chair is not a Director shall have a Director designated by the President to serve on the committee.
    c. All Committee members must be active members of Osher at CMU.
    d. There are no term limits for Committee Chairs or members.
    e. The Chair may remove a Committee member after consultation with and concurrence of the Executive Director, Executive Committee and the Human Resources Committee Chair.
6. Committees shall have only those powers explicitly granted by the Board. The actions of all Standing and Ad Hoc Committees are subject to review by the Board and may be overturned by majority vote of the Board (Article IV, Board Meetings, Section 6).
7. Each Committee Chair is responsible for keeping and maintaining records (minutes etc.) of Committee actions, reporting on activities to the Board upon request, submitting a written Annual Report to the Board, and submitting inputs for and managing any assigned budgets. However, no Committee Chairs shall in any manner contractually obligate Osher at CMU unless authorized via documented approval by the Board (Article IV, Responsibilities, Section 3). Committees must submit any situations requiring funding outside of any assigned budget to the Executive Director for review by the Executive Committee and approval by the Board.
8. Committee Chairs shall typically hold a minimum of four meetings of the Committee members each fiscal year and conduct activities in accordance with the written Chair's Job Description.
9. The key responsibilities and composition of the Standing Committees are:
    a. The Curriculum Committee, administratively chaired by the Registrar, identifies and recruits study leaders to develop courses on a variety of topics for each term. The committee is divided into teams, each led by a designated leader. The Team Leaders are appointed by the President in consultation with the Study Leader Support Group. Desired qualifications for Team Leaders include a degree in education and/or equivalent experience in the field.
    b. The Finance Committee monitors the financial health of the organization, provides input and assistance for development of the annual budget, and oversees the funds that Osher at CMU has invested. The Treasurer, whose responsibilities are noted in Article V, Section 4d, is the Chair of the Finance Committee
    c. The Human Resources Committee shall make recommendations regarding employment policies and procedures, serve as a resource for the Executive Director regarding employment and benefits issues, and provide input and recommendations to address any personnel, member- or volunteer issues related to Osher's operations in compliance with all federal and state requirements. The Committee reviews staff compensation and benefits to ensure that they are competitive and makes recommendations to the Executive Committee for any changes. At least one Committee member must have Human Resources experience, preferably with a non-profit organization. The Committee Chair cannot be an Officer of Osher at CMU. Unless the Committee Chair is an elected Director, the Chair serves ex-officio as a non-voting member of the Board.

d. The Leadership Committee oversees Director orientation and development, publicizing opportunities for members to contribute to Osher at CMU, developing succession plans, identifying potential future leaders, and helping to engage and involve potential leaders in Osher at CMU activities. The Vice President is the Chair of the Leadership Committee.

e. The Membership/Social Committee welcomes new members, awards scholarships, and sends condolences. It organizes the New Member Reception, the Annual Meeting and other membership events authorized by the Board. It identifies and initiates actions to promote membership interactions and to implement ways to remain open and sensitive to needs and wants of the members.

f. The Nominating Committee solicits applications and nominations from the Osher at CMU membership for Directors, interviews applicants, and presents a slate of proposed Directors to the Board at its April meeting for the Board to review, approve, and elect. The Committee, chaired by the Immediate Past President, shall include at least two representatives from the membership and two from the Board in addition to the Chair. The Chair shall propose candidates to serve on the Committee to the Executive Committee and the Board for approval. The Executive Director serves as an ex-officio, non-voting member.

g. The Study Leader Support Group shall set standards for and evaluate courses and Study Leader performance, identify resources to assist Study Leaders to improve, and make recommendations for Study Leader termination, if necessary, in consultation with the Registrar. Based upon currency and relevancy of topic and Study Leader expertise, the Study Leader Support Group may designate certain proposed courses as lectures. The Chair of the Study Leader Support Group is appointed by the President in consultation with the members of the Group. The Curriculum Committee Team Leaders serve on the Study Leader Support Group. Additional members are appointed to serve on the Group by the Chair, utilizing input from the Osher Committee Selection Process. A Human Resources Committee member may serve on the Group as a voting member or serve on an on-call basis to help address any privacy issues related to Study Leader performance evaluations.

Article IX: CONFLICT OF INTEREST

1. Each Director shall annually identify any known direct or indirect connections that they have individually or with family members, companies, or other organizations doing business with Osher at CMU. This information must be provided in writing in a signed statement that also affirms that each person has received a copy of the "Osher at CMU Conflict of Interest Policy," has read and understood the Policy, has agreed to comply with the Policy, and understands that to maintain Osher at CMU's federal tax exemption, it must engage only in actions which support its purpose. Any direct or indirect connections identified shall be shared with all Directors.

2. A "Conflict of Interest" may occur whenever any transaction is proposed or occurs by or with Osher at CMU in which a Director has a direct or indirect personal or financial interest. During the conduct of Osher at CMU business, all Directors must disclose any actual or perceived conflicts of interest. All actual or potential conflicts must be reported to the entire Board and reflected in the minutes. The Board shall then evaluate the impact of the actual or potential conflict to determine if a true conflict exists, and if so, what actions are required per the "Osher at CMU Conflict of Interest Policy.

Article X: MEMBERSHIP MEETINGS

Annual Meeting

1. The Annual Meeting of the membership will typically be held in August or September at a time and place to be announced 30 days in advance by the President.

2. The agenda for the meeting shall include the Treasurer's financial report, the President's summary of the year's activities, the Annual Report of the organization, and any other items deemed important by the Executive Committee.

3. At the meeting, the President shall also introduce the new Directors and Officers. Since all Osher at CMU members were previously solicited by the Nominating Committee and given the opportunity to apply for open positions, no nominations shall be accepted from the floor.

4. A majority vote of those present is required to pass any motion except one to amend the Osher at CMU Bylaws. Per Article Xll, Section 2, a motion to amend the Bylaws requires a two-thirds majority vote of those present. Approvals for any motions may be by a show of hands unless a majority of those present request a written count.

Special Meetings

1. A Special Meeting of the membership may be called by a majority of the Board or by written petition to the Secretary signed by at least 20 members.
2. The request or petition must define a specific purpose and agenda for the meeting.
3. The Secretary shall provide the membership with written notice explaining the purpose of said meeting at least fifteen days prior to the meeting.
4. A vote of at least two-thirds of the members present is necessary to pass any motions related to the purpose of the meeting.
5. No business other than that specified in the notice may be transacted at a Special Meeting.

Article XI: FISCAL YEAR

The fiscal year of Osher at CMU shall be from July 1 to June 30.

Article XII: AMENDMENTS TO BYLAWS

1. Any member may initiate a proposed amendment to the Bylaws by writing a petition describing the proposed amendment that is signed by either 20 Osher at CMU members, 5 Directors, or by a majority of the Executive Committee. The petition must be submitted to the Osher at CMU office for transmittal to the Board for study and action.
2. Proposed amendments to the Bylaws must first be approved by at least a two-thirds vote of the Board. If approved by the Board, the amendments must then be approved by at least two thirds of the members attending the Annual Meeting or a Special Meeting called for that purpose. Notice of the meeting must be sent to members at least 15 days in advance. The text of the proposed Bylaws shall be available for review via copies in the Osher at CMU office, on the Osher at CMU website, and in the regular electronic communications with the membership.
3. Approved amendments to the Bylaws become effective immediately.
4. The Board shall review these Bylaws no less frequently than every three years and recommend amendments as needed.

Article Xlll: RECORD KEEPING

Records and papers of Osher at CMU relating to its organizations, programs, activities, and management shall be kept in the Osher at CMU office. Minutes of the Board meetings along with copies of the agenda and any attachments provided, financial reports, and the Annual Report are open to inspection by members.

Article XIV: INDEMNIFICATION

Osher at CMU shall obtain insurance policies to provide coverage from a nationally-recognized insurance carrier, and shall further indemnify, defend, and hold harmless its Board, 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 XV: PARLIAMENTARY AUTHORITY

The latest revision of Robert's Rules of Order shall govern all matters related to meetings of the Board and membership that are not addressed in these Bylaws.

Article XVI: NONDISCRIMINATION STATEMENT

Osher at CMU is an equal opportunity employer and educator and does not discriminate in practices or employment opportunities on the basis of race, color, national or ethnic origin, religion, age, gender, sexual orientation, marital status, veteran status, disability, or any other proscribed category set forth in federal or state regulations.

Article XVII: DISSOLUTION

1. If at any time Osher at CMU shall cease to carry out its purpose, all assets and property held by it, whether in trust or otherwise, shall, after the payment of its liabilities, be paid or transferred, as appropriate, to CMU in accordance with the Affiliation Agreement between the Bernard Osher Foundation and CMU, approved by both organizations on November 13, 2008, the amendments of January 13, 2013 and May 2, 2022, and any future amendments.
2. Should CMU establish its own adult education program, Osher at CMU shall maintain its operating and savings funds and continue to offer a separate continuing lifelong learning program.
3.

Article XVIII: MISCELLANEOUS PROVISIONS

1. No part of the funds or property of Osher at CMU shall inure to the benefit of, or be distributable to, its members, Board, or other private persons, except in the services rendered and to make payments and distributions in furtherance of the purposes set forth in the Bylaws.
2. Osher at CMU 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.
3. Notwithstanding any other provision in these Bylaws, Osher at CMU shall not engage in any activity that would jeopardize its status 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 or any local and/or state regulations.

Approved by the Board of Directors: December 11, 2026

Approved by the Membership: January 22, 2026

Jeffrey Swoger, President

Allan Hribar, Secretary