



ILEAD
The Institute for Lifelong Education at Dartmouth
BY-LAWS (Revised March, 2013)

Preamble

The Institute for Lifelong Education at Dartmouth (ILEAD) is a volunteer, non-credit continuing education program for adults. It was established in 1990 by Charter from Dartmouth College (hereinafter “Dartmouth”) under the Office of the Provost (hereinafter “the Provost”). (The Charter was amended in July, 1996.) The By-Laws, approved or amended, must be consistent with the provisions of the Charter.

Article I: Mission and Vision

The mission of ILEAD is to provide lifelong educational opportunities to residents of the greater Upper Valley and members of the Dartmouth community.

ILEAD’s vision is to be recognized as a center of excellence in lifelong education at Dartmouth.

Article II: Membership and Fees

Membership is open to any adult interested in participating in the activities of ILEAD. Members are required to pay annual dues each fiscal year, which runs from July 1 through June 30. Dues and fees for attending study courses and other ILEAD events are set by the Leadership Council on advice from the Finance Committee.

Article III: Leadership Council

The governing body of the organization is the ILEAD Leadership Council (hereinafter “Council”). It shall consist of 15 voting members plus a non-voting, ex-officio member appointed by the Provost. All voting members of the Council shall be ILEAD members.

Three of the voting members serve ex-officio:

- Chair of the Curriculum Committee;
- Chair of the Summer Lecture Series Committee; and
- Chair of the Marketing and Communications Committee.

ILEAD members shall elect the other 12 voting members with four members elected each year for three-year terms.

An elected Council member may become an ex-officio member if he or she becomes Chair of the Curriculum Committee, the Summer Lecture Series Committee, or the Marketing and Communications Committee.

Elected members may be elected to a second consecutive term, but they may not serve more than six consecutive years on the Council. Such person shall be eligible for re-election after an interval of one fiscal year.

Any Council member may be removed by majority vote of the Council whenever in its judgment the best interests of ILEAD would be served. Thirty days prior notice shall be given to any Council member before a vote for removal may be held with respect to that member.

If a vacancy occurs among the elected Council members during the year, for whatever reason, a replacement may be appointed by the President, with approval of the Council, for the remainder of that year.

It is the responsibility of the Council to promote and advance plans necessary to carry out the mission of ILEAD, and to create policies and programs consistent with that mission. Members of the Council are expected to prepare for and participate in Council meetings and act in the best interests of ILEAD.

Notwithstanding any other provisions in Article III, ILEAD members elected to the Council in March of a year shall immediately join the Council as full voting members, and commence their regular terms after the Annual Meeting in May.

Article IV: Meetings of the Leadership Council

The Council shall meet monthly or at other intervals that the Council may determine. The President or any five Council members, on 48 hours prior written notice, may call special meetings of the Council.

Fifty percent of the voting members shall constitute a quorum for any meeting of the Council and shall be present to conduct official business.

The President or any five Council members may call a special meeting to be conducted electronically (e.g., via email or through an internet site) in order to make a decision on a matter that cannot wait until the next regularly scheduled meeting. A quorum shall exist if fifty percent of the voting members cast a vote on the matter under consideration. Notice of the electronic meeting may be sent electronically to all Council members.

Minutes shall be kept of all meetings of the Council, and copies shall be provided to each member prior to the following meeting. Minutes of all Council meetings shall also be available for review by any member of ILEAD.

Article V: Officers of the Leadership Council

The officers of the Council shall be President, President-Elect, Secretary, and Treasurer, each of whom shall be elected by the Council from among its members.

The President shall serve a term of two years. An interval of one year is required before being eligible for re-election to the office of President.

The President-Elect shall be elected to serve a one-year term during the second year of the President's term. The President-Elect shall accede to the office of President following his/her one-year term as President-Elect.

The Secretary and the Treasurer shall each serve a term of two years, with a limit of two consecutive terms. An interval of one year is required before being eligible for re-election to the same office.

If the term of any officer will end with the upcoming Annual Meeting, the election of a new officer or officers shall take place at the first Council meeting held after newly elected Council members have joined the Council.

The President is the Chief Executive Officer of ILEAD and the Council, and presides at all Council meetings, Annual Meetings, special meetings of the membership, and all other general meetings. The President is an ex-officio member of all committees. In consultation with the Council, the President is the appointing authority for certain positions identified in these By-Laws as well as the final appointing authority for all ad hoc committees. The President is the supervising officer of ILEAD staff personnel. Hiring of staff is subject to the approval and co-supervision of Dartmouth. Such personnel shall be employees of Dartmouth.

The President-Elect acts as presiding and Chief Executive Officer in the absence of the President.

The Secretary is responsible for recording and preserving minutes of all official Council and Membership meetings, including the Annual Meeting and provides members of the Council with copies of the minutes.

The Treasurer is responsible for overseeing all financial aspects of the organization including the budget. The Treasurer chairs the Finance Committee.

Article VI: Nominating Committee

The Nominating Committee consists of six or seven members, each serving a two-year term. Nominating Committee members may not simultaneously serve as members of the Council.

The immediate Past President of the Council shall become an ex-officio member of the Nominating Committee after stepping down from the Council. He or she serves a two-year term.

ILEAD members shall elect the other six members of the Nominating Committee with three elected each year for two year terms.

A Nominating Committee member may not be re-elected to a consecutive two-year term but may be re-elected after an interval of one year.

Newly elected members assume their duties immediately following the Annual Meeting. Within two weeks after the Annual Meeting, the Nominating Committee will elect its Chair.

If a vacancy occurs on the Nominating Committee during the year for whatever reason a replacement may be appointed by the Chair with approval of the Committee for the remainder of the term.

The Nominating Committee is responsible for vetting and recruiting ILEAD members who are willing to serve as members of the Council or the Nominating Committee. The Nominating Committee is responsible for ensuring that any ILEAD member who agrees to serve understands the responsibilities and commitment required of the position.

In the course of carrying out its responsibilities, the Nominating Committee shall:

- Encourage ILEAD members to volunteer for positions on the Council and Nominating Committee; and
- Solicit input from the President and the Council regarding the areas of expertise, experience, background, etc., needed on the Council.

The Nominating Committee also shall accept for nomination to either the Council or Nominating Committee, ILEAD members whose names have been submitted by petition. To be valid, at least 25 current ILEAD members must sign the petition and deliver it to the Nominating Committee by February 1 for the upcoming year.

The Nominating Committee may nominate more ILEAD members than there are open positions on either the Council or the Nominating Committee, whether or not there are any candidates on the ballot as a result of petition.

Petition candidates shall not be so identified on ballots submitted to the ILEAD membership.

Article VII: Elections

The Nominating Committee shall be responsible for conducting the election of ILEAD members to the Council and the Nominating Committee. The means for voting may include paper ballots either mailed or hand delivered, email, the Internet, or any combination that affords all ILEAD members the opportunity to vote.

If there are any candidates running for a partial term (i.e., less than three years for the Council, and less than two years for the Nominating Committee), they shall be so identified and elected separately from those running for full terms.

If there are more candidates than openings for a particular position, the open positions shall be filled by those candidates receiving the highest number of votes.

The Nominating Committee shall schedule the election so that the results will be known on or before March 14.

Article VIII: Standing Committees

There shall be the following standing committees and others deemed necessary by the Council. All voting members of standing committees shall be members of ILEAD. Each committee shall have at least three members and a Chair. The Council may prescribe requirements for the size of the committee, terms of office, possibility for re-appointment, and related issues.

The Curriculum Committee recruits qualified study leaders, initiates and receives suggestions for new courses and special lectures, reviews and evaluates programs, promotes study travel, assists study leaders in improving offerings, and determines suitability of course subjects.

The Summer Lecture Series Committee is responsible for all aspects of the Summer Lecture Series, including but not limited to: selection of each year's subject; contact, cultivation of and agreements with speakers; arrangements and details of marketing and promotion to both members and others; bookings and arrangements with an appropriate presentation venue; travel, accommodation

and entertainment arrangements for speakers; and development and tracking of budgets covering the event.

The **Finance Committee** is responsible for all ILEAD financial matters. The Finance Committee reviews and approves monthly reports, prepares the annual budget for Leadership Council approval, and presents a financial report at the Annual Meeting.

The **Marketing and Communications Committee** coordinates multiple functions concerning internal and external ILEAD communications. The Committee is responsible for ILEAD's communications tools: newsletter, website; publicity for lectures; publicity for the Summer Lecture Series; publicity for other ILEAD sponsored events and programs and any other communications determined by the Chair.

The **Planning Committee** is responsible for examining the future needs of ILEAD, and reports its findings to the Council. Members include the President, Treasurer, and other members as deemed necessary. The Chair of the Planning Committee shall be a member of the Leadership Council and shall be appointed annually by the President.

Article IX: Membership Meetings

The ILEAD Annual Meeting is held in May. The agenda includes the announcement of newly elected members of the Council and Nominating Committee, a review of the past year's operations, and plans for the year ahead.

Other meetings of ILEAD membership may be called by the Council or by any ten current ILEAD members with notice sent to the membership at least 14 days in advance.

Article X: Amendment of By-Laws

Proposed amendments to these By-Laws may be initiated by action of the Council and shall require ratification by vote of two thirds of the voting members.