

OSHER@Dartmouth

By-laws (Revised _____ 2018)

Preamble

The Osher Lifelong Learning Institute at Dartmouth (herein after 'OSHER@Dartmouth') 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. Originally it was called ILEAD, Institute for Lifelong Education at Dartmouth. The name was changed when ILEAD joined the Osher network of Lifelong Learning Institutes and the Charter was amended in January 2014. The By-Laws, approved or amended, must be consistent with the provisions of the Charter.

Article I: Mission, Vision and Core Values

OSHER@Dartmouth's mission is to provide lifelong educational opportunities to residents of the greater Upper Valley and members of the Dartmouth community.

OSHER@Dartmouth's vision is to be recognized as a national leader for excellence in lifelong education.

OSHER@Dartmouth Core Values:

- An unwavering commitment to lifelong education;
- Membership open to all, regardless of age or educational background;
- A large, diverse, high quality program, led by dedicated volunteers;
- A welcoming social environment, within and beyond the classroom;
- An appropriate fee structure that provides for financial sustainability, member affordability, and planned growth;
- Strong, growing relationships with Dartmouth College and the Osher Foundation, with appropriate access to their facilities and expertise; and
- Excellence in everything we do.

Article II: Membership and Fees

Membership is open to any adult interested in lifelong learning. Members are required to pay annual dues unless otherwise stipulated by the Leadership Council. Fees for attending study courses and other OSHER@Dartmouth events are set by the Leadership Council on advice from the Finance Committee. OSHER@Dartmouth's fiscal year is July 1 -June 30.

Article III: Leadership Council

The governing body of the organization is the OSHER@Dartmouth Leadership Council (hereinafter 'Council'.) It shall consist of up to 23 voting members plus a non-voting ex-officio member appointed by the Provost. All voting members of the Council shall be OSHER@Dartmouth members.

Six of the voting members serve ex-officio:

- Chair of the Curriculum Committee
- Chair of the Summer Lecture Series Committee
- Chair of the Marketing and Communication Committee
- Chair of the Finance Committee who will serve as Treasurer
- Chair of the Planning Committee
- *Immediate* Past President for a term of 2 years

OSHER@Dartmouth members shall elect 12 voting members with four members elected each year for a three-year term. The President may appoint members to the Council subject to the approval of the Council and subject to the 23 voting member limit. The President may appoint Council members and others to ad hoc task forces as needed.

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

An elected Council member will become an ex-officio member if he or she becomes Chair of one of the committees listed above.

Any Council member may be removed by majority vote of the Council whenever in its judgment the best interests of OSHER@Dartmouth 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 who shall have the right to appeal to the Council.

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 the term. The President may appoint members to the Council as needed subject to approval of the Council. That person may stand for election to a full three-year term if nominated by the Governance Committee.

It is the responsibility of the Council to promote and advance plans necessary to carry out the mission of OSHER@Dartmouth, and to create policies and programs consistent with that mission. The Council is responsible for vetting and approving annual budgets, reports to the Provost's officer and, in collaboration with the Office of the Provost reports to the Osher Foundation. Additionally the Council shall approve recommendations with respect to hiring/firing and managing OSHER@Dartmouth administrative staff. Members of the Council are expected to prepare for and to participate in Council meetings and act in the best interests of OSHER@Dartmouth. They are expected to serve on ad hoc task forces as necessary and are encouraged to join standing committees.

Notwithstanding any other provisions in Article III, OSHER@Dartmouth members elected to the Council shall commence their regular terms on the following July 1st.

Article IV: Officers of the Leadership Council

The officers of the Council shall be President, President Elect/Vice President, Treasurer, and Secretary each of whom shall be elected by the Council with exception of the Treasurer who serves as ex-officio member and Chair of the Finance Committee. The officers are voting members of the Council.

The President shall serve a term of two years. The President-Elect/Vice President shall be elected to serve a two year term commencing the first year of the President's term. The President-Elect/Vice President shall accede to the office of President following the current President's completion of his/her second year, or sooner if for any reason the current President cannot serve his/her complete two year term. The Secretary shall serve a term as determined by the Council. The Treasurer serves as Chair of the Finance Committee which shall determine the length of his/her term. Term limits for Officers may be extended by a majority of the Council under special circumstances. The term of any officer will commence July 1st; the election of a new officer or officers shall take place at the first Council meeting held as soon as the newly elected Council members have joined the Council.

The President is the Chief Executive officer of OSHER@Dartmouth and the Council and presides at all Council meetings, Annual Meetings, special meetings of the membership and all other general meetings. Should the President Elect/Vice President be unable or unwilling to serve, the Governance Committee shall propose a new candidate subject to the approval of the Leadership Council. The President and/or President Elect/Vice President serves as 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

OSHER@Dartmouth staff. Composition and terms for OSHER@Dartmouth administrative staff shall be agreed upon by the President and the Provost's Office and submitted for approval as appropriate by the Council. Recruitment and hiring of staff and annual performance evaluations are the responsibility of the Provost's Office and the Program Manager/Executive Director in collaboration with the President and the Leadership Council as determined on a case-by-case basis. The staff is subject to the approval and co-supervision of Dartmouth. Such personnel shall be employees of Dartmouth with compensation and benefits determined in accordance with normal Dartmouth practices; however, the funding of staff compensation and benefits shall be the responsibility of OSHER@Dartmouth and will be included in the operating budget as reviewed and approved by the Council.

The President-Elect/Vice President 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 and provides members of the Council with copies of the minutes prior to the following meeting and posts them on the OSHER@Dartmouth website.

(Osher.Dartmouth.edu)

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

Article V: Meetings of the Leadership Council

The Council shall meet monthly or at other intervals that the Council may determine.

Fifty percent of the voting members shall constitute a quorum for any meeting of the Council and shall be present in person or electronically to conduct official business. The President or any five Council members may call a special meeting to be conducted electronically or in person in order to make a decision on a matter that cannot wait until the next regularly scheduled meeting. Notice of the special meeting must be sent electronically or by mail to all Council members at least 48 hours in advance.

Article VI: The Governance Committee

The Governance Committee consists of an even number of Council members appointed by the President. The Immediate Past President shall be an additional member of the Committee. The Governance Committee is responsible for vetting, recruiting and nominating new Council members and officers. Such nominations will be presented to the Council for approval. The Governance Committee shall elect its own chair.

The Governance Committee shall accept for nomination to the Council OSHER@Dartmouth members whose names have been submitted by petition. To be valid at least twenty-five (25) current OSHER@Dartmouth members must sign the petition and deliver it to the Governance Committee by February 1 for the upcoming year.

The Governance Committee may nominate more OSHER@Dartmouth members than there are open positions on the Council 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 OSHER@Dartmouth members.

Article VII: Elections

The Governance Committee shall be responsible for conducting elections of OSHER@Dartmouth members to the Council in the spring of each year with those elected members beginning their terms on the following July 1. The means for voting may include paper ballots either mailed or hand delivered, email, the internet, or any combination that affords all OSHER@Dartmouth members the opportunity to vote.

If there are any candidates running for a partial term (i.e. less than three years for the Council) 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 greatest number of votes. The Governance Committee shall schedule the election so that the results will be known on or before May 14th.

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 OSHER@Dartmouth. Each committee shall have at least three members and a Chair and Vice Chair or Co-Chair. A staff member appointed by the Program Director will be a non-voting ex officio member of each standing committee. Each Committee shall be responsible for determining the appropriate size of the committee, terms of office, possibility for re-appointment and related issues subject to approval of the Council. It is understood that broadening the recruitment of new committee members is desirable. Each Committee will work with the Finance Committee in the development of their budget and be responsible for working within the budget.

The Curriculum Committee recruits qualified study leaders, initiates and receives suggestions for new courses and special lectures, monitors course content for the catalogs, reviews and evaluates programs and courses, 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 the theme each year; contact, recruitment, cultivation of and agreements with speakers; arrangements and details of marketing and promotion working with the Marketing and Communication Committee; bookings and arrangements with an appropriate presentation venue; travel, accommodation and entertainment arrangements for speakers; solicitation of underwriters and sponsors and development and tracking of budgets covering the event working with the Finance Committee.

The Finance Committee is responsible for all OSHER@Dartmouth financial matters. The Finance Committee, working with Standing Committees, reviews and approves monthly reports, prepares the annual budget for Council approval and presents a full financial report when end of year numbers are available from Dartmouth at the end of the fiscal year. The Finance Committee shall elect a Chairman of the Committee who shall be Treasurer of OSHER@Dartmouth and serve ex-officio on the Council. The Senior Staff person is an ex-officio member of the Finance Committee.

The Marketing and Communications Committee coordinates multiple functions concerning internal and external OSHER@Dartmouth communications and publicity. The Committee is responsible for OSHER@Dartmouth's communications tools: newsletter, website, publicity for lectures, and publicity for the Summer Lecture Series working with that Committee, publicity for other OSHER@Dartmouth sponsored events and programs and any other communications determined by the Chair. They are also responsible for ensuring that all aspects of the OSHER@Dartmouth brand are clearly and consistently expressed in OSHER@Dartmouth communications except where impractical to implement.

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

The Fundraising Committee shall be responsible for raising funds for the benefit of OSHER@Dartmouth.

The Membership Development Committee is charged with developing programs and benefits to attract new members to OSHER@Dartmouth within the guidelines set by the Council.

The Membership Services Committee is responsible with providing programs and activities to promote socialization among members.

Article IX: Ad Hoc Committees: There shall also be such Ad Hoc Committees as the President may appoint. Ad Hoc Committees shall consist of board members, OSHER@Dartmouth members and others and may be chaired by persons from the membership at large. The length of term may vary depending on the issue(s) under review.

Article X: Membership Meetings

A meeting of the OSHER@Dartmouth membership shall be held annually. The agenda shall include the announcement of newly elected members of the Council, a review of the past year's operations and plans for the year ahead.

Other meetings of OSHER@Dartmouth membership may be called by the Council or by any twenty-five (25) current OSHER@Dartmouth with notice sent to the membership at least 14 days in advance.

Article XI: Amendment of the By-laws

Proposed amendments to these By-laws may be initiated by the action of the Governance Committee and shall require ratification by vote of two-thirds of the Leadership Council.