

**BYLAWS OF THE OSHER LIFELONG LEARNING INSTITUTE AT  
THE UNIVERSITY OF DELAWARE IN WILMINGTON**

**ARTICLE I - Mission and Vision**

The name of this organization is the Osher Lifelong Learning Institute at the University of Delaware in Wilmington (“Osher Lifelong Learning”). Its Mission (what it does) and Vision (what it aspires to be) are:

1. The **Mission** is to provide opportunities for intellectual development, cultural stimulation, personal growth and social interaction for people 50 years of age or older in an academic cooperative run by its members who volunteer their time and talents. The program is centered on classes developed and led by fellow members.
2. The **Vision** is to be a premier educational program composed of a diverse membership of people who come together and are intellectually, culturally and socially stimulated in an academic atmosphere. Through its programs, Osher Lifelong Learning enhances, enriches and extends the quality of life of its members.

Osher Lifelong Learning is a cooperative. Therefore, its members, in addition to paying fees set by Council, should be willing to support its Mission and Vision by volunteering to help with committee work, trips, teaching and other related activities.

**ARTICLE II - Relationship to University of Delaware**

1. Osher Lifelong Learning functions cooperatively with and under the auspices of the Division of Professional and Continuing Studies of the University of Delaware (the “University”).
2. Management of the Osher Lifelong Learning program is vested in its Council. The Council operates within the budget agreed to by the University and the Council.
3. The Division of Professional and Continuing Studies serves as the fiscal agent for Osher Lifelong Learning and assumes responsibility for all fiscal matters of the program. The fiscal year is that of the University and runs from July 1 to June 30.
4. The Division of Professional and Continuing Studies provides an officer who is its representative at Osher Lifelong Learning, and is called the "University Coordinator.”

### **ARTICLE III – Membership and Fees**

1. Members must be either at least 50 years old within four months after the beginning of the term in which they register, or the spouse of a member of that age.
2. Memberships for the two regular semesters begin with the payment of the registration fee prior to the start of a semester. Full-year memberships begin with the fall registration and expire, unless renewed, on September 1 of the following year. Single-semester memberships begin on registration prior to the semester and expire on the first day of the subsequent semester. Participation in summer programs shall be as established by Council, and such participation is separate from membership in fall and spring semesters.
3. Fees for each semester and other programs shall be established by Council. In special cases, financial requirements or other aspects of eligibility may be waived by the Executive Committee.

### **ARTICLE IV - Council, Officers and Executive Committee**

1. The Council, in which management of Osher Lifelong Learning is vested, shall consist of fifteen members who, except as set forth in Paragraphs 4(c) and 4(e), shall serve a term of three years. Five members shall be elected each year. All Council members, except ex-officio members, shall be eligible to vote in Council meetings, whether the member was elected or appointed. The University Coordinator, the Chair whose term has most recently expired, the Secretary when not a member of Council and advisors to Council are ex-officio members.
2. No member of the Council may be elected to the Council for more than six years, provided, however, that neither the appointment to fill out a Council term of less than one year nor the extension of the Chair's term pursuant to Paragraph 4(c) shall be counted.
3. A Council member's term is automatically terminated when he or she ceases to be a member of the Osher Lifelong Learning program, or if he or she fails to attend three Council meetings out of six consecutive meetings. In the latter case, the absences may be excused by a majority vote of the Council, in which case the member shall retain his or her seat on the Council. When a vacancy occurs, the Chair, with the approval of a majority of Council, shall appoint an eligible member to fill the unexpired term with due regard to the needs of the cooperative.
4. (a) Before the April meeting, the outgoing Chair shall appoint a committee of at least three outgoing members of Council who shall nominate in advance of the meeting candidates for Chair and Executive Vice Chair of Council for election at the April meeting.

(b) The newly elected Council members shall be installed in April. After installation, the new Council, which includes newly installed and hold-over members, shall elect a Chair and an Executive Vice Chair each for a term of one year from among the Council members, said Chair being selected from members who have already served for at least one year on Council. The required Council service may include service in any of the ex-officio, non-voting Council capacities set forth herein. The election shall be by separate secret ballot for each position, the Council member with the most votes for each position being elected. On the completion of his or her term, the Chair, if he or she does not remain a regular member, shall become an ex-officio member for one year.

(c) The Executive Vice Chair may act for the Chair at the Chair's direction or, in an emergency, in the event of his or her unavailability. If a Council member is elected Executive Vice Chair during the last year of his or her three-year term on the Council, the term of said Executive Vice Chair may be extended for one year by vote of at least 10 members of Council so that he or she may act as Chair during said one-year extension. In that event, the Council would consist of 16 members during the one-year extension that the former Executive Vice Chair serves as Chair.

(d) Immediately following the installation of the new Council, the newly elected Chair shall fill the following key leadership positions: Vice Chair Academics, Vice Chair Membership and Finance Chair. Except as provided in Paragraph 4(e) of this Article, the aforementioned positions shall be filled from among the members of Council. Before making these appointments, the Chair shall review proposed appointees with the Executive Vice Chair, the previous Chair, the new Advisor pursuant to Paragraph 4(g) of this Article, and the University Coordinator. The new Chair shall also appoint a Secretary of the Council from the membership. The Vice Chairs and the Executive Vice Chair shall also appoint chairs of the standing committees for which they are responsible from the membership. All appointments shall be for one year and should be made before the May meeting.

(e) The Finance Chair shall oversee all financial matters of Osher Lifelong Learning. If no member of Council has the background needed to be Finance Committee Chair, the position may be filled from the general membership. In that case, the Finance Chair shall be a member of the Executive Committee and an ex-officio member of the Council and shall serve at the pleasure of the Chair.

(f) The Council shall meet a minimum of eight times each year. The Secretary shall be responsible for keeping minutes of the Council meetings and distributing copies to Council members prior to the next meeting with a notice of the next meeting.

(g) Meetings of Council shall be called by the Chair, or by the Secretary upon the written request of at least two Council members to the Secretary. Notice of meetings shall be delivered by hand, mail, facsimile or electronic mail, to the last known address of the recipient, at least five days prior to the date set for such meeting. Any Council member may waive notice of any meeting. Such waiver shall be in writing and deposited with the Secretary and shall be noted in the minutes of the meeting.

(h) Immediately following the installation of the new Council, the new Chair shall appoint for a one-year term an ex-officio, non-voting Advisor from among the past Chairs, other than the immediate past Chair. The new Chair shall consult the Advisor on important issues facing Osher Lifelong Learning.

(i) A quorum shall consist of a majority of the Council members. A quorum being present, an affirmative vote of at least eight Council members shall suffice to pass a motion before Council, except for amendments to these Bylaws pursuant to Article VII

5. (a) The Executive Committee shall consist of: the Chair, the Executive Vice Chair, the Vice Chair of Academics, the Vice Chair of Membership and the Finance Chair. Three members shall constitute a quorum and three affirmative votes shall be necessary to constitute an action of the Committee. The University Coordinator shall be an ex-officio member of the Executive Committee. The Chair may also appoint one or more additional ex-officio, non-voting members of the Executive Committee who have legal or other special expertise which the Chair believes will be helpful to the Committee. Such additional members shall serve at the pleasure of the Chair and, preferably, be chosen from members of Council. Meetings of the Executive Committee shall be called by the Chair, or by the Secretary upon the written request of at least two Executive Committee members to the Secretary. Notice of meetings of the Executive Committee shall be delivered by hand, mail, facsimile or electronic mail, to the last known address of the recipient, prior to the date and time set for such meeting. Any Executive Committee member may waive notice of any meeting. Such waiver shall be in writing and deposited with the Secretary.

(b) The Executive Committee shall be primarily advisory. However, it may act for the Council in emergencies between meetings and in confidential matters such as specific eligibility requirements and scholarships. All non-confidential actions by the Executive Committee shall be reported to the Council at its next meeting.

(c) The Council Chair shall make the agenda for each Council meeting and review it with the Executive Committee. In preparing the agenda, the Council Chair shall consider matters proposed by any member of Council. The Chair shall also arrange for the preparation of any necessary background materials in complex matters prior thereto. Although it is preferable to propose issues for consideration to the Chair and Executive Committee before Council meetings so that any necessary information can be gathered, any member of Council may propose any Osher Lifelong Learning matter for consideration at a Council meeting.

## **ARTICLE V - Nomination and Election of Council Members**

1. Council Chair shall appoint a Nominating Committee Chair who, in turn, shall appoint members of the Nominating Committee. All Committee members shall be finally approved by the Council.

2. The Committee shall prepare a slate of up to ten nominees and notify the membership of this slate.
3. The Committee shall also notify the members that additional nominations from the membership-at-large can be made to fill seats of Council members whose terms are expiring. A standard form for each such nomination must be signed by the nominee and at least 25 members-at-large including the nominating member. The notice shall include a specific date for closure of nominations prior to the March meeting of Council.
4. All nominees for Council, whether under Paragraph (2) or (3) of this Article, must agree that, if elected and so requested, they will serve as chair or vice-chair of one of the Committees of Osher Lifelong Learning.
5. In the event that the Committee prepares a slate of nominees consisting of the exact number of vacancies to be filled and no further nominations are received from the membership-at-large, the slate shall be presented to Council for election by affirmation at the March Council meeting, thus obviating the need for voting by the membership-at-large.
6. In the event the slate of nominees, including any from the membership-at-large, is larger than the number of vacancies, a group of members selected by the Nominating Committee Chair (the "Election Committee") shall conduct an election in March, count the ballots and announce the results to the membership. The provisions for conducting such election shall be established by the Election Committee with approval by Council.

## **ARTICLE VI – Principles of Osher Lifelong Learning**

Activities of Osher Lifelong Learning must be consistent with the overall policies of the University as well as the policies of the Osher Lifelong Learning program as adopted by the Council. A current list of policies shall be maintained by the Secretary and included with these Bylaws in the Office. The policies of the program may be supplemented and amended periodically by the Council and shall comply with the following:

1. Funds of Osher Lifelong Learning shall only be used for that organization's purposes.
2. No member shall solicit at Osher Lifelong Learning for non-program-related activities or otherwise derive financial benefit from program activities. Any exceptions must have the prior approval of the Council.
3. All participants during the regular semesters, including instructors, must be current members. Full-time members of the University of Delaware faculty, both active and/or retired, are encouraged to participate as instructors. The membership fee may be waived for up to two semesters for instructors who are eligible University faculty.

4. No function involving members off of the Wilmington campus shall be sanctioned as an Osher Lifelong Learning activity unless it has prior University approval.

#### **ARTICLE VII - Amendments**

These Bylaws may be amended by the affirmative vote of at least ten members of Council after prior written notice of the proposed amendment has been given to all members of Council before or during the Council meeting preceding the meeting at which the amendment is acted upon.