

BYLAWS
Of
The Lifelong Learning Institute of Waubonsee Community College
Sugar Grove, Illinois

Section A – Governing Documents

The Constitution of the Lifelong Learning Institute at Waubonsee Community College (hereinafter LLI) is the primary governing document of LLI. These Bylaws are intended to support and implement the LLI Constitution and shall be interpreted so as not to be contrary thereto.

Section B – Membership

1. In our stimulating peer-learning environment, members plan, lead and participate in courses, outings, trips and social events. LLI members are encouraged to volunteer in some capacity in support of the organization.
2. Membership in LLI is open to individuals 50 years of age and older upon application and payment of annual dues.
3. The Membership Year of LLI shall be September 1 – August 31.
4. Membership is required for participation in LLI-sponsored events, except Summer Semester activities, coffee klatches and luncheon guests.
5. Individuals may, upon a two-thirds (2/3) vote of the Board, be removed from membership in LLI for failure to observe standards of behavior as stated in the Waubonsee Community (hereinafter WCC) Student Handbook. All records concerning the consideration of membership cancellation shall be confidential and shall not be revealed to anyone other than Board Members, the member concerned, and any WCC personnel required by WCC policy to be notified.

Section C – The LLI Board

1. The Board shall be composed of four (4) officers: President, Vice President, Secretary, Treasurer, and additional elected members as determined necessary to carry out Board responsibilities. At least two but not more than 1/3 of total Board membership shall be representatives from the Curriculum Council. The number and purpose of additional members are subject to change as deemed appropriate so long as no elected members are eliminated. Such changes require a majority vote of Board members and are effective with the next Board meeting date. The WCC staff member designated as the LLI liaison shall be an ex-officio member of the Board, without voting privileges.

- 2.(a) The President and Vice-President shall each be elected annually for a one-year term by the LLI membership, by a plurality of those members voting.
- (b) In the event of death, resignation or removal of the President, the Vice-President shall fill the vacancy for the remainder of the President's term.
3. The Secretary shall be elected in the odd numbered years for a term of two years; the Treasurer shall be elected in the even numbered years for a term of two years. Election of additional members shall be divided between odd and even numbered years to the extent practicable, with the flexibility to stagger terms of one/two years as needed for balance. All members shall be elected by a plurality of members voting and all terms of office shall coincide with the fiscal year.
4. Curriculum Council representatives to the Board shall be appointed by the Curriculum Council for terms of one or two years, maintaining a balance of expiring terms to the extent practicable.
5. The Board shall, upon receipt of the recommendations of the Nominating and Recruiting Committee pursuant to Section F-1 thereof, nominate individuals as candidates for election to Board positions and Curriculum Council positions. In doing so, the Board may exercise its discretion to not nominate a recommended individual but shall not nominate anyone not recommended by the Committee.
6. A vacancy in office that occurs on the Board or in the Curriculum Council between annual elections or due to no electable candidates may be filled by Board appointment for the remainder of the term of office; Curriculum Council Board representative vacancies shall be filled by the Curriculum Council from within its membership.
7. Attendance by a majority of Board membership shall constitute a quorum for Board meetings.
8. The Board shall establish an annual calendar of regular meeting dates, and shall publish the dates, times and sites of such meetings, noting that all Board meetings are open to all LLI members.
9. A Board member may be removed from the board mid-term upon a three-fourths (3/4) vote of the remaining members of the Board.
10. The Board's minutes and attachments thereto shall be considered a public record, and once approved, shall be available to LLI members.

Section D – Duties and Responsibilities of Individual Board Members

1. The President shall
 - (a) preside at Board meetings and membership meetings and perform such other duties as are appropriate to the office.

- (b) call special meetings of the Board, if deemed necessary, upon not less than seven (7) days' notice, unless the notice requirement is waived by at least two thirds (2/3) of the Board membership; and
 - (c) compile an annual year-end report of the activities of all Board members and Curriculum Council members for distribution at the annual membership meeting.
2. The Vice President shall
- (a) preside in the absence of the President and perform such other duties as are appropriate to the office;
 - (b) appoint members to all ad hoc Board committees unless provision for such appointment is otherwise stated in these Bylaws or is determined by the Board;
 - (c) serve as convener at the initial meeting of all Board ad hoc committees;
 - (d) be an ex-officio member, without voting privileges, of all Board standing committees, including those created under Sections F hereof; and
 - (e) submit a written summary of activities to the President for inclusion in the annual report.
3. The Secretary shall
- (a) record the official minutes of all LLI Board and general membership meetings, and perform such other duties as are appropriate to the office; and
 - (b) submit a written summary of activities to the President for inclusion in the annual report.
4. The Treasurer shall
- (a) prepare and issue financial statements (monthly and year-to-date) for the board, and perform such other duties as are appropriate to the office;
 - (b) oversee and coordinate the activities of individuals filling positions established pursuant to Section F hereof and any committees established by such individuals.
 - (c) working with the President and the liaison, prepare an annual budget for the forthcoming fiscal year for presentation to the Board at its April meeting.
 - (d) review the insurance coverages provided by LLI's policies as to their adequacy and advise the Board with respect thereto; and
 - (e) submit a written summary of activities to the President for inclusion in the annual report.
5. Other Board members elected or appointed as such shall
- (a) oversee and coordinate the activities of individuals filling positions established pursuant to Section F hereof and any committees established by such individuals.
 - (b) submit a written report at each Board meeting; and
 - (c) submit a written summary of activities to the President for inclusion in the annual report.

Section E – The Curriculum Council

1. The Curriculum Council shall create a proactive process to identify the subjects, style and duration of offerings that best serve the needs and interests of the membership. Proposals will be solicited for courses, outings, trips, and special events that address those needs and interests. The Board will be advised of the final selection of offerings prior to their inclusion on the registration site, recognizing the Board's power of veto. The Curriculum Council shall develop and implement policies, recruit and mentor facilitators, and provide

them with the tools and support necessary to deliver a quality offering, in fulfillment of LLI's values, mission and vision.

2. The Curriculum Council shall be composed of as many members as the Board determines is necessary to conduct the business of the Curriculum Council. The LLI liaison shall be an ex-officio member of the Curriculum Council, without voting privileges.
3. Election of Curriculum Council members shall be divided between odd and even numbered years to the extent practicable, with the flexibility to stagger terms of one or two years as needed for balance. All members shall be elected by a plurality of members voting and all terms of office shall coincide with the fiscal year.
4. The Curriculum Council shall annually choose a member to chair the Council and a member to record the business of the Council. Each standing committee created under the Curriculum Council shall include at least one Curriculum Council member.
5. The Curriculum Council shall select the required number of its members to serve as representatives on the Board, one of whom shall be the Chair of the Curriculum Council, pursuant to Sections C-4 and C-6 hereof.
6. The Curriculum Council shall establish an annual calendar of regular meeting dates, and shall publish the dates, times, and sites of such meetings, noting that all Curriculum Council meetings are open to all LLI members.
7. The Curriculum Council Chair shall submit a written summary of activities to the President for inclusion in the annual report.
8. A Curriculum Council member may be removed from the Curriculum Council midterm upon a three-fourths (3/4) vote of the remaining members of the Curriculum Council.

Section F – Committees

1. Standing Committees
 - (a) The Board shall appoint a Nominating and Recruiting Committee, each member of which shall be appointed for a two-year term. This committee shall recruit candidates for elective office, oversee the annual election, and identify individuals to be considered for chairs or members of other Standing Committees. Members shall be recruited from the Board, the Curriculum Council, and the membership at-large, with a goal of equitable representation from each group. At its first meeting of each membership year the Committee shall choose a chair from among its members, including any ex-officio members.
 - (b) The Board and the Curriculum Council may each create Standing Committees to assist in the conduct of its respective responsibilities and shall state the duties and responsibilities of each such Standing Committee. Standing Committees shall become effective as the

Board or Curriculum Council, respectively, determines, and shall continue until the Board or Curriculum Council, respectively, determines otherwise.

- (c) Following the beginning of each fiscal year and prior to the beginning of the next membership year, for all Standing Committees other than the Nominating and Recruiting Committee, the Board, and the Curriculum Council, respectively, shall appoint individuals to chair or to co-chair each Standing Committee for a one-year term. The chair(s) of such Standing Committees shall be designated by titles established by the Board and the Curriculum Council, respectively.
- (d) Each individual serving as chair of a Standing Committee other than the Nominating and Recruiting Committee may recruit such assistance from within the LLI membership as is desired, forming subcommittees as deemed appropriate. The names of those so recruited shall be reported to the Board.
- (e) Standing Committees may initiate policy ideas and draft statements of policy; all policy statements must be approved by the Board or the Curriculum Council, respectively.
- (f) A chair of a Standing Committee may be replaced mid-term upon a majority vote of the respective Standing Committee members.

2. Ad hoc Committees

The Board and Curriculum Council may each create ad hoc committees to assist in the conduct of its respective responsibilities and shall state the duties and responsibilities of each such committee.

Section G – Membership Meetings and Elections

- 1. An annual meeting of the LLI membership shall be held during the months of April, May or June at such time as the Board shall designate, giving at least thirty (30) days' notice thereof to the membership.
- 2. The annual election of Board and Curriculum Council members shall be conducted by electronic ballot or by any other reasonable means at a time preceding the annual meeting such that the results of the election balloting may be announced at such meeting. If all offices to be elected are uncontested, and no additional measures are on the ballot, the Board may declare the election by unanimous consent, without a ballot vote taken.
- 3. Special meetings of the membership may be called by a two-thirds (2/3) vote of the Board or upon petition supported by twenty percent (20%) of the LLI membership. Special meetings of the membership shall be scheduled no earlier than twenty (20) days after notice thereof is given to the membership.

4. The quorum for meetings of the membership shall be twenty percent (20%) of the LLI membership. Once a quorum has been established, business may continue until adjournment, with voting determined by the majority of members present.
5. Voting is based on one-member-one-vote and a member's right to vote may not be transferred to another person.
6. Wherever in these bylaws reference is made to publishing or giving notice, such may be accomplished electronically or by other reasonable means.

Section H – Financial Matters

1. LLI shall be operated as an unincorporated non-for-profit organization. No LLI assets shall inure to the benefit of any member, other than as reimbursement for properly documented out-of-pocket expenditures or remuneration for services agreed to in advance by the Board.
2. All LLI funds shall be held by WCC and all LLI expenditures shall be made therefrom.
3. The fiscal year of LLI shall be identical to that of WCC; currently July 1 – June 30.
4. The Board shall adopt an annual budget covering the next fiscal year.
5. Annual dues shall cover the membership year and shall be established by the Board.
6. Fees for all activities and honorarium amounts to outside speakers and guest presenters shall be established by the Board.

Section I – Insurance Coverage

In order to ensure that individual volunteers do not bear personal liability to third parties for their authorized actions on behalf of LLI, LLI shall carry Directors and Officers Insurance coverage on Board Members, Curriculum Council Members, Facilitators and members of all committees appointed in accordance with these Bylaws.

Section J – Parliamentary Authority

All meetings of the membership, the Board, and the Curriculum Council shall be conducted in accordance with the most recent edition of *Robert's Rules of Order Newly Revised*.

Section K – Amendments

Amendments to these Bylaws shall be adopted upon a majority vote of the Board following:

1. submission of the proposed amendment(s) in written form at, or prior to, any regularly-scheduled Board meeting with discussion to follow.

2. after discussion and agreement by the Board to proceed, the LLI membership will be notified within 15 days that they may submit comments in writing or in person at or before the next regularly scheduled Board meeting;
3. action on the proposed amendment(s) will take place at the subsequent regularly-scheduled or special Board meeting as deemed appropriate.

Approved by the Board as to final wording, March 16, 2012

Adopted by the Board, April 13, 2012, following ratification by the LLI Membership of the Board's adoption of the amended and restated LLI Constitution.

Amended by the Board, May 9, 2014

Amended by the Board, May 13, 2016

Amended by the Board, December 8, 2017

Amended by the Board January 10, 2020

Amended by the Board April 14, 2023

Amended by the Board June 28, 2024