

**BYLAWS OF THE OSHER LIFELONG LEARNING INSTITUTE**  
**at the**  
**UNIVERSITY OF VIRGINIA (“OLLI”)**

**Amended 5/25/22**

**ARTICLE I**  
**PURPOSE, ORGANIZATION, AND LEGAL OFFICES**

**Section 1.1 Purpose.** OLLI’s mission is to offer educational opportunities and intellectual enrichment to active adults. The goal of OLLI’s programs is to create a stimulating environment where participants may acquire new knowledge, explore ideas, exercise creativity, and share interests and expertise with others.

**Section 1.2 Organization.** OLLI is a University-Associated Organization (UAO) of the University of Virginia, but it operates as an independent corporate entity. As such, OLLI is subject to the Board of Visitors Policy BOV-008: Relationship with University-Associated Organizations and the fully executed University of Virginia University-Associated Organization Memorandum of Understanding, while remaining administratively separate from the University’s organizational and institutional structure. OLLI is organized and operates exclusively for educational and charitable purposes described in Section 501(c)(3) of the Internal Revenue Code, consistent with its established mission.

**Section 1.3 Registered Offices.** The Registered Office will be at such place in Virginia as the Board of Directors shall from time to time by resolution determine in accordance with law. In addition, OLLI may establish additional offices at such other places within the Commonwealth of Virginia as the Board of Directors may appoint or as the business may require.

**ARTICLE II**  
**OLLI MEMBERSHIP**

**Section 2.1.** Individuals who are allowed to enroll in OLLI courses and participate in other activities may be referred to colloquially as "OLLI members", but they shall not constitute "members" within the meaning of Va. Code Sec. 13.1 – 837 and the Articles of Incorporation and shall not be entitled to vote or otherwise participate in the management of OLLI. The Directors hold the sole voting power of OLLI.

## **ARTICLE III DIRECTORS**

**Section 3.1. General Powers.** The business and affairs of OLLI are managed by the Board of Directors (the "Board"). All corporate powers will be exercised by the Board except as otherwise provided by these bylaws, by the Articles, by the University's Policy BOV-008: Relationship with University-Associated Organizations, by the fully executed University of Virginia University-Associated Organization Memorandum of Understanding, or by law. More particularly, subject to the Articles and these bylaws, the Board will establish the policies of OLLI; determine its mission, purposes and programs; ensure adequate resources; review and approve the annual budget; develop a vision for OLLI's future; provide strategic direction; and propose changes in these bylaws as may be required.

**Section 3.2. Management Personnel.** The Board is authorized to hire, and define the duties of, such management personnel as it may from time to time determine to be necessary or proper for the conduct of the business of OLLI and for the implementation of Board policies. ("Management Personnel").

### **Section 3.3. Number and Selection.**

- A. **Voting Directors.** The number of Directors on the Board will not be more than twenty-one (21) nor fewer than (15) as follows:
- i. Two Ex-officio University Directors;
  - ii. At least thirteen (13) At-Large Directors

Each such voting Director shall have one vote. Each Director shall discharge their duties as a Director, including duties as a member of a committee, in accordance with their good faith business judgment of the best interests of OLLI.

- B. **Ex-officio, non-voting Directors.** Such Management Personnel as the Board shall designate as ex-officio, non-voting members of the Board may attend all meetings of the Board and report to the Board concerning the management and affairs of OLLI, except when the Board shall go into executive session. Such Directors shall have the benefits provided by law of the business judgment rule to the extent applicable.
- C. **Election of At-Large Directors.** Before the final meeting of the Board for any fiscal year, the Nominating Committee will develop a slate of potential At-Large Directors to be elected for a three-year term beginning with the first meeting of the next fiscal year. The number of Directors to be elected in any one year will depend on the needs of the Board at that time, as determined by the Board of Directors. The Committee will provide the Board, in advance of the meeting, with a brief background resume for each nominee. The slate may include a sitting member of the Board so long as the provisions of this Article are met. At a meeting of the Board prior to the end of the fiscal year the President will receive the report of the

Nominating Committee and may accept further nominations from the Board. After the slate has been determined, the new Board members will be elected by a majority of the votes of the voting members present at a meeting at which a quorum is present will elect the requisite number of new Directors. The election will be managed by the Secretary of OLLI.

- D. **As to the Ex-officio University Directors.** The following officials of the University, or their designees, are voting Directors of OLLI, ex-officio:
  - i. Rector of the University and
  - ii. President of the University.

#### **Section 3.4. Term**

- A. **At-Large Directors.** The term of office of the At-Large Directors will be three (3) years, or such other term as the Board may by resolution determine from time to time, subject to the staggering of terms. At-Large Board members shall be elected by the Board to serve no more than two (2) consecutive terms, after which one year must elapse before a Director can be elected to return to the Board.
- B. **Ex-officio University Directors.** The term of an Ex-officio University Director expires when that Director ceases to be a University official designee.
- C. **The Officers.** Officers shall be elected from among the Voting Directors to serve for a term of two years. If the Director's term as an Officer who is so elected should expire during that term of two years, that Director's term shall be extended to terminate at the end of his or her two-year term as an Officer. In that event, the term of this Director's successor shall be reduced in order not to affect the staggering of terms on the Board.

**Section 3.5. Vacancies.** Whenever a vacancy on the Board of Directors occurs, the vacancy may be filled by the majority vote of the Directors present at the next meeting of the Board of Directors, at which a quorum is present, which may be a regular meeting or a special meeting called for this cause. If a vacancy occurs prior to the expiration of an At-Large Director's term, and if a successor is elected, he or she will serve for the balance of the predecessor Director's term and will then be eligible for reelection to two consecutive terms thereafter.

- A. **Resignations.** Any Director may resign at any time by giving oral or written notice to the Board of Directors or the President or Secretary of OLLI. Any such resignation shall take effect at the time of receipt of such notice or at any later time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

- B. **Removal from the Board.** A Director may be removed from office, with or without cause. The motion for removal may come from any Director, but to be effective the motion must be passed by a two-thirds vote of all Directors (excluding the challenged Director). The removal will take effect upon the passed motion: The removed Director will be notified in writing by the Secretary of OLLI.

### **Section 3.6. Meetings of the Board**

- A. **Organization.** At each meeting of the Board of Directors, the President of OLLI, or in the President's absence the Vice President, will preside as chair of the meeting. The Secretary of OLLI will ensure that appropriate minutes are taken.
- B. **Agenda.** The agenda for every board meeting will be established by the Executive Committee. The agenda will typically include a summary report from the President of the work of the Board Committees and, when appropriate, a summary report from the Management Personnel of the work of the Operating Committees. Board members may submit issues considered substantive to the Executive Committee for inclusion on the meeting agenda.
- C. **Rules of Order.** Unless otherwise provided by the Articles or the Bylaws, Regular and special meetings of the Board shall proceed informally. However, upon the request of two or more Voting Directors, the Board shall proceed in conformity with Robert's Rules of Order.
- D. **Place of Meeting.** The Board of Directors may hold its meetings at such place or places as the Board of Directors may from time to time by resolution determine.
- E. **Regular Meetings and Special Meetings.** The Board will hold, at a minimum, four regular meetings during the year. The meetings will be at such times as may be fixed from time to time by action of the Board. Special meetings of the Board of Directors will be held whenever called by the President or by any two or more Directors.
- F. **Notice of Meetings.** Notice of every meeting will be delivered to each Director as follows, (i) mailed to the address for the Director maintained in OLLI's files so as to arrive at least three days before the date on which the meeting is to be held; (ii) sent to each Director at such place by email, at least three days before the date on which the meeting is to be held or (iii) delivered to the Director personally or read to the Director by telephone no later than three days before the time at which the meeting is to be held. Every such notice will state the time and place of the meeting and will include a planned agenda. No issue may be presented for resolution at a special meeting that was not on the agenda for that meeting.

A tentative schedule of all regular and special Board meetings will be provided via email to each Director. Any OLLI member who so requests will be notified by email of the meeting schedule and changes thereto.

- G. **Waivers Notice of Meetings** Anything in these Bylaws or in any resolution adopted by the Board of Directors to the contrary notwithstanding, proper notice of any meeting of the Board of Directors shall be deemed to have been given to any Director if such a requirement of notice is waived by the Director in writing (including email) before or after the meeting. A Director who attends a meeting will be deemed to have had timely and proper notice thereof unless the Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- H. **Quorum and Manner of Acting.** A majority of the number of Voting Directors who are serving will constitute a quorum for the transaction of business. Except as specifically provided in these bylaws, the act of a majority of the Voting Directors present at any meeting (in person, by proxy or electronically) at which a quorum is present will be the act of the Board of Directors, with the exception of circumstances under which the Articles or the bylaws provide for a majority vote to authorize board action. The Directors will act only as a Board and the individual Directors will have no power as such.
- I. **Action by Directors without a Meeting.** Any action required to be taken at a meeting of the Board may be taken without a meeting if a signed consent, in writing or by email, to the action proposed, is received from all of the Directors before any such action is undertaken. Any such emergency action will be subject to challenge and ratification at a meeting of the full Board as quickly as is possible.
- J. **Electronic Meetings.** Meetings of the Board by conference telephone or by any other electronic means will be permitted, and participation by such means will constitute presence in person at any such meeting.
- K. **Proxy.** A Director who is unable to attend a meeting, or participate by telephone or other electronic means, may provide a proxy to another Director in writing, giving that other Director the right to vote on any issue coming before the Board at that specified meeting.
- L. **Executive Session.** From time to time there may be issues coming before the Board that are sensitive such that they need to be dealt with on a confidential basis such as the annual evaluation of the Management Personnel's work, preliminary discussions related to property matters, or legal challenges. Any Director may move that the Board re-convene in executive session and upon passage of the motion, visitors and/or staff will be asked to leave the room.

**Section 3.7. Compensation.** Directors will not be entitled to receive compensation for the performance of their duties as Directors but will be entitled to reimbursement for reasonable expenses incurred in connection with the performance of such duties.

**Section 3.8. Conflicts of Interest.** Annually, at the beginning of a new fiscal year, each Director will be asked to sign an attestation that they have no known conflict of interest with OLLI. As transactions occur during the year, affected Directors will notify the Board of any material conflict of interest they may have in any business or programmatic matter concerning OLLI and will not participate in deliberations or decisions concerning that matter.

## **ARTICLE IV COMMITTEES**

**Section 4.1 Board Committees.** This recitation of the duties and responsibilities of OLLI's Committees outlines their basic roles, as they have been determined at the time this edition of the bylaws was published. Their duties and responsibilities may be changed as determined by the Executive Committee, as circumstances may require.

**A. Executive Committee:**

- i. **Membership.** The Executive Committee is composed of the President, the Vice President, the Secretary, one ex-officio University Director, and either the Treasurer or the Chair of the Finance Committee as the President may determine from time to time. The Executive Committee may appoint one additional At-Large Director and/or the immediate past President as a member of the Executive Committee. Management Personnel shall serve on the Committee as an ex-officio non-voting member(s).
- ii. **Meetings.** The Committee will meet, at a minimum, once each quarter, before regularly scheduled Board meetings and whenever requested by the President or two Committee members.
- iii. **Responsibilities and Powers.** With the guidance of the President, the Committee is responsible for, but not limited to, the following: (i) the establishment of the agenda for all Board meetings and the membership meeting; and (ii) a periodic review and update of OLLI's strategic plan. The Committee may also act on behalf of the Board in unusual circumstances when a timely decision is required, and it would not be possible to convene the entire Board. Any such emergency action will be subject to challenge and ratification at a meeting of the full Board as quickly as is possible.

The Executive Committee, not including the Management Personnel, will meet annually to complete a performance review of Management Personnel and review proposals for the compensation of Management

Personnel and OLLI staff. The President may elect to invite any person or persons to serve in a consultative role whose experience in OLLI compensation matters would add value to the deliberations.

- B. **Finance and Audit Committee.** The Committee is responsible for advising the Board on financial matters including OLLI's annual operating budget and its investment policies. The Committee will select and engage the independent audit firm whose financial examination shall include an analysis of OLLI's internal controls, receive the oral and written report of the audit firm and along with the full Board, review and approve the annual Form 990 and other tax filings. The Committee will include the Treasurer, one ex-officio University Director, and one other member of the Board, selected by the President, who will act as chair. The President and the Vice President will be ex-officio members of the Committee. The Management Personnel will be a non-voting ex-officio member(s).
- C. **Nominating Committee.** The Nominating Committee is responsible for the development of criteria for the selection of Directors, subject to the approval of the Board, and for the nomination of qualified individuals for election by the Board as At-Large Directors. The Committee will also develop the slate of officers to be elected, The Committee will include three Directors who are not officers. The membership and the Chair will be established by the President.
- D. **Fundraising Committee.** The Fundraising Committee is responsible for the development of a fundraising program subject to approval by the full Board. The Committee members will actively participate in that program and will solicit participation from Voting Directors and OLLI members. Membership of the Committee, the terms of the members and its Chair will be established by the President. The President and Vice-president will be ex-officio members of the committee. The Management Personnel will be a non-voting member(s).
- E. **Faculty Committee.** The Faculty Committee shall provide assistance, training, and other support for persons who teach OLLI courses, conduct evaluations of OLLI courses and teachers and otherwise work to maintain the quality of the courses offered by OLLI, consistent with the resolutions and instructions of the Board of Directors. The Faculty Committee may make recommendations concerning the continuance of OLLI instructors and the quality of their offerings and shall share its evaluations with the Curriculum Committee with the objective of maintaining the quality of OLLI teaching, teachers, and course offerings.

The chair of the Faculty Committee shall be appointed by a majority vote of the Board and shall serve until the board shall elect a successor.

- F. **Curriculum Committee.** The Curriculum Committee shall work with OLLI staff, Management Personnel, and other committees and organizations to

identify and develop courses, discussion groups, lectures, and other programs in support of OLLI's mission to provide diverse educational opportunities and intellectual enrichment for active adults in the community.

The Curriculum Committee shall monitor the changing interests of OLLI members and identify course topics and recruit instructors to meet them; evaluate submitted proposals and select appropriate offerings; review and edit course information for inclusion in the catalog; and ensure the development of a robust and diverse curriculum consistent with the resolutions and instructions of the Board of Directors.

The chair of the Curriculum Committee shall be appointed by a majority vote of the Board and shall serve until the board shall elect a successor.

#### **Section 4.2. General Matters as to the Board Committees other than the Executive Committee.**

- A. **Minutes.** Every Board Committee will keep a record of its proceedings and report concerning the same to the next meeting of the Executive Committee.
- B. **Notice.** Regular meetings of a Committee may be held at such times and in such places as shall be fixed by the Committee Chair.
- C. **Quorum.** A majority of a Committee will constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present will be the act of the Committee. Members of a Committee will act only as a committee and the individual members will have no power as such.
- D. **Change in Composition, Vacancies, etc.** The Chairman of each committee, subject to being countermanded by the Board will have the power at any time to change the members of, and fill vacancies in a committee, with or without cause. The Board shall have the authority to discontinue a committee. The membership of any Director on a Committee, whose appointment to that committee is ex-officio will automatically terminate upon the cessation of that Director's membership on the Board.

### **ARTICLE V OFFICERS**

**Section 5.1. Officers.** The officers of OLLI shall be a President, a Vice President, a Secretary, and a Treasurer.

**Section 5.2. Election, Term of Office and Qualifications.** The officers will be elected following the election of the new At-Large Directors. The term of the new officers begins



on the first day of the new fiscal year following their election. Each will serve a two-year term.

- A. The President and Vice President shall be elected by the Board to serve for no more than two (2) consecutive terms, with their terms staggered. If the Vice President is elected President, then the new Vice President will serve out the remainder of the current Vice President's term.
- B. The terms of the Secretary and Treasurer may be extended at the discretion of the Board.

**Section 5.3. Subordinate Officers.** The Board of Directors from time to time may establish officers in addition to those designated herein, including one or more operating officers.

#### **Section 5.4. Changes in the Officer Cadre**

- A. **Removal.** An officer may be removed from office for cause. The motion for removal may come from any Director, but to be effective the motion must be passed by a two-thirds vote of all Directors (excluding the challenged officer, should that officer be a member of the Board). The removal will take effect upon the passed motion: The removed officer will be notified in writing by the Secretary.
- B. **Resignations.** Any officer may resign at any time by giving oral or written notice to the Board of Directors or the President or Secretary of the Board. Any such resignation shall take effect at the time of receipt of such notice or at any later time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
- C. **Vacancies.** A vacancy in any officer position shall be filled for the unexpired portion of the term by vote of the Board

**Section 5.5. President.** The President will have general supervision over the policies of OLLI subject to the approval and control of the Board of Directors. In general, the President will perform all duties incident to such office and such other duties as may from time to time be assigned by the Board and will have such other powers and authorities as are elsewhere in these Bylaws conferred upon the President. The President will act as Chair for meetings of the Board and the Executive Committee and will lead the Board and the Executive Committee toward the discharge of their respective responsibilities.

**Section 5.6. The Vice President.** The Vice President will assist the President in the duties described above, with particular responsibilities as assigned by the President, and will preside at meetings in the absence of the President.

**Section 5.7. Treasurer.** The Treasurer is responsible for the operation of OLLI's accounting system; for reviewing OLLI's accounting procedures, policies, and controls

so as to assure that the system provides fair financial reporting; for overseeing the budget development process; for overseeing the Executive Director's reporting to the Board of Directors quarterly, or as required, on OLLI's financial results; and for such other duties as may be assigned by the President.

**Section 5.8. Secretary.** The Secretary will act as Secretary of all meetings of the Board and Executive Committee and will ensure that minutes are recorded, will see that all notices required to be given by OLLI are duly given and served, and will, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President.

**Section 5.9. Compensation.** OLLI Officers are not entitled to receive compensation for the performance of their duties but will be entitled to reimbursement for reasonable expenses incurred in connection with the performance of such duties.

## **ARTICLE VI MANAGEMENT PERSONNEL**

**Section 6.1 Management Personnel.** The Executive Committee may prepare job description(s) for Management Personnel, define the job duties of the position(s), and conduct an appropriate search to fill vacancies.

- A. **Reporting Relationships.** Such Management Personnel will report directly, and will be responsible, to the President. The President provides direction to the Management Personnel and establishes goals in conformity with the approved job description(s). Management Personnel will also work closely and cooperatively with the other officers of OLLI as their duties may require. The Executive Committee will determine that the President has completed an annual review of the Management Personnel's work and will recommend to the Board a compensation program for Management Personnel for the forthcoming year.
- B. **Responsibilities.** Management Personnel are responsible for the day-to-day operations of OLLI including, but not limited to the following:
  - i. Management Personnel will hire the appropriate staff, will be responsible for annual reviews of the staff, and will make recommendations to the Executive Committee as to the compensation appropriate for the staff.
  - ii. Management Personnel will implement OLLI's annual budget and, with the Treasurer, report quarterly to the Executive Committee and the Board on the financial results for the period.
  - iii. Management Personnel will be responsible for the books, records and papers of OLLI relating to its organization and management as a corporation and will see that any reports or statements

relating thereto, required by law or otherwise, are properly kept and filed.

- C. **Committee Memberships.** Management Personnel serve(s) as an ex officio, non-voting member of the Board of Directors, the Executive Committee, the Finance Committee, and the Fundraising Committee. Management Personnel also serve(s) as an Ex-officio voting member(s) of all Operating Committees.

## **ARTICLE VII CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.**

**Section 7.1. Execution of Contracts and Other Documents.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any deed or other instrument in the name of and on behalf of OLLI.

**Section 7.2. Checks, Drafts, Etc.** All checks, drafts, and other orders for payment of money out of the funds of OLLI shall be signed on behalf of OLLI in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 7.3. Deposits.** Funds of OLLI not otherwise employed will be deposited from time to time to the order of OLLI in such banks, trust companies or other depositories as the Board of Directors may from time to time select.

## **ARTICLE VIII MISCELLANEOUS**

**Section 8.1. Fiscal Year.** The books of account shall be kept and annual financial statements prepared on the basis of a fiscal (July 1– June 30) year.

**Section 8.2. Financial Reports.** Copies of OLLI’s annual financial statements, with an unqualified report from OLLI’s independent auditor, shall be delivered to each member of OLLI’s Board. When available, interim financial reports shall be made to these persons at their request.

**Section 8.3. Indemnification.** OLLI shall indemnify Directors, officers, employees and agents of OLLI to the full extent allowed by Sections 13.1-875, *et seq.* of the Code of Virginia of 1950, as existing at the date of adoption of these Bylaws, or as amended in the future, or by the corresponding provisions of any future Virginia law.

**Section 8.4. Records Retention.** OLLI shall maintain such records as may be required by Va. Code 13.1 – 932, as the same may be from time to time amended.

## **ARTICLE IX AMENDMENTS**

**Section 9.1. By the Directors.** The Board of Directors by a two-thirds vote of the full Board, voting in person, by proxy, by telephone, or by any electronic means, will have the power to alter, amend, or repeal the Articles of Incorporation or Bylaws of OLLI. Notice of and proposed changes shall be made available to all Board members no less than 15 days prior to the meeting at which the proposal is to be considered.