

**LIFETIME LEARNING INSTITUTE
OF NORTHERN VIRGINIA**

BYLAWS

Article I - Name

The name of this organization shall be the Lifetime Learning Institute of Northern Virginia, hereinafter referred to as LLI.

Article II - Mission

The mission of the Lifetime Learning Institute of Northern Virginia is to operate as a charitable non-profit organization to provide affordable and convenient opportunities for older adults to enjoy continuing education through the sharing of knowledge, talents and experience with their peers.

To accomplish this mission, LLI is guided by the following principles:

- LLI is a non-profit institution open to all adults age 50 and over, regardless of race, religious creed, cultural background, economic status, sex or sexual orientation;

- LLI is governed by its members and functions as an educational organization in which members volunteer in administration and as planners, instructors, organizational officers and committee members;

- LLI serves as an important resource and forum for discussion of current issues and concerns of its members and the community;
- LLI provides non-credit, non-degree granting courses of study and practice, as well as special education, cultural and social events;
- LLI places emphasis on physical and mental wellness as major elements of vital aging;
- LLI encourages intergenerational understanding and activities in enriching life on the campuses of Northern Virginia Community College and in the communities of northern Virginia;
- LLI encourages membership and participation of persons of different racial and cultural backgrounds and economic status.

Article III - Membership

1. Members: Persons who subscribe to the mission and guiding principles of LLI and pay dues in accordance with procedures established by the Board of Directors.

2. Responsibilities: Members are encouraged to participate actively in the various aspects of LLI in a voluntary capacity.

3. Dues: The Board of Directors shall establish and review periodically an appropriate dues structure.

4. Membership Year: The membership year will be for twelve months commencing during the month a member pays his/her dues and expiring on the last day of the month of the following year.

Article IV - Annual Meeting

An annual membership meeting will be held in May or June on a date selected by the Board of Directors to elect officers and members of the Board of Directors and conduct other LLI business. Time, place and agenda will be announced to all members at least thirty (30) days in advance. Ten (10) percent of the membership, or a minimum of ten (10), whichever is greater, shall constitute a quorum for the annual membership meeting.

Article V - Board of Directors

1. Members: The Board of Directors shall consist of fifteen (15) members of LLI. If the immediate past president does not continue as a Director, s/he may serve as an ex officio Director, with voting privileges. The officers elected pursuant to Article VI shall be members of the Board.

2. General Powers: The Board of Directors shall set the policies of LLI, approve budgets and oversee operations. The Board shall have authority to employ appropriate staff.

3. Election: The officers and members of the Board of Directors shall be elected by the general membership at the annual meeting. A written list of nominees who are members in good standing and their qualifications submitted by the Nominating Committee shall be included with the notice of the annual meeting sent to the general membership at least thirty (30) days prior to the annual meeting.

4. Term of Office:

a. Except for those Directors chosen at the first election, the term of office shall be three years. Terms of office will be staggered to ensure operational continuity.

b. Any Director who misses three (3) consecutive regular Board meetings without appropriate prior notice shall be considered to have resigned from the Board.

c. Should a vacancy occur in the office of President, the Vice President shall complete the term or, lacking a Vice President, an interim President shall be appointed by the Board of Directors. Vacancies in other offices may be filled by the Board of Directors for the completion of the term. Any non-officer vacancy on the Board of Directors shall be filled on an interim basis by a member appointed by the President and approved by the Board of Directors until the next annual meeting. At that time the remainder of the term shall be filled by election of the membership.

5. Meetings: The Board of Directors shall meet at least quarterly. Directors will be notified of the time and location of all meetings, and provided with an agenda. Board meetings shall be open to the membership, with the exception of executive sessions. Emergency meetings of the Board may be called by the President or at least five (5) members, with appropriate notice. Fifty (50) percent of the sitting Board shall constitute a quorum.

Article VI - Officers

The Officers of LLI shall consist of a President, a Vice President, a Treasurer and a Secretary, who shall be members of the Board of Directors.

1. Election, Term of Office: Officers will be elected at the annual meeting by a majority of members present. Term of office for officers shall be one (1) year.

2. Duties of Officers:

a. President shall be responsible for the management of LLI in accordance with the Bylaws. The President shall preside over all business meetings and serve as Chairperson of the Board of Directors.

b. Vice President shall fulfill the duties of the President as necessary. S/he shall perform other appropriate duties as assigned by the Board of Directors.

c. Treasurer shall be responsible for the receipts of all LLI monies and payment of all financial obligations. The Treasurer is, ex officio, a member of the Budget and Finance Committee. He/she shall also be responsible for the maintenance of accurate financial records and for presenting written financial reports at each regular Board meeting and the annual meeting. There shall be an Assistant Treasurer appointed by the President from among the membership of LLI to assist the Treasurer and act in the absence of that officer; the Assistant Treasurer is not an officer of LLI.

d. Secretary shall be responsible for assuring that accurate records are prepared for all meetings, including policy and administrative decisions, and shall function as archivist of LLI.

Article VII - Committees

Executive Committee: The officers of LLI and the Immediate Past President shall constitute the Executive Committee and shall exercise authority of the Board of Directors between regular Board meetings. All actions of the Executive Committee shall be promptly reported to the Board of Directors for ratification.

Budget and Finance Committee: A Budget and Finance Committee shall be composed of a chairperson, who is appointed by the President from among the members of the Board of Directors, the Treasurer, and at least 2 members appointed by the chairperson. The Budget and Finance Committee shall prepare the annual LLI budget for approval by the Board of Directors. It shall also periodically review financial performance against the budget and report its findings and recommendations to the Board of Directors and attend to other fiscal matters.

Nominating Committee: A Nominating Committee shall consist of three (3) Board members and two (2) non-Board members. The Nominating Committee Chairperson shall be appointed by

the President. The Nominating Committee Chairperson shall recommend the other four (4) Nominating Committee members to be Board of Directors for approval. Pursuant to Article V, the Committee shall submit to the general membership candidates for President, Vice President, Secretary, Treasurer and Board members at large. Candidates recommended for election shall be advertised to the general membership no later than thirty (30) days prior to the election.

Other Committees: Standing, advisory, ad hoc or special committee chairpersons may be named by the President, and members of such committees will be named by the chairpersons. Chairpersons of standing committees shall continue in their positions until replaced by the President or until the Chairperson resigns.

General: The officers of LLI will be ex officio members of all committees, with the exception of the Nominating Committee. All committees will welcome the attendance of any LLI member at their meetings.

Article VIII - Administration

1. Annual Audit: An annual audit shall be conducted and presented to the Board of Directors as soon as practicable after the close of the fiscal year. Following the Board's review of the auditors' report, a statement of financial condition shall be presented to the general membership. An Audit Committee comprised of at least two (2) people shall be appointed annually by the President and approved by the Board.

2. Preparation and Review of Annual Budget: The Budget and Finance Committee shall develop a budget for the next fiscal year and shall present it to the Board of Directors for its review and approval. After approval by the Board, this committee shall present the budget to the LLI membership at the annual meeting. This committee will maintain an ongoing review of the budget during the fiscal year and will provide assistance and counsel, as needed, to the Treasurer and the Board on financial matters.

3. Vacancies: Should a vacancy occur in the office of President, the Vice President shall complete the term, or, lacking a Vice President, an interim President shall be appointed by the Board of Directors. Vacancies in other offices may be filled by the Board of Directors for the completion of the term. Any non-officer vacancy on the Board of Directors shall be filled on an interim basis by a member appointed by the President and approved by the Board of Directors

until the next annual meeting. At that time the remainder of the term shall be filled by election of the membership.

4. Amendments to the Bylaws: Bylaws may be amended by a majority vote of the general membership present at the annual meeting or a special membership meeting called for that purpose by the Board of Directors. Any proposed amendments or other changes shall be submitted to all members at least thirty (30) days prior to the meeting. Ten (10) percent of the membership or ten (10) members, whichever is greater, shall constitute a quorum for the purpose described.

5. Hold Harmless: Directors and officers of LLI are indemnified and held harmless for their actions to the full extent allowed by law.

6. Fiscal Year: The fiscal year of LLI shall begin on the first day of July and end on the last day of June of each calendar year.

7. Removal of Officers, Directors and Agents: Any officer, director or agent of LLI may be removed by a two-thirds (2/3) vote of the Board of Directors.

8. Registered Agent: The President shall act as the Registered Agent for purposes of filing reports with the Virginia State Corporation Commission.

9. Rules of Order: The current edition of Robert's Rules of Order Newly Revised shall govern in all cases where not inconsistent with the Bylaws or any special rules that the Board of Directors may adopt.

10. Distribution of Assets: On dissolution, the assets of LLI will be distributed to any charitable organizations recognized by the Federal Internal Revenue Service and selected by the Board of Directors. Should LLI dissolve without a Board selection, the Fairfax County Circuit Court shall designate the recipient of LLI assets.

Approved by the membership at the annual meeting, June 6, 2006

Adopted by the membership on May 20, 1996

Amended by the membership on June 12, 1998, June 5, 2000, April 2, 2001, September 19, 2001, February 3, 2003, June 6, 2005, and June 6, 2006