

The Second Half: Lifelong Learning Institute, Inc.

BY-LAWS

I. Name

The name of this non-profit corporation shall be *The Second Half: Lifelong Learning Institute, Inc.*, hereafter referred to as *The Second Half*, or *TSH*.

II. Purposes

The purpose of this corporation is to promote the aims of lifelong learning among the adult population of Southeastern New England, by providing those persons with opportunities to

- A. Explore new areas of interest with intellectual vigor in an educationally supportive environment.
- B. Learn with peers in a non-credit academic program, participating in study groups and workshops, whose leaders are primarily *TSH* members who volunteer to share their expertise.
- C. Share life experiences in the learning process.
- D. Enhance learning and extension of social networks through participation in special events and field trips.
- E. Participate actively in defining the curriculum and in shaping the program's policies and procedures.
- F. Enhance overall well being by staying engaged in stimulating activities that contribute to successful aging and cognitive health.

III. Membership

- A. Eligibility. Any adult is eligible for membership in *TSH*.
- B. Terms of Membership. Membership is annual from September 1 through August 31.
- C. Benefits of Membership.
 - 1. Eligibility for enrollment in study groups, workshops, special events and trips.
 - 2. Receipt of *TSH* communications and notices of special events and trips.
 - 3. The right to vote on *TSH* business at the Annual Membership Meeting and special meetings of the membership (see **Article VI, E and F**).
 - 4. Membership/Student ID cards for discounts at participating businesses.
- D. Criteria and procedures for membership selection shall not discriminate on the basis of race, ethnicity, gender, religion, sexual orientation, economic status, age, or physical ability.
- E. Privacy of members shall be protected.

IV. Executive Authority

- A. The executive authority of *TSH* shall be vested in a Board of Directors. All operations of *TSH* shall be carried out in accordance with these by-laws and the policies and procedures established by the Board of Directors.
- B. The Board of Directors shall consist of thirteen (13) voting members: five (5) officers as stipulated in **Article V. A**; four (4) chairpersons of standing committees; three (3) members-at-large; and the past president. Each committee shall have one vote. Members of standing committees are welcome to attend Board meetings and shall be given the opportunity to caucus with their committee Chairpersons prior to the taking of any vote. The Executive Director of *TSH* shall be a non-voting, *ex-officio* member of the Board.
- C. Executive Committee
 - 1. Membership shall consist of five (5) voting members: President, Vice President, Secretary, Treasurer, and Assistant Treasurer. The Executive Director is a non-voting, *ex-officio* member.
 - 2. Functions
 - a. Negotiates and formalizes memoranda of agreement with external entities, as needed, subject to approval of the full Board.
 - b. Serves as By-Laws Committee.
 - c. Serves as Personnel Committee.
 - d. Reviews expenditures that exceed Committee budgets and makes recommendations to the Board.
 - e. The Executive Committee may hold meetings in the interim between regular meetings of the Board of Directors for purposes that ensure the fulfillment of established goals. The Executive Committee shall be subject to direction by the Board of Directors and has all the powers of the Board, except that it shall not reverse any action of the Board or approve any expenditure not previously authorized by the Board. The Secretary shall notify the full Board as soon as possible of any action taken by the Executive Committee, except where advance authority for such action had previously been granted.
- D. General Responsibilities of Board Members.
 - 1. To interact with the membership, soliciting their ideas to bring those ideas to the Board, and to present Board deliberations to the membership.

2. To model to the membership the respect, human interest, enthusiasm, and passion for learning consistent with the welcoming environment essential to fulfill the purposes of *TSH*.
3. To attend all scheduled meetings and participate in the deliberations of the Board.
4. To ensure continuity of individual participation in the instance of a planned absence from the Board meetings, each Board member shall
 - a. provide the Executive Director timely notification of intended absence whenever circumstances allow; and
 - b. take the initiative to obtain from the Executive Director any materials distributed at the missed meeting.

E. Powers and duties of the Board of Directors.

The Board of Directors shall

1. Formulate policy and approve procedures which govern *TSH*. All operations of *TSH* shall be carried out in accordance with these by-laws and with the policies and procedures established by the Board.
2. Hire, supervise, evaluate, and dismiss the Executive Director.
3. Set salaries for the Executive Director and other employees of *TSH*.
4. Delegate functions to committees and individuals, as described in **Article V** and **Article IX**.
5. Approve the annual budget.

F. Reporting to the Membership.

Deliberations of the Board shall be communicated in writing to the membership on a regular basis.

G. Relationship of the Board and the Executive Director.

Functions and responsibilities of the Board and its committees shall be supported by the Executive Director, acting in accordance with the functions detailed in the job description of the Executive Director of *TSH*.

H. Provisions for Replacement of a Board Member.

Any vacancy on the Board of Directors during an incumbent's term shall be filled by majority action of the Board. The Nominating Committee shall subsequently include this position on the slate for the next election.

I. Signatory Authority.

Signatory authority for expenditures shall be vested in the offices of President, Vice President, Treasurer, Assistant Treasurer, Secretary, and Executive Director.

V. Officers

- A. The officers of this organization shall be a President, Vice President, Treasurer, Assistant Treasurer, and Secretary.
- B. Qualifications for holding each office.
 - 1. President and Vice President.
 - a. Shall have been an active member during the year prior to election.
 - b. Shall present evidence of administrative experience to the Nominating Committee.
 - 2. Treasurer and Assistant Treasurer.
 - a. Shall have been an active member during the year prior to election.
 - b. Shall present evidence of fiscal experience and computer skills to the Nominating Committee.
 - 3. Secretary.
 - a. Shall have been an active member during the year prior to election.
 - b. Shall present evidence of writing and computer skills to the Nominating Committee.
- C. Duties of Officers.
 - 1. President.
 - a. With appropriate consultation with the Board of Directors
 - i. Provides conceptual leadership in the process of making explicit and carrying out the mission, goals, policies and procedures of *TSH*.
 - ii. Proposes agenda for Executive Committee and Board.
 - b. Presides at meetings of Executive Committee and Board.
 - c. Serves as official representative of *TSH* to community groups.
 - d. Submits written final report at the Annual Meeting of the Board of Directors.
 - e. Reports to the membership on actions and deliberations of the Board.
 - f. Makes an annual report to members at the Annual Membership Meeting.
 - 2. Vice President.
 - a. Performs functions of the President in the event of the President's absence.
 - b. Oversees Board liaison assignments to standing committees.
 - c. Serves as chairperson of the Nominating Committee.
 - 3. Treasurer.
 - a. With appropriate consultation, prepares annual budget for Board approval.

- b. With Executive Director, monitors budget.
 - c. Makes fiscal report at each meeting of the Board.
 - d. Makes an annual fiscal report to the members at the Annual Membership Meeting.
- 4. Assistant Treasurer.
 - a. Performs functions of the Treasurer in the event of the Treasurer's absence.
 - b. Assists the Treasurer in the performance of his or her duties.
- 5. Secretary.
 - a. Prepares authorized minutes of Executive Committee and Board.
 - b. Prepares correspondence requested by Executive Committee and Board.
 - c. Creates and maintains a file of actionable items for reference to be held by the Executive Director.
- D. President, Secretary, Treasurer, and standing committee chairs will complete a written report to be presented at the Annual Meeting of the Board of Directors. The purpose of the report is to provide a record of important activities and decisions from the perspectives of the officers.

VI. Meetings

A. Meetings of the Board of Directors

1. Regular meetings of the Board of Directors of TSH shall be held at least six times a year at times and locations to be specified by the President.
2. Special meetings may be called at any time by the President upon the President's initiative, upon the petition of five (5) members of the Board, or upon the petition of two (2) members of the Executive Committee.

B. Notice of Meetings of the Board of Directors.

1. Notice of regular meetings of the Board shall include the date, place, and time of the meeting. The Directors shall be notified of regular meetings no less than ten (10) days prior to meetings. Alternatively, the Board may provide by resolution for regular meetings to be held without notice except as provided within the resolution itself. Notice may be by postal mail or electronic mail to Directors who have informed the President and Executive Director that they wish to receive electronic notice.

2. Notice of special meetings of the Board shall include the date, place, and time of the meeting, and the purpose for which the meeting is called. Notice may be by postal mail or electronic mail to Directors who have informed the President and Executive Director that they wish to receive electronic notice.

C. Quorum.

A majority of the Directors must be present in order to conduct business. No vote may be taken in the absence of a quorum. However, a majority of those present may adjourn the meeting without further notice.

D. Methods of Conducting a Meeting.

Directors may participate in a meeting or conduct a meeting through the use of any means of communication by which all participating Directors may simultaneously hear each other's communications during the meeting.

E. Annual Membership Meeting.

1. An annual meeting of the membership of *TSH* shall be held at such time as designated by the President.
2. An Annual Report on the status of *TSH* will be presented to the membership at the annual meeting by the President or the President's designee.
3. The Nominating Committee will present a slate of candidates for vacancies on the Board of Directors and the Nominating Committee to be voted on by the membership. Additional nominations shall be accepted from the floor. A quorum of 25 per cent of the total membership is required to conduct business of *TSH*.
4. In the absence of a quorum at the annual membership meeting, the nominating slate shall be elected by a simple majority of those members present. No other business shall be conducted. However, a majority of those present may adjourn the meeting without further notice.

F. Special Meetings.

1. A special meeting of the members may be called by the Board of Directors or by petition of twenty (20) or more members delivered to the Executive Director.
2. The special meeting shall be held within a month of the decision of the Board to call the meeting, or within a month of delivery of the petition of the members to the Executive Director.
3. Notice. Members shall be notified of any special meeting no less than five (5) days prior to the time set for the meeting. Lack of notice is waived by written waiver or attendance at the meeting without protest. Notice of a special meeting shall include the date, time, and place of the meeting and the purpose or purposes of the meeting. Notice may be by postal mail or electronic mail to members who can receive electronic mail.

Article VII. Voting Procedures

A. Action at a Meeting.

1. All directors shall be entitled to attend any meeting and shall be entitled to vote on all matters pertinent to *TSH* and subject to a vote of the directors. Other persons may be invited to attend such meetings, but such persons shall have no vote.

2. Except in the case of elections where voting may be by ballot, voting at a meeting may be by ballot, voice, or show of hands as the chair of the meeting may rule, unless otherwise determined by the directors entitled to vote.
3. Unless otherwise required by law, the Articles of Incorporation, or these by-laws, any question presented to a meeting of the directors at which a quorum is present shall be determined by a majority of the directors present and voting.
4. When an issue is scheduled for voting, a member may provide his or her proxy on the issue to the Secretary of the Board prior to the meeting. In the absence of the Secretary, a member may provide his or her proxy to another Officer.

B. Action by Written Consent.

Any action by the directors may be taken without a meeting if a written consent thereto is signed by all the directors and filed with the records of the directors' meetings. Such consent shall be treated as a vote of the directors for all purposes.

C. Action by Electronic Vote.

Except for votes to elect officers and directors, to amend the by-laws, to amend the Articles of Organization, or to dissolve *TSH*, the directors or the members of any committee may vote on a motion by electronic means, provided the full text of the motion is provided to all the directors or committee members, and the voting process is open for forty-eight (48) hours after publication of the motion; and further provided that no amendments to the motion shall be permitted. In the event a director or a committee member requests a full discussion at a meeting or requests that the motion be amended, and so states prior to the close of the electronic voting, any electronic vote on the motion shall be void. A quorum for an electronic vote shall be a majority of the directors or committee members, and such vote need not be unanimous. Provided the vote is lawfully taken pursuant to this **Article VII.C**, such vote shall be treated as a vote of the directors or the committee members for all purposes and filed with the records of directors' or committee's meetings.

Article VIII. Elections

A. Term of office. All Board positions are for two-year (2) terms, to run from July 1 through June 30. Each person elected to his/her first term may be renewed two (2) times, for a total of three (3) terms, or six (6) years of service. Elections shall be held at the annual membership meeting. To encourage continuity fifty percent of Board positions may be elected in alternate years. The Past President shall serve as a voting member of the Board during the term(s) of his/her successor.

B. Nominating Committee. A Nominating Committee shall be elected annually by the membership at its annual meeting. The Committee will consist of five (5) members, including the Vice President who will serve as chairperson. The President and Executive Director will serve on the Nominating Committee as *ex-officio*, non-voting members.

C. Schedule of Elections. Elections shall be held at the annual membership meeting.

D. Notice of Election or Appointment. Promptly after the election, each newly elected member shall be notified by the Executive Director. Vacancies on the Board occurring between elections shall be filled by majority vote of the Board, subject to confirmation at the annual membership meeting.

Article IX. Committees

A. Standing Committees.

1. Curriculum Committee.

a. Membership shall consist of the chairperson with a minimum of five (5) and a maximum of ten (10) members. Candidates for chairperson shall be identified by the Nominating Committee and elected by the membership. The chairperson shall then select the committee members, being careful to provide for continuity.

b. Functions.

i. Provide a balanced program each semester, selecting study groups and workshops that reflect the choices and contributions of the total membership.

ii. Establish standards, procedures, and specific processes for soliciting and evaluating study group and workshop proposals, select group leaders, conduct study group evaluations, and consider time and space issues.

iii. Organize two open house events, one prior to the fall semester and one prior to the spring semester, to present the program to the members and the community.

iv. Communicate regularly with the Special Events Committee regarding events which might widen the appeal of the program in general and complement particular study group offerings in any given semester.

v. Coordinate with the President and Executive Director.

2. Membership Committee.

a. The Membership Committee shall consist of the chairperson with a minimum of three (3) members. Candidates for chairperson shall be identified by the Nominating Committee and elected by the membership. The Chairperson shall then select the committee members, being careful to provide for continuity

b. Functions.

i. Work to increase membership.

ii. Follow up with those who do not re-enroll.

iii. Coordinate new-member welcoming event each semester.

iv. Work closely with the Communications Committee.

v. Keep the Membership e-Book current and up to date.

3. Communications Committee.

- a. Membership shall consist of the chairperson with a minimum of three (3) members. Candidates for chairperson shall be identified by the Nominating Committee and elected by the membership. The Chairperson shall then select committee members, being careful to provide for continuity.
 - b. Functions.
 - i. Inform members about *TSH* activities and special opportunities.
 - ii. Spread the word about *TSH* throughout South Coast Massachusetts and Rhode Island.
 - iii. Create, coordinate, and maintain an attractive and current website.
 - iv. Encourage active use of social media among *TSH* staff and members.
 - v. Use traditional public media and *TSH* print publications as appropriate.
 - vi. Support the all-important person-to-person efforts of the Membership Committee to enhance community building.
4. Special Events Committee.
- a. Membership shall consist of the chairperson with a minimum of three (3) members. Candidates for chairperson shall be identified by the Nominating Committee, and elected by the membership. The Chairperson shall then select the committee members, being careful to provide for continuity.
 - b. Functions.
 - i. Provide additional activities to supplement the study and interest groups.
 - ii. Plan and implement events, *e.g.*, holiday parties, lectures and field trips, potluck lunches, and the spring Annual Membership Meeting luncheon/dinner. Field trips will be organized by a field trip coordinator.
 - iii. Communicate regularly with the Curriculum Committee regarding events which might widen the appeal of the program in general and might complement particular study or interest group offerings in any given semester.
- A. All standing committees will include the Executive Director in their mailings and other communications.
 - B. Appointment of Committees. Any request for an additional committee shall be directed to the Executive Committee, which shall evaluate the request and make its recommendations to the Board.

Article X. Executive Director

- A. The Executive Director is hired by the Board of Directors and reports directly to the President and the Executive Committee.
- B. The Executive Director serves as the administrator of *TSH* and is responsible for the implementation of the by-laws and program and for the day-to-day operations of the *TSH*.

The Executive Director supports the activities of the Board of Directors and the Standing Committees as requested.

- C. The Executive Director fulfills other duties as set out in the job description for the Executive Director.

Article XI. Fees

- A. The membership and tuition fees shall be set on an annual basis by the Board of Directors upon recommendation of the Treasurer. The rate shall be reviewed by the Board at its annual meeting in June.
- B. Annual membership, which is valid from September 1 through August 31, is required for registration in study groups and workshops.
- C. Tuition for courses will be paid each semester.

Article XII. Amendments

- A. These by-laws may be amended or revised by a majority vote of a quorum of the active membership upon recommendation of the Board of Directors after a two-thirds vote of the Board.
- B. Amendments shall be proposed at a meeting of the full Board and then shall be tabled for vote at a later meeting.
- C. Provisions for Advance Notice of Amendment. Board members shall be given two (2) weeks written notice of
 - 1. the meeting at which amendments are to be proposed, and
 - 2. the time, place, and location of the meeting at which the vote on amendments will be taken.

Article XIII. Provisions for Removal of a Board Member or Officer

- A. A pattern of failure to fulfill the general responsibilities of Board membership or the duties of office may serve as justification to remove a person from the Board of Directors or the office which they hold;
- B. A unanimous vote of all other members of the Board is required to remove a Board member or officer.
- C. Process for decision to remove:
 - 1. At least two (2) Board members shall submit to the Secretary or the Vice President a written statement requesting the removal of the Board member or officer and documenting a pattern of behavior which clearly describes failure to fulfill the general responsibilities of Board membership or failure to perform functions of the specific Board position or office held.
 - 2. The Executive Committee shall review the request and determine whether or not to bring the request to the full Board of Directors.

- a. If the decision is to take further action, the person shall be notified and excluded from Board deliberations pending the Board's decision.
- b. If no further action is taken by the Executive Committee, it will meet with the petitioners to explain the decision.
- c. If further action is deemed appropriate by the Executive Committee, it shall meet with the member in question to attempt to resolve the issue.
- d. If the issue remains unresolved, the Executive Committee will call a special meeting of the full Board less the member whose continuation in service is an issue, present the petition for discussion, and call for a vote.
- e. The petitioners and the member in question shall receive written notification of the outcome of the process.

Article XIV. Dissolution

- A. *TSH* may be dissolved only by a two-thirds vote of the full Board of Directors, including two thirds of the officers recommending dissolution; and by a two-thirds vote of the membership at the Annual Meeting, or at a special meeting called for that purpose.
- B. Upon the dissolution of *TSH*, after the officers have paid the liabilities of *TSH* or made provision for payment, the assets of the *TSH* shall be distributed for one or more exempt purposes within the meaning of section 501(C) (3) of the Internal Revenue Service Code of 1986, as amended (the "Code"), or shall be distributed to the federal government or a state or local government, exclusively for a public purpose, as authorized by the Attorney General of the Commonwealth.
- C. The officers of *TSH* shall be responsible for carrying out these directives.

Article XV. Charitable Purpose

TSH is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 (c) (3) of the Code. No part of the net earnings of *TSH* shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that *TSH* shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in **Article II** hereof. No substantial part of the activities of *TSH* shall be the carrying on of propaganda or otherwise attempting to influence legislation, and *TSH* shall not participate in, or intervene in any political campaign for public office. Notwithstanding any other provisions of these Articles, *TSH* shall not carry on any other activities not permitted to be carried out by (A)

a corporation exempt from taxation within the meaning of Section 501 (c) (3) of the Code, or (B) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code.

Article XVI. Indemnification

A. *TSH* shall indemnify, pay expenses to, and purchase and maintain insurance for its Directors, Officers, and other persons to the full extent permitted by the laws of the Commonwealth of Massachusetts, but only to the extent that the status of *TSH* as a corporation exempt under Section 501 (c) (3) of the Code shall not be affected thereby.

B. A director of *TSH* shall not be personally liable to *TSH* or to its members for monetary damages for breach of fiduciary duty as a director, except for liability for

1. any breach of the director's duty of loyalty to *TSH* or its members;
2. acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
3. any transaction from which the director derived an improper personal benefit.

Article XVII. Fiscal Year.

The fiscal year of *TSH* shall end on the last day of the month of June.

Article XVIII. Construction of By-Laws.

A. If any by-law provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

B. The headings used in these by-laws are used for convenience and shall not be considered in construing the terms of these by-laws.

RECORD OF ADOPTION AND AMENDMENTS

THESE AMENDED AND RESTATED BY-LAWS WERE ADOPTED AT A MEETING OF THE BOARD OF DIRECTORS HELD ON _____.

THESE AMENDED AND RESTATED BY-LAWS WERE RATIFIED AND ADOPTED AT A MEETING OF THE MEMBERS HELD ON _____.

President _____

A TRUE COPY ATTEST:

Secretary _____

Date _____