

**BY-LAWS**  
**of**  
**LIFETIME LEARNING INSTITUTE OF AUSTIN, TEXAS**

**ARTICLE I – NAME**

The name of the organization shall be LIFETIME LEARNING INSTITUTE OF AUSTIN, TEXAS. Hereafter in this document the organization shall be designated and referred to as LLI.

**ARTICLE II – MISSION**

The mission of LLI is to provide learning experiences for adults 50 and older in the Austin area through low-cost, easy-access, non-credit courses.

**ARTICLE III – ORGANIZATION**

LLI is an organization of volunteers. The organization of LLI shall consist of duly nominated and elected officers, an Executive Committee, and an Advisory Council that includes teachers, teacher aides, and support personnel as the program and activities of LLI may dictate. Meetings shall be conducted following guidance set forth in the New Robert’s Rules of Order.

A. Officers

Officers of LLI shall be: Director, Associate Director, Secretary, and Treasurer.

B. Executive Committee

The Executive Committee shall consist of the Director, the Associate Director, the Secretary, the Treasurer, Coordinators as named in the LLI Policy Guidelines, and the Immediate Past Director.

C. Advisory Council

The Advisory Council shall consist of the Executive Committee, teachers, program participants, and additional members as determined to be necessary and advisable by a majority of the members of the Advisory Council. Officers, Coordinators and the Immediate Past Director who complete their terms are eligible to become members of the Advisory Council unless they decline to continue their membership.

**ARTICLE IV – DUTIES AND RESPONSIBILITIES**

A. Director

The Director shall have the overall responsibility of the administration of LLI. The Director shall act as Chairman of the Executive Committee and of the Advisory Council. The Director shall appoint and supervise the Coordinators with the approval of the Advisory Council. The Director shall supervise and serve, with the assistance of the Publicity Coordinator, as direct liaison with other cooperating institutions or agencies, initiate recommendations for consideration of the Advisory Council, and carry out such duties as may be determined by the Council. The Director shall, prior to the beginning of each calendar year, and with input from the Executive Committee, develop a Calendar/Schedule of events for the next fiscal and operations year. The calendar shall be presented before the final fall meeting for approval. The director may appoint a parliamentarian.

If the Director determines, in his or her reasonable judgment, that there are special circumstances or excessive workloads affecting the duties of LLI officers and/or coordinators, the Director may, with the approval of the Advisory Council, contract on behalf of LLI for any reasonably needed

services or clerical assistance to the officers and/or coordinators to assist them in properly and timely fulfillment of their duties as set out in this Article IV.

B. Associate Director

The Associate Director will assist the Director in the administration of LLI and serve as Director in the absence of that person from official meetings or if a vacancy occurs in the office of the Director.

C. Secretary

The Secretary shall take the minutes of the Executive Committee and Advisory Council meetings and keep the records (other than financial) of LLI. Following each meeting, a copy of meeting minutes once considered, corrected, and approved, shall be filed in LLI's office as a record of the meeting. Reports given at Executive Committee and/or Advisory Council meetings shall be incorporated in the minutes.

D. Treasurer

The Treasurer shall be the custodian and disbursing officer of all LLI funds and is responsible to the Executive Committee and the Advisory Council for periodic accounting. The Treasurer will prepare for the Director a proposed annual budget to be presented at the organization's year-end meetings for approval and adoption. The Treasurer shall maintain the financial records of LLI and ensure the timely filing of all required IRS documents. The Treasurer shall be bonded.

The Treasurer shall appoint a Deputy Treasurer to assist in the performance of all duties assigned to the office and to assume the duties of the Treasurer should that person be absent or unable to carry on the official duties assigned thereto. This appointment shall be subject to the approval of the Director and the Advisory Council.

If necessary, the Executive Committee may contract for outside financial services.

E. Immediate Past Director

The Immediate Past Director will assist the Director on an "as needed" basis. The Immediate Past Director and a committee of two other Council members selected by the Past Director will serve on the Council Service Committee. In the Spring, this committee will contact members of the Advisory Council whose terms expire at the end of the year to ascertain their wishes to continue on the Council. In the event that there are members who do not want to continue on the Advisory Council, the Immediate Past Director and the committee will seek additions to the Council. Members of the Advisory Council may make recommendations to the Past Director and the committee. Prospective members' names and résumés will be presented to the Council in the fall and if approved, new members will be installed by the end of the year.

F. Coordinators as appointed by the Director and approved by the Advisory Council shall fulfill the duties of their offices as outlined in the LLI Policy Guidelines.

G. Executive Committee

The Executive Committee shall initiate actions and plans to fulfill the stated mission of LLI. The Executive Committee may meet prior to each Advisory Council meeting to conduct business as necessary. The Director may call special meetings of the Executive Committee as needed or as requested by three members of the Executive Committee. Two thirds of the members of the Committee will constitute a quorum.

The Executive Committee shall implement the budget as approved by the Advisory Council to conduct the business of LLI.

H. Advisory Council

LLI shall be governed by the Advisory Council that shall have the power to determine the policies and approve the actions of the organization, to oversee the execution of its programs, and to elect its own body. (For selection of members to the Advisory Council, see Article V, Section B.) The Advisory Council shall have five regular meetings during the calendar year, subject to prior notification by the Director. Special meetings may be called by the Director or by five members of the Council provided a five-day notice is given. A simple majority of the Council's members will constitute a quorum.

Committees

The Director, after consultation with the Executive Committee, may create and discharge standing and ad hoc committees as deemed necessary.

## **ARTICLE V - METHOD OF SELECTING OFFICERS AND COUNCIL MEMBERS**

- A. Officers of LLI shall be nominated by a Nominations Committee appointed by the Director at the Advisory Council's meeting in the Spring of even years. The Nominations Committee shall prepare a slate of proposed officers to be presented to the Advisory Council at or before its final meeting of the calendar year. Nominations may be made from the floor, with prior approval of the nominee, at any meeting prior to the election, which will be held during the Advisory Council's final meetings of the year. Officers nominated for election shall include: Director, Associate Director, Secretary, and Treasurer.
- B. Advisory Council membership shall include the members of the Executive Committee plus additional members as nominated and elected. Approximately one-half of the additional members shall be elected for terms expiring in odd-numbered years, with the other half to be elected for terms expiring in even-numbered years.

## **ARTICLE VI - TERMS OF OFFICE**

Officers, Executive Committee members, and Advisory Council members shall serve terms of two years without limitation on consecutive terms. Three consecutive unexcused absences from announced Committee and/or Council meetings shall be construed as a resignation. Absences are excused if the member has notified the Director, prior to the meeting, of a circumstance preventing attendance. Elections shall take place at the Advisory Council no later than the final meeting of the calendar year and those elected shall take office at the close of the year. In case of a vacancy prior to expiration of a term or if it is determined by the Council that there is currently a need to increase the membership of the Council, a call for nominations will be made.

The Director will accept nominations from the floor that must include resumes prepared by the persons being nominated. Any person(s) elected after nomination will take office immediately for a term determined by the Council.

## **ARTICLE VII - FISCAL MATTERS**

**A. Fiscal Year**

The fiscal year of LLI shall begin January 1 and end December 31.

**B. Audit**

At the close of each fiscal year, the financial records of the organization shall be audited by an Audit Committee consisting of the Administrative Coordinator and two other members of the Advisory Council appointed by the Director. The Treasurer shall make available to the Committee all financial records and furnish such pertinent information as the Committee may require. The Director shall designate one of the members to serve as chairman. The report of the committee shall be submitted in writing for consideration by the Advisory Council at the second meeting of the year.

**C. Tax Status**

Lifetime Learning Institute of Austin, Texas, is a non-profit organization as defined under Section 501(c)(3) of the Internal Revenue Code. If this organization should cease to exist, its assets shall be passed to another educational organization with tax-exempt status under Section 501(c)(3).

**D. Fundraising**

No funds may be sought, applied for, raised, or obtained in any manner, by any LLI committee, class, or by any person or persons in the name of LLI, or with the use in any way of the LLI name or logo, except with the prior approval of, and in accordance with, terms and conditions prescribed by the LLI Advisory Council. This does not prevent accepting unsolicited donations by students, instructors, and friends of LLI.

## **ARTICLE VIII - EVALUATION**

A biennial evaluation of LLI operations for the purpose of improving the organization and its procedures may be conducted in even-numbered years by a committee consisting of five members of the Advisory Council. These members shall be appointed by the Director with the approval of the Advisory Council. The Director will designate a committee chair. The report of the committee shall be submitted to the Director in writing for consideration by the Advisory Council's by the end of the year. A biennial evaluation does not preclude other evaluations as deemed necessary by the Director.

## **ARTICLE IX – AMENDMENTS**

Articles of the By-Laws of LLI may be amended by submitting proposals of the changes in writing to all members of the Advisory Council not less than five (5) days prior to any meeting of the Council at which voting on the amendments take place. An amendment shall become effective upon majority approval of the Council for said amendment. The Secretary shall be responsible for the amendment(s) being incorporated into the official copy of the By-Laws maintained in office files on the office computer, and on the LLI Website with copies provided to the Advisory Council as appropriate.