

**By-Laws
Of
Albion Area Lifelong Learners**

Adopted September 9, 2010

Article I

Name and Purpose

Section 1. Name. The name of the corporation is Albion Area Lifelong Learners.

Section 2. Purpose. The purposes of the corporation are to provide opportunities for lifelong learning through discussion, intellectual and social interaction, and access to cultural events; and to provide a supportive academic environment that encourages members to explore ideas, expand their knowledge, exercise their creativity, and become involved with the community.

Article II

Membership

Section 1. Members. Any person age 55 or older, and his or her spouse, may become a member by paying dues.

Section 2. Term of Membership. The term of membership shall be one fiscal year, July 1 to Jun 30.

Section 3. Dues. Dues for a member shall be in an amount set by the Board of Directors by resolution from time to time, payable annually no later than September 30 of the fiscal year for which they are paid; except that a person may become a new member by payment of the annual dues at any time during the fiscal year.

Section 4. Removal. A member may be removed by a vote of two-thirds of the Board of Directors for conduct detrimental to the purposes and mission of the corporation. In such a case, the member's current year's dues shall be refunded.

ARTICLE III

Board of Directors

Section 1. Directors. The business, property, and affairs of the corporation shall be managed by a Board of Directors composed of eleven people.

Section 2. Qualifications. Directors must be members and shall be chosen on the basis of their interest in the mission of the corporation, their knowledge and experience in matters related to the corporation's operations, and their commitment to its purpose.

Section 3. Term and Succession. The Board shall consist of the previous Albion Academy of Lifelong Learning's council. Directors shall serve terms of three (3) *fiscal* years, beginning at the end of the meeting at which each is elected. The initial Board of Directors shall consist of four (4) people elected the first year, four (4) people elected the second year, and three (3) people elected the third year. No person shall serve more than two (2) *consecutive* terms as a member of the Board of Directors.

Section 4. Nomination and Election. A candidate for each directorship that is vacant or about to become vacant shall be proposed by a Nominating Committee appointed by the president as provided in Article VI, Section 2, and shall be submitted to the membership at the annual meeting. Further nominations may be made from the floor at the annual membership meeting. The candidate receiving the largest number of votes for the seat shall be declared elected.

Section 5. No Compensation. Directors of this corporation shall serve without compensation.

Section 6. Attendance. Regular attendance at meetings of the Board of Directors and its committees is essential to the effective conduct of the affairs of the corporation.

Section 7. Removal. The term of office of any director may be terminated, and the director's seat declared vacant, by a vote of the majority of the directors, for any one or more of the following reasons:

- a. Physical or mental incapacity.
- b. Moving from the area
- c. Gross misconduct.
- d. Breach of fiduciary duty.
- e. Resignation by written notice to the secretary.
- f. Missing three (3) successive Board or committee meetings or six (6) Board or committee meetings in a year without excuse sufficient to the Board.

Section 8. Vacancies. A vacancy occurring other than at the end of a term may be filled by appointment by the president of a person to serve until the next annual membership meeting, when the remainder of the vacant term shall be filled as provided by these by-laws.

Article IV

Officers

Section 1. Officers. The Board of Directors shall annually elect from their number a president, vice-president, and a secretary. They shall also select a treasurer, who may or may not be a member of the Board.

Section 2. Term and Succession. Officers shall take office at the end of the meeting at which they are elected and shall serve until the end of the next annual organizational meeting of the Board, or until the successor of each is elected and seated.

Section 3. Nomination and Election. One candidate for each office shall be proposed by a committee of three members of the Board of Directors appointed by, but not including the president, at the annual membership meeting. The officers shall be elected at the organizational meeting of the Board of Directors, which shall be the Board meeting next after the annual membership meeting. Further nominations may be received from the floor, and the candidate receiving the largest number of votes for each office shall be declared elected.

Section 4. President. The president shall be selected by and from the membership of the Board of Directors. He or she shall be the chief executive officer of the corporation and shall see that all orders and resolutions of the board are carried into effect. He or she shall be *ex officio* a member of all committees and shall have the general powers and duties of supervision and management usually vested in the chief executive officer of a corporation.

Section 5. Vice President. The vice president shall be selected by and from the membership of the Board of Directors, and shall exercise all the powers of the president in the absence or disability of the president.

Section 6. Secretary. The secretary shall be selected by and from the membership of the Board of Directors. He or she shall attend all meetings of the Board of Directors and shall preserve in the books of the corporation true and complete minutes of the proceeding. He or she shall also serve as historian. He or she shall give all notices required by statute, by-laws or resolution, and shall perform such other duties as may be delegated to him or her from time to time by the Board of Directors or the president.

Section 7. Treasurer. The treasurer may or may not be a current member of the Board of Directors. The treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements. He or she shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors. The treasurer shall maintain a current list of members. He or she shall render to the president and the directors, whenever required by them or any of them, an account of his or her transactions as treasurer, and of the financial conditions of the corporation. An audit of the books of the corporation shall be conducted annually, and attested to by a certified public accountant, should one be employed, or by an audit committee of three directors appointed by the executive committee.

Article V

Meetings

Section 1. Annual Membership Meeting. Annually during the month of April in Albion, Michigan, on such date, and at such time and place as the Board of Directors determines, a meeting of the membership of the corporation shall be held for the purposes of electing directors, reviewing affairs of the corporation, and conducting such other business as may come before the meeting. Notice shall be given as provided in this article.

Section 2. Special Membership Meetings. A special membership meeting may be called by resolution of the Board of Directors, or by request of any five members to the secretary of the corporation, or by action of the membership at an annual or special meeting. Notice shall be given as provided in this article.

Section 3. Regular Board Meetings. The Board of Directors shall determine dates of meetings based upon need and availability of members, generally quarterly. All members of the Board of Directors shall be notified of each meeting date.

Section 4. Special Board Meetings. A special meeting of the Board of directors may be called by the president, any two other officers, or any three directors. Notice shall be given as provided in this article.

Section 5. Notice Requirements. Notices of annual membership meetings and special meetings shall be published in the organizational newsletter.

- a. Notices of membership meeting shall be given personally or by mail to each member at his or her address of record at least ten (10) days and not more than 60 days before the meeting date. In addition, a notice of the annual meeting shall be given by a prominent announcement in any periodical published by the corporation and regularly distributed to its membership.
- b. Notice of a special directors' meeting shall be given at least 24 hours before the meeting by mail, in person, by e-mail, or by telephone.
- c. A record of the manner of giving notice of each annual membership meeting or special membership or Board of Directors' meeting shall be read at the meeting and placed in the permanent records of the corporation.

Section 6. Participation by telephone. A director or member of a committee of the board may participate in a meeting of the Board of Directors or of a committee by means of conference telephone call or other similar device which permits all participating to hear one another. Such participation shall be deemed participation in person.

Section 7. Quorum. The number of people necessary to conduct business shall be:

- a. At a meeting of the Board of Directors or a committee, a simple majority of the members then seated of the board or committee.

- b. At an annual or special membership meeting, any 11 members. Once a meeting has been duly called to order with a quorum present, the directors or members present may continue to do business until adjournment, notwithstanding the withdrawal of directors or members leaving less than a quorum.

Section 8. Voting. Each member or director is entitled to one vote on each matter submitted to a vote. Votes other than in elections shall be cast orally unless otherwise directed by the chair. Votes in elections shall be by written ballot, except that the chair may entertain an oral vote by acclamation in the event a nomination is uncontested.

Section 9. Order of Business. The order of business at all meetings of the Board of Directors or membership shall be as follows:

- a. Roll call.
- b. Report of secretary, including minutes of previous meeting.
- c. Report of treasurer.
- d. Reports of standing committees.
- e. Transaction of old business.
- f. Transactions of new business described in the notice or which may properly come before the meeting.
- g. Elections.
- h. Adjournment.

In the absence of objection the chair may vary the order of business at his or her discretion.

Section 10. Presumption of Assent.

- a. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or before a vote on a matter not noticed as required by law or these by-laws objects to notice and does not thereafter vote for assent to the action objected.
- b. A director of the corporation who is present at a meeting of the board of directors or a committee of the board of directors when action is taken is deemed to have assented to the action unless:
 - i. The director objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting business at the meeting;
 - ii. The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
 - iii. The director delivers written notice of dissent or abstention to the presiding officer of the meeting before adjournment or to the corporation immediately after adjournment of the meeting.
- c. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Article VI

Committees

Section 1. Standing Committee. There shall be six (6) standing committees of the Board of Directors. The members and chair of each committee shall be appointed by the president at the organizational meeting or whenever a vacancy occurs. The committees shall meet according to schedules adopted by them, or on call of their chairs, and shall perform such tasks as are set forth in the description provided in these by-laws, and which may be assigned them by the

board from time to time. The chair of each committee, or his or her designee, shall report to the Board of Directors at each meeting of the board.

- a. **Administration and Finance Committee.** The Administration and Finance Committee shall consist of three (3) directors or agents appointed by the president. At least annually the committee shall review the mission and by-laws of the corporation and its affiliates. The committee shall develop financial policies for membership and course fees, banking and other financial matters.
- b. **Curriculum and Facilities Committee.** The Curriculum and Facilities Committee is responsible for planning the curriculum, arranging meeting times and places, preparing the schedule of classes, and reporting the schedule in a timely fashion to the Membership and Publicity Committee.
- c. **Hospitality Committee.** The Hospitality Committee is responsible for coordinating refreshments for all general meetings and with each class coordinator as needed.
- d. **Membership and Registration Committee.** The Membership and Registration Committee is responsible for developing and maintaining a mailing list of members based on the treasurer's records and registering members for classes.
- e. **Publicity Committee.** The Publicity Committee is responsible for publicizing and promoting the activities of the corporation, and publishing the newsletter.
- f. **Technical Services Committee.** The Technical Services Committee is responsible for developing and maintaining a website, and other technical services as needed.

Article VII

Administration

Section 1. Fiscal Year. The fiscal year of the corporation shall be July 1 to June 30.

Section 2. Checks and Other Instruments. All checks, drafts, and orders for payment of money shall be signed in the name of the corporation by any of three (3) officers of the corporation whom the Board of Directors shall designate from time to time. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executive officers, the president or vice president and the secretary or treasurer may execute it in the name of and on behalf of this corporation, and may affix the corporate seal to it. The Board of Directors shall have the power to designate the officers who shall have authority to execute any instrument on behalf of the corporation.

Section 3. Bonding. The Board of Directors may require any officer or agent of the corporation to file with the corporation a satisfactory bond conditioned for the satisfactory performance of his or her duties.

Section 4. Depository Banks. Annually at its organizational meeting, the Board of Directors shall designate one or more financial institutions doing business in Albion, Michigan, to serve as depositories for the funds of the corporation.

Section 5. Minutes, Records. The secretary shall preserve in books belonging to the corporation a complete set of minutes of the proceedings of the membership and the directors, and such records, together with other documents evidencing the organization and actions of the corporation shall be kept as permanent records.

Article VIII

Conflicts of Interest

Section 1. Disclosure. A director shall disclose to the board (a) any personal interest he or she has or may have in a contract or other transaction involving the corporation and (b) any interest, whether or not personal, in any contract or other transaction between the corporation and any other non-profit organization or agency of which the director is a member, director, or officer.

Section 2. Nonparticipations in Deliberation and Decision. A director shall not participate in deliberations or a vote concerning any contract or other transactions in which he or she has a personal interest. Such nonparticipation shall not affect the ability of the board to act if a quorum is otherwise present.

Article IX

Non-Discrimination

Section 1. Policy of Non-discrimination. It shall be the policy of the corporation to promote pluralism and diversity in the membership of the board of directors, the staff, and the organization it serves.

Section 2. Services Without Discrimination. The services provided by the corporation to members shall be furnished without regard to age, sex, race, religion, national origin, or other impermissible standard.

Article X

Dissolution

In the event of dissolution of the corporation, all assets after payment of liabilities shall be distributed to Albion College, Albion, Michigan, if it is then an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue code, or a corresponding section of any successor revenue law, as provided in the articles of corporation.

Article XI

Indemnification of Volunteer directors

Section 1. Indemnification. A volunteer director of this corporation shall not be personally liable to the corporation or to its members for monetary damages for any breach of the director's fiduciary duty. However, this provision shall not be construed to limit liability of a trustee for any of the following:

- a. A breach of the director's duty of loyalty to the corporation or its members;
- b. Acts of omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- c. A violation of Section 511 (1) of the Michigan Nonprofit Corporation Act (Section 450.2551 (1) of the Michigan Compiled Laws), P.A., 1982, No. 162, as amended, which defines certain actions prohibited to nonprofit corporations;
- d. A transaction from which the director derived an improper personal benefit;
- e. An act or omission occurring before the date of incorporation of the corporation.

Section 2. Assumption of Liability. The corporation assumes all liability to any person other than the corporation and its members for all acts or omissions of a volunteer director acting within the scope of his or her duties and authority as a director, except liability arising from any intentionally harmful act, or any intentional act or omission substantially likely to cause harm or liability to the corporation. The protection afforded by this section shall not extend to any act or omission occurring before the date of incorporation of the corporation.

Article XII

Amendment of By-Laws

These by-laws may be amended from time to time by the membership by action of two-thirds (2/3) of the members present at the meeting at which the amendment is acted upon. No proposed amendment to the by-laws shall be acted upon unless the text of the proposed amendment has been submitted to the membership at least ten (10) days before the action is taken.