

BYLAWS
OSHER INSTITUTE OF LIFELONG LEARNING
AT WESTERN MICHIGAN UNIVERSITY
Amended November 14, 2014

ARTICLE I: NAME

The name of this initiative and program is the Osher Lifelong Learning Institute at Western Michigan University (OLLI at WMU), referred to hereafter as the Institute.

ARTICLE II: PURPOSE AND GOALS

The purposes and goals of the Institute shall be:

- A. To encourage adults to take advantage of learning opportunities offered through short term courses of the Institute.
- B. To provide recommendations to WMU for educational courses, experiences, and social functions tailored to adults who wish to enhance their learning and interactions with other adults and community.
- C. To support the creation and growth of a leading local, regional, and international academy of lifelong learning through the talent of its membership; active and retired faculty, staff, and alumni; community members; cross academic partners; and the resources of WMU.

ARTICLE III: DESCRIPTION OF THE INSTITUTE AND RELATIONSHIP TO WESTERN MICHIGAN UNIVERSITY

The Institute is a collaborative and interdependent program within Extended University Programs (EUP). The OLLI at WMU involves the WMU EUP and Office of Community Outreach, as well as a diverse group of individuals who have volunteered their time and expertise to support and implement the goals and objectives of the Institute.

The Institute is not a legal entity, has no separate financial authority or legal jurisdiction and will coordinate and make its recommendations to EUP through the Executive Committee and the Advisory Board. No volunteer member has any contracting authority to commit the Institute, WMU, or funds to any external entity or individual. Taking into account recommendations from the Executive Committee and the Advisory Board, WMU, through EUP, will administer the program in accordance with WMU fiscal policy, contractual agreements, policies and requirements and curriculum approvals.

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ARTICLE IV: MEMBERSHIP

- A. Eligibility for Membership: Membership shall be available to individuals who submit membership applications, pay membership dues, and support the goals of the Institute. Membership shall be granted after completion and receipt of a membership application and payment of annual dues.
- B. Dues: Any changes in membership dues and course fees will require the approval of WMU officials, taking into account the recommendations of the Executive Committee and the Advisory Board.
- C. Rights of Members: Each member shall be eligible to vote in the annual Institute election, participate in Institute programs, serve on or nominate members to serve on the Advisory Board, Committees of the Institute, attend events, and register for classes with payment of applicable fees.
- D. Membership Term: There shall be two membership options: one year and three years.
- E. Resignation and Termination: Any Institute member may resign at any time by not paying yearly dues or by notifying EUP of his/her intention to discontinue membership.
- F. Personal Identifying Information: Databases that hold personal identifying information of the members of the Institute are the property of WMU. Except as required otherwise by law and as determined by WMU, this information shall not be shared with any person or entity outside of the Institute or WMU. WMU shall follow all rules and regulations set by FERPA (Family Educational Rights and Privacy Act) and other applicable laws.

ARTICLE V: ORGANIZATION OF THE OLLI at WMU

- A. Advisory Board: The Advisory Board will offer advice and recommendations to EUP. The Advisory Board will serve as the interface between the Southwest Michigan community and the Institute.
 - i. Composition: The Advisory Board members shall not be fewer than fifteen (15) nor more than thirty one (31) members.
 - 1. Voting, *ex-officio* members: The chair of each of the standing committees of the OLLI@WMU shall serve on the Advisory Board, as well as a representative from each of the WMU Alumni Board, the Center for Gerontology and the Emeriti Council.
 - 2. Non-voting, *ex-officio* members: The Associate Provost for Extended University Programs and a representative designated by the WMU President.
 - 3. Voting, At-large members: Will be members of the Southwest Michigan community and will be elected to two- (2) year terms by the membership.

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- i. Nominations for At-large members of the Advisory Board shall be made to the Advisory Board by the Membership and Nominations Committee.
 - ii. Recommendations for new Advisory Board members can be submitted to the Membership and Nominations Committee by any active Academy member.
 - iii. Nominations for new Advisory Board officers shall be made to the Advisory Board by the Membership and Nominations Committee.
 - iv. Advisory Board members' and officers' terms shall be two (2) years and members may serve two (2) consecutive terms. Terms shall begin on January 1. Elected Advisory Board terms will be staggered, with 50% of members beginning their term at the beginning of even-numbered years and the other 50% beginning their terms at the beginning of odd-numbered years.
 - v. Advisory Board officers will be elected by the Board members present at the first meeting of the calendar year. Those officers shall be:
 4. Chair: The Chair shall preside over the Advisory Board and the Executive Committee.
 5. Vice-Chair: The Vice-Chair shall assist the Chair in the performance of his/her duties, shall perform the Chair's duties for the Chair in the absence of the Chair, and shall also perform such other duties as the Chair may prescribe.
 6. Secretary: The Secretary shall be responsible for keeping minutes of all Executive Committee and Advisory Board meetings.
 7. Treasurer: The position of Treasurer shall be designated by EUP.
 - i. In the event that an elected officer is unable to fulfill his/her term of office, the Chair may appoint an Advisory Board member to the vacancy to serve until the next election.
 - ii. If an Advisory Board position should become vacant before the end of the member's term, a new member shall be appointed by current Advisory Board members by a simple majority.
 - iii. Any Board member who has two consecutive unexcused absences may be removed from office by a vote of the Advisory Board.
- B. Executive Committee: The Executive Committee will monitor the coordination and oversight of the Institute as well as make recommendations to the Advisory Board for the administration and future direction of the Institute. The Executive Committee is responsible for providing recommendations to the Advisory Board for organizational development within the parameters set by the By-Laws. It shall be the responsibility of the Executive Committee to ensure that all such recommended policies and principles of the Institute are in alignment with those of WMU.

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1. Composition: The Executive Committee will be comprised of all standing committee chairs, the officers of the Advisory Board, at-large members and the Associate Provost for Extended University Programs or designee as a non-voting *ex officio* member.
2. Duties:
 - i. Review and propose revisions to the Bylaws.
 - ii. Make recommendations to the Advisory Board regarding University policies, procedures and finances as they relate to the Institute.
 - iii. Formulate strategic and tactical plans for the OLLI at WMU.
 - iv. Assist the EUP and the Advisory Board to identify additional sources of funding for the OLLI at WMU.
 - v. Prepare and maintain documents for EUP's consideration and approval for the effective operation of the Institute. In addition to matters of curriculum, these would include a general Procedures Manual, a Membership Manual, and appropriate guidelines - instructor guidelines, class liaison guidelines, evaluation/assessment guidelines, etc.
 - vi. Analyze internal and external trends and performances affecting the Institute.
- C. Committees: Committees shall support the work of the Institute. Additional committees may be added or dissolved by the Advisory Board as needed. Chairpersons of the Standing Committees will be responsible for recruiting and engaging members in the Institute. The committees may include the following, but the EUP and Advisory Board may determine modified names, scopes and charges to the committees:
 1. Assessment and Evaluation: Shall compile and review all class evaluations and make recommendations to the Curriculum Committee based upon the evaluations. Conduct periodic review and evaluation of the Institute and compile and present a summary of findings to the Executive Committee.
 2. Curriculum: Shall plan and implement all courses and programs offered by the Institute to its members and the community.
 3. Events: Shall plan and schedule outreach events that will enhance the visibility of the Institute to the Southwest Michigan community.
 4. Finance and Development: Shall seek various resources to assist in the advancement of the Institute.
 5. Marketing: Shall work with EUP Marketing and Communication staff to develop and implement effective marketing for all Institute activities.

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6. Membership and Nominations: Shall engage, build and sustain a strong, active Institute membership; shall recruit and make recommendations for members for the Advisory Board and Advisory Board elected positions.
7. Technology: Shall work with EUP to develop technologies and programs that enhance the Institute offering.
8. Travel: Shall assist EUP to develop, organize, and implement travel programs of the Institute.
9. Volunteer Services: Shall recruit members to assist in operational activities.

Note: The purpose and duties of each committee will be more fully described in the Institute's organizational Manual. Additional sub-committees may be established by the Executive Committee as needed.

ARTICLE VI: MEETINGS

A. Meetings and Notice:

1. Advisory Board meetings shall be conducted regularly at an agreed upon time and place and be held at least three times a year. An official meeting requires that Board members be notified in advance. Meetings are open to all Institute members. The Secretary will ensure that minutes from each meeting are sent to the Executive Committee and the EUP office.
2. Committee and Executive Committee meetings shall be conducted at an agreed upon time and place. An official meeting requires that Committee members be notified in advance. Meetings are open to all Institute members. Chairs will ensure that minutes from each meeting are sent to the Advisory Board Secretary.
3. Annual Meeting: An Annual Meeting of the Institute membership shall be announced in advance and be open to all members. It will be conducted once during each WMU Academic Year for the purpose of:
 - i. Members receiving an Annual Report on the progress of the Institute.
 - ii. Interactions among Institute members.
 - iii. Other activities deemed appropriate by the Executive Committee, Advisory Board, and/or WMU.

ARTICLE VII: ADVISORY BOARD QUORUM

- A. A quorum for Advisory Board officer elections shall be the members present at the fall meeting of the Advisory Board.

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- B. Advisory Board officer elections and passage of motions shall require a simple majority of the members present.
- C. Presence at Meetings and Distant Voting: Presence at Advisory Board meetings and voting is allowed via conference calls and/or video conferencing. Proxy votes, votes by mail or email or other electronic voting are not allowed for Advisory Board voting.

ARTICLE VIII: AMENDMENTS

These bylaws may be amended when necessary by two-thirds majority of the Advisory Board members present and eligible to vote. Proposed amendments shall be submitted to the Secretary and sent out with regular Committee announcements at which Committee action is planned.

ARTICLE IX: LIMITED LIABILITY FOR VOLUNTEER OFFICERS

Except as otherwise provided by law and to the extent provided for in its liability and insurance coverage, Western Michigan University agrees to indemnify and hold harmless each member of the Institute for claims, liabilities, losses, damages, and costs (including reasonable attorney fees, but excluding any settlement costs unless agreed to in writing by the University) arising out of any decision, act and/or omission made by that member within the scope of his/her service as an Institute member, provided that such decision, act or omission was in good faith and in a manner s/he reasonably believed to be in compliance with the laws, these bylaws, and/or not opposed to the best interests of the Institute and Western Michigan University, including the depositing of funds in a WMU account on behalf of the Institute or Western Michigan University.

In any case which indemnification or legal defense is sought, the member seeking indemnification, as a condition for indemnification or legal defense, shall (i) notify the Vice Provost for Extended University Programs and the University's Vice President for Legal Affairs and General Counsel within seven (7) calendar days after receiving or being served with any claim, action, or lawsuit, (ii) afford the University the opportunity to defend such claim and control the litigation settlement and other disposition of such claim; and, (iii) fully cooperate in connection with such defense, litigation, settlement or disposition. The member shall have the right, but not the obligation, to be represented by his/her own counsel, at his/her own cost and expense, but agrees that this representation and any decisions regarding settlement or disposition of the case must first receive the approval of WMU. Indemnification shall be expenses actually incurred by the person in connection with the defense of any action, suit, or proceeding in which the person is made a party by reason of being or having been such member.

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Notwithstanding the above, these obligations regarding indemnification and defense shall not apply with respect to matters as to which the person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty.

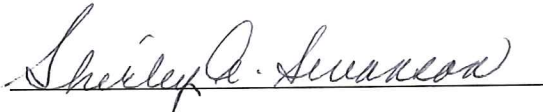
In addition, nothing in this article shall be construed to be a waiver of any governmental immunity defense, and Western Michigan University expressly reserves all of its rights and defenses.

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ARTICLE X: GOVERNING PROCEDURES

All policies shall be established by the Advisory Board of the Institute and be in conformity with Western Michigan University's policies and procedures. The rules contained in Robert's Rules of Order, Newly Revised shall govern Institute meetings, provided they are not inconsistent with these Bylaws. Western Michigan University shall own all rights to the name, logo, and all lists generated by the Institute activities, such as the membership list, the class list, the marketing lists and the registration lists.

These Bylaws have been approved by the Academy Institute ADVISORY BOARD and the Associate Provost for Extended University Programs for Western Michigan University.



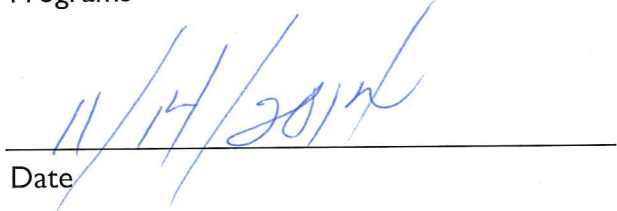
Chair, OLLI at WMU Advisory Board



Associate Provost for Extended University Programs



Date



Date