

# **Lakelands Lifelong Learning Network**

## **Bylaws**

### **Article I. Name**

The name of the organization is the Lakelands Lifelong Learning Network, hereafter referred to as the LLLN. The LLLN is a collaborative community initiative co-sponsored by Lander University, Piedmont Technical College and Wesley Commons, located in Greenwood, S.C.

### **Article II. Purpose**

The LLLN is established as a not-for profit, member-driven and member-managed organization, whose mission is to enrich the lives of its members by providing educational opportunities for local residents. It provides non-credit, non-degree programs, as well as social and recreational events for citizens interested in learning opportunities.

### **Article III. Membership**

#### **1. Members**

- a. Membership will be open to adults who have a desire for continued learning and personal enrichment.
- b. The membership year will run for one year from January 1 through the following December 31.
- c. Membership dues are payable by the beginning of the membership year (January 1) or whenever a member first registers during the year.
- d. Membership dues are established by the Board. In addition to membership dues, a fee may be charged for a class as proposed by the Curriculum Committee and approved by the Board
- e. Membership entitles the member to participate in LLLN classes and activities, to vote and hold office, and to serve as committee members.

#### **2. Voting Rights**

Members in good standing shall have the right to vote at general membership meetings on the following matters: election of the Board of Directors, approval of any amendments to the bylaws that may be proposed by the Board, and such other issues as the Board may choose to bring before the members. Voting on all other matters is expressly reserved for the Board of Directors.

### **Article IV. Board of Directors**

#### **1. General**

The Board of Directors shall propose changes in the bylaws; establish the policies of the LLLN; determine its mission, purposes and programs; ensure adequate resources and approve budgets; develop a vision for its future and provide strategic direction.

## **2. Composition**

The Board of Directors shall consist of 12 members in good standing with the LLLN:

- 1) Three officers who also serve as members of the Executive Committee:
  - i. President
  - ii. President-elect, who also chairs the Governance and Planning committee
  - iii. Secretary
- 2) Immediate past President
- 3) Treasurer
- 4) Representatives from these standing committees:
  - i. Curriculum
  - ii. Membership/Registration
  - iii. Publicity
- 5) Founding partner representatives:
  - i. Wesley Commons
  - ii. Lander University
  - iii. Piedmont Technical College
- 6) One at-large member

## **3. Officers and Members Terms and Responsibilities**

The duties of Board members are specified below and shall include such other duties applicable to the office as prescribed by the Board.

- a) President
  - 1) Presides over meetings of the Board
  - 2) Appoints all committee chairs and is an ex-officio member of committees
  - 3) Appoints the Secretary and Treasurer
  - 4) With approval of the Board, may appoint non-voting members to the Board
  - 5) Serves for a one (1) year term. However, upon recommendation of the Nominating committee, the President and President-Elect may stand for re-election for a second, one-year term only.
  - 6) Upon completion of the term as President, succeeds to Immediate past President
- b) President-Elect
  - 1) Leads special programs and projects as appointed by the President
  - 2) Performs duties as prescribed by the Board
  - 3) Serves as chair of the Governance and Planning committee
  - 4) Succeeds the President at the end of the term
  - 5) Serves for a one (1) year term
  - 6) Assumes the duties of the presiding officer in the absence of the President
- c) Immediate Past President
  - 1) Shares ideas, guidance and expertise with the Board
  - 2) Assists the Board and committees, as requested
  - 3) Serves as chair of the Nominating committee
  - 4) Assumes the duties of the presiding officer in the absence of the President and President-Elect.
  - 5) Serves for a one (1) year term
- d) Secretary

- 1) Keeps minutes of Board, executive committee, and member meetings and prepares correspondence from the Board, as needed
  - 2) Serves for a one (2) year term but may succeed in the role for an additional, consecutive one (1) year term
- e) Treasurer
- 1) Maintains the LLLN bank accounts, provides financial transaction oversight, prepares reports for the Board and members, as needed
  - 2) Serves as chair of the Finance committee
  - 3) Possesses qualifications including financial literacy, attention to detail, completing tasks in a timely manner, neat and accurate recordkeeping
  - 4) Serves for a two (2) year term
- f) Committee Chairpersons (Curriculum, Membership/Registration, Publicity)
- 1) Convene and preside over meetings of their respective committees
  - 2) Provides reports to the Board on matters relating to the operation of the LLLN; these may be verbal or written reports, as appropriate
  - 3) Serves for a one (1) year term, renewable for a maximum of four (4) consecutive years
  - 4) A committee chairperson may not be reappointed without a one (1) year break in service
- g) At-Large Member
- 1) Serves on the Board as elected from the general membership of the LLLN
  - 2) Serves for a two (2) year term
  - 3) Attends scheduled Board meetings
- h) Founding Partner Representatives
- 1) Appointed by their respective institutions
  - 2) Serve for an indefinite terms as determined by their institution

#### **4. Executive Committee**

The officers of the LLLN shall constitute the Executive Committee and shall exercise the authority of the Board of Directors between meetings of the Board in instances necessitating timely Board decisions. The secretary shall promptly notify the Board of Directors of all actions taken by the Executive Committee.

#### **5. Election of Officers**

The election of officers shall take place at the annual meeting and shall be by a majority vote of the members voting. Absentee ballots are authorized for election of officers only for the first round of voting.

#### **6. Nomination of Board Members**

- a. A nominating committee shall be formed each year for the purpose of recommending candidates for election to the Board of Directors.
- b. The immediate past president shall chair the nominating committee.
- c. Members of the nominating committee shall not be eligible to be candidates for the Board during the upcoming year.
- d. The Nominating Committee shall be responsible for conducting the election for Board members in accordance with procedures as the Board may adopt.

## **7. Election of Board Members**

- a. Board members shall be elected by the general membership from among the candidates recommended by the Nominating Committee, and any petition candidates.
- b. Voting shall take place by secret ballot during the annual member meeting usually held in November or December of each year. Electronic and paper ballots shall be made available to members at least 14 days prior to the closing date of the elections.
- c. The nominating committee shall notify the successful candidates, after which the results shall be announced to the membership by appropriate means as soon as possible.
- d. The term of office for Board members shall commence with the January Board meeting following the annual member meeting.

## **8. Compensation**

Board members shall serve without compensation except for reasonable expenses as established by the Board.

## **9. Vacancies**

- a. Any board member who has been absent, without an acceptable excuse, from 3 regular meetings will be considered to have vacated the position, unless the needs of the Board can be better served by his/her continuation. This action must be approved by the Board.
- b. Should a vacancy occur in any officer position, the Board shall elect a new officer to complete the unexpired term.
- c. Any non-officer vacancy on the Board of Directors shall be filled by a member appointed by the president and approved by the Board of Directors to fill the unexpired term.
- d. A Board member may resign at any time by notifying the secretary in writing.
- e. Officers and appointed Board members may be removed from their positions for cause by a two-thirds majority of the Board.

## **10. Meetings of the Board**

- a. The meetings of the Board shall be held at such a place as designated by the President. The Board meets at least 10 times a year or when called by the President.
- b. Special meetings of the Board may be called by the President or upon written request of five of the Board members.
- c. A notice stating the time and place of a special meeting of the Board must be delivered to all members of the Board not less than five days before the scheduled meeting. The notice shall include the purpose for which the meeting is called.
- d. A quorum of any meeting of the Board shall consist of 7 Board members.

## **11. Staff**

The Board may develop a job description and seek the services of an executive director to manage the day-to-day operation of the LLLN, including the employment of appropriate staff on its behalf. The president shall provide direction to the executive director in

conformity with the approved job description. The executive director shall be an ex officio member of the Board of Directors, the Executive Committee, and all other standing and ad hoc committees except the Nominating Committee.

## **Article V. Committees**

### **1. General**

- a. The president, president-elect, and secretary of the Board shall be ex officio members of all committees with the exception of the Nominating Committee. All committees shall welcome the attendance of any person from the general membership at their meetings.
- b. The chair of each committee is appointed by the President in consultation with the Board. Committee members are appointed by the committee chair for a term of one year.
- c. Committee members must be LLLN members in good standing.

### **2. Standing Committees**

- a. Governance and Planning: Develops policies related to the operation of LLLN and recommends amendments to the Bylaws, when appropriate, and oversees planning.
- b. Curriculum: Seeks and recommends to the Board courses, instructors, teaching sites, and fees, as appropriate.
- c. Finance: Oversees the finances of the organization, including the annual budget, membership fees and policies for recordkeeping and payment of expenses; researches, prepares and submits grant applications.
- d. Publicity: The committee publicizes LLLN courses and other events in the media serving the Lakelands region; may enlist LLLN leadership and members to make presentations about the program to community groups; coordinates the design and production of LLLN promotional brochures and other materials; and oversees the role of Historian who shall keep a written and photographic record of LLLN events and activities (see Role Description, attachment A).
- e. Membership/Registration: Coordinates and assists in the recruitment and course registration of LLLN members, plans the annual member meeting, and proposes member and sponsor benefits to the Board for approval.
- f. An Ad Hoc committee whose function does not fit into the current description of "Standing Committees" may periodically be formed to meet the needs of LLLN and must be approved by a quorum of the Board.
- g. An approved Ad Hoc committee must be submitted to the general membership at the next scheduled member meeting.

## **VI. Membership Meetings**

### **1. Membership Meetings**

- a. There shall be at least one general meeting of the members of LLLN each year.
- b. The secretary shall notify the general membership of the date, time, place and agenda for the annual membership meeting, which shall be held during December. Such notice shall be given no less than 30 days before the date of the meeting. If the agenda

includes a proposed amendment to the articles of incorporation, changes to the bylaws, or the dissolution of the LLLN, the Board shall include the text of, and reasons for, such actions in the notice.

- c. The Board of Directors may call other membership meetings when necessary to consider matters that should come before the membership, including proposed amendments to these Bylaws. Such meetings shall be subject to the notice, quorum and voting requirements of the annual membership meeting.
- d. Ten percent of the membership at any properly announced meeting shall constitute a quorum. Absentee ballots shall be accepted as proxies solely for quorum purposes.
- e. Only absentee ballots received by the LLLN at least 24 hours prior to such a meeting shall be counted and included in the quorum.
- f. Minutes of membership meetings will be taken and become part of the LLLN records

## **2. Voting**

Unless otherwise provided in these bylaws or by statute, all decisions of the Board of Directors and of the membership at membership meetings shall be by the majority of those voting. The Board may authorize voting by absentee ballot, including votes cast by electronic communication.

## **VII. Miscellaneous**

### **1. Amendments to the Bylaws**

Proposed amendments to the Bylaws must be approved in their entirety by a quorum of the Board then in office before submission to the general membership.

### **2. Hold Harmless**

Board members and employees of the LLLN, when acting on behalf of the LLLN, are indemnified and held harmless for their actions to the full extent allowed by law.

### **3. Fiscal Year**

The fiscal year of the LLLN shall be established by the Board of Directors.

### **4. Dissolution**

In the event the LLLN is dissolved or ceases to exist for the purposes for which it was established, all records, materials, and remaining assets shall be distributed to any charitable organizations recognized by the US Internal Revenue Service and selected by the Board of Directors.

### **5. Statutory Office and Agent**

The LLLN shall have and continuously maintain a statutory office and agent. The statutory office and agent shall be designated by the Board and may be changed by the Board.

### **6. Rules of Order**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases when not inconsistent with the bylaws or any special rules that the Board of Directors may adopt.

## **7. Anti-Discrimination**

LLLN maintains, under separate cover attached to the Bylaws, an Anti-Discrimination Statement that applies to members of the organization, instructors and volunteers.

Adopted by Board: November 22, 2014

Revised: May 18, 2015

Revised: October 26, 2015

## **Lakelands Lifelong Learning Network**

### **Anti-Discrimination Policy**

The Lakelands Lifelong Learning Network (LLLN) does not exclude, deny benefits to or otherwise discriminate against any person on the basis of race, color, national origin, disability, sexual orientation, or age in admission to, participation in, or receipt of the services and benefits under any of its programs and activities, whether carried out by LLLN directly or through an instructor, contractor or any other entity with which LLLN arranges to carry out its programs and activities.

### **Reporting Discrimination**

If an employee or volunteer feels that he or she has been discriminated against on the basis of his or her sex, race, national origin, ethnic background, or any other legally protected characteristic they should immediately report the matter to one of the officers of the board of directors. Once the matter has been reported it will be promptly investigated and any necessary corrective action will be taken where appropriate. All complaints of unlawful harassment will be handled in as discreet and confidential a manner as is possible under the circumstances. The procedure for reporting incidents of harassing behavior is not intended to impair, replace, or limit the right of any employee to seek a remedy under available state or federal law by immediately reporting the matter to the appropriate state or federal agency.

Approved by LLLN Board: June 22, 2015

## **Lakelands Lifelong Learning Network**

### **Anti-Harassment Policy**

LLLN is committed in all areas to providing a work environment that is free from harassment. Harassment based upon an individual's sex, race, ethnicity, national origin, age, religion or any other legally protected characteristics will not be tolerated. Sexual harassment is behavior of a sexual nature that is unwelcome and offensive to the person or persons it is targeted toward. Examples of harassing behavior may include unwanted physical contact, foul language of an offensive sexual nature, sexual propositions, sexual jokes or remarks, obscene gestures, and displays of pornographic or sexually explicit pictures, drawings, or caricatures. Use of LLLN's computer system for the purpose of viewing, displaying, or disseminating material that is sexual in nature may also constitute harassing behavior. All employees and volunteers are expected and required to abide by this policy. No person will be adversely affected in employment with the employer as a result of bringing complaints of unlawful harassment

### **Reporting Harassment**

If an employee or volunteer feels that he or she has been harassed on the basis of his or her sex, race, national origin, ethnic background, or any other legally protected characteristic they should immediately report the matter to one of the officers of the board of directors. Once the matter has been reported it will be promptly investigated and any necessary corrective action will be taken where appropriate. All complaints of unlawful harassment will be handled in as discreet and confidential a manner as is possible under the circumstances. The procedure for reporting incidents of harassing behavior is not intended to impair, replace, or limit the right of any employee to seek a remedy under available state or federal law by immediately reporting the matter to the appropriate state or federal agency.

Approved by LLLN Board: June 22, 2015