

Penobscot Valley Senior College Bylaws

ARTICLE I - GENERAL

The name of this organization is the Penobscot Valley Senior College, hereinafter called the College. Its purpose is to offer a wide variety of educational opportunities to its members for their improved understanding and enjoyment, with no exams, grades or credits.

The College shall be affiliated with the University of Maine Center on Aging.

The principal office of the organization shall be located in Orono, Maine, or at such place as its Board of Directors shall designate.

The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code as it may be amended.

Mission: It is the mission of Penobscot Valley Senior College to offer stimulating, accessible, lifelong learning opportunities in a social and supportive environment.

ARTICLE II - MEMBERSHIP

Any individual age 50 or over becomes a member for the fiscal year by payment of annual dues. The spouse or partner of such a member, regardless of age, can also become a member by payment of dues. The fiscal year begins on July 1.

Any person who teaches a course in the College shall be a member without payment of dues for the fiscal year in which such course is taught.

Annual meetings of the members shall be held each September at a place and time set by the Board of Directors. The board may call additional meetings of the members. Notice of all meetings shall be by mail posted not less than 14 days or by e-mail sent not less than 7 days before the meeting date. A quorum for a meeting shall be 10 percent of the membership.

ARTICLE III - STRUCTURE

A. BOARD OF DIRECTORS

The operations of the College shall be under the general control of the Board of Directors, which shall be responsible for setting general policy and for guiding the officers in implementing these bylaws and any policy adopted by the Board.

The Board of Directors shall be composed of three groups: the officers of the College, the chairs of the standing committees and six members at-large elected at the annual meeting of members for three-year terms. A director-at-large may serve as a chair of a standing committee. Directors-at-large may not succeed themselves immediately after two complete terms. The director of the University of Maine Center on Aging shall serve ex officio.

The president of the College shall conduct meetings of the Board of Directors, set the agendas and determine the time and place of regular meetings. There shall be at least three regular meetings each fiscal year. Special meetings of the board may be called by the president or by three or more directors on seven days' notice by mail or electronically. The quorum for a meeting of the board shall be a majority of the members of the board.

Any action required or permitted to be taken at a meeting of the board may be taken without a meeting if written consent to such action is signed by a majority of Board members and filed with the meeting minutes.

B. OFFICERS

The officers of the College shall be the president, two vice presidents, the immediate past president(if available), the treasurer, and the secretary. These officers shall have the responsibilities traditionally associated with their respective offices as may be modified by these bylaws.

The terms of the president, and the vice presidents shall be one year each. Reelection shall be limited so the president and vice presidents shall not serve more than two consecutive years. The terms of the treasurer and the secretary shall be two years each with unlimited reelection. Election to these offices shall be made at the annual meeting of the members from a list of candidates submitted by a five-member Nominating Committee, not more than three of whom will be current Board members, appointed by the president and supplemented by other nominations from the floor. In the event that more than one nominee is offered for an office, the election for that office shall be by secret ballot, with election by a majority of those voting. In case of a tie, the presiding officer, who shall not otherwise vote in the election, shall cast the tie-breaking vote. Vacancies for any office, or on the board, shall be filled by action of a

majority of the board based on recommendation made by the Nominating Committee, until the next annual meeting. Newly elected officers and directors shall take office immediately following the Annual Meeting at which they are elected or, if appointed to fill a vacancy, will take office when appointed.

C. EXECUTIVE COMMITTEE

The officers together with two members-at-large, selected from the current directors by the officers, with staggered two-year terms, shall comprise the Executive Committee. The Executive Committee shall have the authority to act for the board when the Board is not in session. The president will lead this committee which shall fix its own rules of procedure, so long as they are consistent with these bylaws. The secretary shall keep minutes of all Executive Committee meetings which shall be distributed to the Board of Directors.

D. STANDING COMMITTEES

The standing committees shall be as follows: Member Services, Curriculum, One-day and Special events, Finance and Governance, and Marketing/Public Relations. The duties of each of these committees are defined in the section on Standing Committee Duties. The chairs of these standing committees will be appointed by the president with the advice of the Executive Committee and members of the individual committees. Committee chair appointments will be for a two-year duration, but a chair may be reappointed to serve for one additional consecutive term. It is intended that each committee chair will select between four and 10 PVSC members to serve on his or her committee with the names of those selected reported to the Board. Each committee will select a vice chair or co-chair who shall serve in the absence of the chair and will represent the committee at Board meetings when the chair is unable to attend. Each committee may establish its own procedures so long as the procedures are consistent with these bylaws.

At its own discretion, the Board may appoint ad-hoc committees.

All Board and committee meetings will generally be conducted with respect for the most recent version of Robert's Rules of Order. A quorum for a committee meeting shall be a majority of its members.

Written reports from each committee shall be submitted to the board at least annually.

E. STANDING COMMITTEE DUTIES;

Member Services - The Member Services Committee will assess and promote efficient and effective processes for receiving and recording members' dues, special event and course enrollments and assess what additional activities other than structured activities identified as one-day programs or courses would be of interest, with recommendations being made to the Board after consultation with the Executive Director.

Curriculum - The Curriculum Committee will solicit topics for presentation and instructors to teach courses, normally planned for six sessions, held in the fall and spring each academic year. Additionally the committee will determine which courses will be offered as well as receive evaluations at the completion of each course, with comments to be shared with instructors. The committee will provide a list of courses and course descriptions as necessary to produce a catalog of courses each semester.

One-day and Special Events - The One-day and Special Events Committee will plan special events to be offered throughout the year, other than courses, such planning to include setting topics, dates and times, and locations. The number of one-day and special events will be determined as a part of the budget development process.

Finance and Governance - The Finance and Governance Committee will participate in formulating the Annual Budget with reference to past and anticipated trends. The committee will keep the Board informed of progress on the Long-Range Strategic Plan and will oversee the updating of this plan as required but at least every three years. The committee will conduct a review of the bylaws at least once every five years.

Marketing/Public Relations - The Marketing/Public Relations Committee will plan and conduct activities to increase the awareness of non-members of the benefits of being members of Senior College and remind existing members of these benefits. Activities may include, but not be limited to, preparing press releases, representing Senior College at public events and organizing events to promote Senior College

F. EXECUTIVE DIRECTOR

The executive director shall be the chief executive officer of the corporation and shall implement all policies adopted by the Board of Directors. The executive director shall be administratively responsible to the president. The executive director shall serve at the pleasure of the Board of Directors and shall be authorized to employ and supervise such other persons as may, in the opinion of the executive director, be appropriate to execute the agreed upon job responsibilities. The executive director shall work cooperatively in support of the officers in the discharge of their responsibilities.

ARTICLE IV FINANCES

A. TREASURER

The treasurer shall have custody of the organization's funds, shall keep full and accurate accounts of receipts and disbursements in books belonging to the organization and shall supervise the deposit of all monies in the name and to the credit of the organization in such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the organization as authorized by the executive director, or president. The treasurer shall provide financial statements to the president and the Board of Directors, whenever required, including a report to the annual meeting.

B. BUDGET

The executive director shall prepare a budget for the following fiscal year with the assistance of the treasurer and the Finance and Governance Committee for review by the Executive Committee. The budget will be presented to the board and be subject to its approval no later than June 1.

C. FISCAL YEAR AND FEES

The fiscal year shall begin on July 1. Course fees and membership dues shall be set by the board.

ARTICLE V. DISSOLUTION

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

ARTICLE VI. AMENDMENTS

The Board of Directors shall have the power to make, alter, and repeal these bylaws, and to adopt new bylaws, by an affirmative vote of a majority of the entire Board of Directors, provided notice of the proposal to make, alter or repeal these bylaws, or to adopt new bylaws, was included in the notice of the meeting of the Board of Directors at which such action takes place. All amendments to these bylaws will be published in the notice of the Annual Meeting of Members.