

BYLAWS of the SARASOTA INSTITUTE of LIFETIME LEARNING, INC.

ARTICLE I. MISSION STATEMENT

The Sarasota Institute of Lifetime Learning (SILL) is a non-profit organization that offers an expert lecture series to provide information on and discussion of the arts and contemporary global issues. SILL is guided by an all-volunteer Board of Directors (BOD) committed to modest pricing and enhanced outreach.

ARTICLE II. OFFICE

SILL's mailing address is Box 219, 8499 S. Tamiami Trail, Sarasota, FL 34239. Telephone: (941) 365-6404. Website: www.sillsarasota.org. The street address of SILL's registered agent shall be the corporate principal address.

A Director shall be the Corporation's registered agent. The agent shall file all required state and federal documents, to include a notice of address change.

ARTICLE III. FISCAL YEAR

The Corporation's fiscal year of the Corporation starts on July 1 and ends on June 30th of the following year.

ARTICLE IV. MEMBERSHIP

The Corporation will include the following members:

Section 1. Regular Board Member. Regular members are voting members (also referred to as Directors) of the Board of Directors (also referred to as the Board), as described in Article VI. Directors are generally expected to serve as an Adjunct member prior to being nominated for regular Board membership.

Section 2. Ex-officio Member. A former board member may be appointed as an Ex-officio non-voting member of the Board. Board approval is required. Ex-officio members serve three-year terms and may be reappointed.

Section 3. Adjunct Board Member. An Adjunct member may be appointed or reappointed by the President upon recommendation from a director. Adjunct members are non-voting members of the Board who are expected to attend Board meetings and fulfill tasks as requested. They are appointed or reappointed by the President upon recommendation from a director. Adjunct terms expire on June 30th of the year in which appointed.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Number and Qualification. The Board shall consist of a maximum of twenty-four duly elected directors plus an unlimited number of Ex-officio members. The President shall be Chairman of the Board. The maximum number of directors may be increased or decreased from time to time in increments of three by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The number of directors shall never be less than three.

Section 2. Election and Term. Directors serve three-year terms, unless filling the unexpired portion of a vacant term, with one third of the appointments terminating each year. Any director may be re-elected.

Section 3. Duties and Powers. The Board shall be responsible for the control and management of the affairs, property, and interests of this Corporation subject to local, state and federal laws, the Articles of Incorporation, and these Bylaws.

Section 4. Vacancies. Any vacancy occurring on the Board due to death, resignation, termination, refusal, or inability to serve shall be filled for the unexpired portion of the term by majority vote of the remaining directors. Nominations of candidates to fill any unexpired term of a director shall be made by the Nominating Committee and approved by the Board as expeditiously as possible.

Section 5. Resignation. Resignation of directors shall be in writing and shall take effect upon receipt and acceptance by the Board.

Section 6. Removal. Any director may be removed by a majority vote of the other directors. Before a membership is terminated without the director's consent, he/she shall be given an opportunity to be heard.

ARTICLE VI. OFFICERS

Section 1. Title. The officers of this Corporation shall consist of a President, Vice President, Secretary, and Treasurer. No person may hold more than one officer position at a time.

Section 2. Term of Office. Each officer shall hold office for a term of one year, or until his successor is elected. An officer may succeed himself any number of times.

Section 3. Vacancies. A vacancy in any office due to death, resignation, termination, refusal or inability to serve shall be filled for the unexpired term by a director elected by a majority vote of the Board, after nomination as prescribed in Article IX, excepting a vacancy in the Office of the President, which shall be filled for the unexpired term thereof by the Vice President. The Office of the Vice President shall then be filled as provided above.

Section 4. Duties. The officers of the Corporation shall have the following duties:

a. The President, who is subject to the Board, shall supervise all of the business affairs and property of the Corporation and shall preside at all Board meetings.

b. The Vice President In the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall perform other such duties as the President or the Board may prescribe.

c. The Secretary shall take minutes of all Board meetings and shall send written notices in advance of each meeting.

d. The Treasurer shall have charge and custody of all funds generated, collected, or obtained by or on behalf of the Corporation in any manner, and shall be responsible for the proper receipt and disbursement thereof. The Treasurer shall keep accurate accounts of receipts and disbursements and report to the Board at each regular meeting all funds received, disbursements made, and funds on hand. The Treasurer shall render to the Board an annual accounting of all transactions and the financial condition of the Corporation. Signatory authority for SILL accounts shall be vested in the officers and the Assistant Treasurer (see also Article VII. F.).

e. All contracts shall be approved by a director. A copy of the contract shall be sent to the President and Secretary.

ARTICLE VII. COMMITTEES AND ADVISORY BOARDS

There shall be nine standing committees. Each standing and ad hoc committee shall have a director serving as Chair and appointed by the President, excepting Program, which consists of subcommittees having their own Chairs and Vice Chairs and appointed in the same manner, and Nominating (see Article VII. Section 1. b.). Each standing Committee and Program Subcommittee Chair shall appoint one Vice Chair who shares responsibilities and in the absence of the Chair shall assume all the duties of the Chair. The Treasurer shall appoint an Assistant Treasurer.

Section 1. Standing Committees:

- a. Executive Committee.** The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. As necessary, the Committee shall meet to handle urgent matters between regular meetings of the Board. An Executive Committee quorum of three directors is required to act on behalf of the whole Committee. Minutes for all Executive Committee meetings shall be submitted to the Board at the next regular meeting.
- b. Nominating** The Nominating Committee shall meet prior to the April meeting to nominate up to eight directors for a term of three years. Additional nominations may be made to fulfill unexpired terms, as needed. In addition the Committee shall nominate a slate of officers and the next Nominating Committee Chair, as listed in Article VII, for election to a one-year term. The consent of the proposed candidates or directors is required for nomination. Further, any director may ask the President to call for additional nominations from the floor. The Nominating Committee shall usually consist of the five most recent past-presidents, with the senior past-president usually nominated for the Chair. Relatedly, the senior past-president usually rotates off the Committee when the current President's term expires. The current Board President shall not appoint nor serve on the Nominating Committee.
- c. Program.** The Global Issues Program Subcommittee members shall schedule the annual lecture program, hire speakers, and provide speakers with information on SILL's policies. Subcommittees are established for each program area currently offered. The Director responsible for the Music Program shall schedule the annual program, hire guest artists, and create subcommittees and an advisory board as needed.
- d. Marketing.** The committee shall be responsible for the planning, production, and dissemination of all SILL communications to subscribers, audience members, and the general public. Subcommittees may be used where appropriate to handle specific projects including creation and publishing of the annual program book.
- e. Registration.** The committee is chaired by the Registrar who shall supervise all aspects of the registration process, including the sale of season and daily tickets, and the maintenance of databases recording the names and other information relative to season ticket purchasers and shall maintain program attendance records.
- f. Finance.** The Finance Committee shall consist of the Treasurer [Chair], Vice President, Assistant Treasurer, Registration Chair (Registrar), Marketing Chair, and other members as appointed by the President. The Finance Committee shall formulate the annual budget and present it to the Board no later than the annual meeting in April. The committee reviews the annual financial statements and routinely reexamines the financial accounting procedures and financial reporting. As appropriate, the committee shall also consider investment alternatives, strategies, and policies, including the possibility of contracting for outside investment counsel.

g. Volunteer Coordination. The Volunteer Coordination Committee shall maintain a listing of current active volunteers with and contact information, as well as a waiting list of those interested in becoming volunteers. The committee shall evaluate volunteer requirements needed to fulfill the organization's mission; assist in the recruitment, interviewing, and selection of volunteers; and ensure that volunteers are integrated into the organization.

h. Facilities. The Facilities Committee shall be responsible for oversight of all support systems relevant to presentation of all programs and volunteers involved in these responsibilities. Subcommittees may be formed to cover separate venues.

i. Technology. The Technology Committee shall maintain the SILL website and interface with the commercial web host provider, maintain and protect all data while making it accessible to all Board members, provide maintenance and off-season storage of the laptop computers used at lectures, and provide technical support for other Board functions as required.

Section 2. Ad Hoc Committees. The President may appoint ad hoc committees for such purposes as he/she deems necessary or as directed by a majority vote of the Board. An ad hoc committee must have at least two members-and report to the Board.

Section 3. Advisory Boards. The Board may choose to create Advisory Boards whose membership must include at least two directors.

Section 4. Term. Members of all committees shall serve for a term of one fiscal year.

ARTICLE VIII. MEETINGS

Section 1. Annual Meeting. There shall be an annual meeting held in April each calendar year for the purpose of electing officers and directors whose terms shall begin on July 1 and for approval of the next year's budget. The meeting shall be held at a time and place designated by the Board and duly announced.

Section 2. Board Meetings. The Board of Directors shall meet monthly or as otherwise determined by the Board, at such time and place as determined by the Board. The President may call a special meeting of the Board at any time upon written notice stating the purpose, place, date, and hour of such meeting. A special meeting of the Board may also be called upon similar written notice at the request of any five directors.

Section 3. Quorum. The presence in person of a majority of the directors at any meeting lawfully called shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which there is a quorum present shall be an act of the Board.

Section 4. Notice of Meetings. Written notice of each regular meeting shall be issued by the Secretary and shall state the date, time, and location of the meeting, and shall be delivered to each member in advance of the meeting. For special meetings, the notice will also include the purpose for which the meeting is called.

Section 5. Conflict of Interest. Any member of the Board who has a direct or indirect financial interest in or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will voluntarily offer to the Board to recuse himself and will recuse himself from voting on said item. The minutes of meetings at which such votes are taken shall record such disclosure(s)

and abstention(s).

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee The Nominating Committee shall function as described in Article VII Section 1b.

Section 2. Voting. Voting will take place annually in April at a legally constituted meeting. Board members who are candidates for election as corporate officers and candidates to the Board shall be elected by a majority vote of the directors present and shall assume their duties on July 1.

ARTICLE X. AMENDMENT

Section 1. Bylaws. The SILL Bylaws describe the organization and structure agreed upon to ensure effective and efficient implementation of the objectives laid out in the Mission Statement. They supersede neither the SILL Articles of Incorporation nor any applicable statutes of the State of Florida. The Bylaws may be amended by a two-thirds majority vote of the Board at a legally constituted meeting. A proposed amendment should be submitted to the Board in writing in advance. The President shall present the proposed amendment to the membership at any regular or special meeting. The full text of any approved amendment shall be furnished in writing to all members of the Board. The Secretary shall maintain copies of all approved amendments to the Bylaws.

Section 2. Article X and the Articles of Incorporation. These Articles may be amended by a resolution adopted by a two-thirds majority of the directors who are present at any meeting of the Board, provided prior written notice of the intended amendment has been sent to all members.

ARTICLE XI. PROHIBITED ACTIVITIES

No part of the activities of the Corporation shall involve propaganda, or other attempts to influence legislation, or participation or intervention in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. No amendment of these Bylaws shall authorize or permit the Corporation to be organized or operated other than exclusively for scientific, educational, or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or may be hereafter amended.

ARTICLE XII. RULES OF ORDER

All meetings of the Board, and other proceedings of the Corporation, shall be governed by Robert's Rules of Order (as last revised) except where in conflict with these Bylaws. A designated director shall act as parliamentarian.

Article XIII. INDEMNIFICATION

The Corporation shall indemnify all Officers, Board members and volunteers acting on behalf of the Corporation to the full extent permitted by Florida state statutes governing Not for Profit Corporations and consistent with the terms of the liability insurance policy. The Corporation shall purchase and maintain insurance for such indemnification.

AMENDED AND REVISED

March 6, 1989; October 3, 1989; February 1, 1990; March 2, 1992; April 6, 1993; June 1996; April 1, 1997; September 1, 1998; May 1, 2000; March 12, 2002; May 10, 2005; June 8, 2010; November 9, 2010; December 11, 2012; April 11, 2017; November 12, 2019; May 11, 2021