

BYLAWS OF THE SARASOTA INSTITUTE OF LIFETIME LEARNING, INC.

ARTICLE I. MISSION STATEMENT

The Sarasota Institute of Lifetime Learning (SILL) is a nonprofit organization, incorporated in the State of Florida that seeks to provide a learning stimulus for residents and visitors to the Greater Sarasota Area. SILL strives to enhance participants' intellectual curiosity and awareness of developments and transformations in today's cultures and governments by offering an annual series of lectures in a wide variety of disciplines. Lecturers are made available through appropriate outreach to local schools and other community groups, while prices are held to an absolute minimum.

ARTICLE II. OFFICES

The SILL legal office is located at 1000 South Pine Island Road, Plantation, Florida 33324. The registered or resident agent of the Corporation for service of process is C. T. Corporation System, who is required to maintain normal business hours at the office of the Corporation. The Board of Directors may change the legal office of the registered agent of the Corporation at any time upon the acceptance by the new registered agent and the filing of a notice of such change with the Secretary of State, State of Florida. [note 1200 spisland rd and 954-473-5503 angel; november 1986 incorporated]

The SILL operating office is located at G.WIZ, 1001 Boulevard of the Arts, Sarasota, Florida 34236-4899; telephone (941) 365-6404; and website www.sillsarasota.org.

ARTICLE III. MEMBERSHIP

The Corporation will include the following members:

- a. Regular Members are voting members of the Board of Directors (also referred to as the Board), as described in Article VI.
- b. Former SILL Presidents who are inactive Board Members are Ex-officio voting members of the Board who do not participate in the quorum count.
- c. Distinguished Members are elected by the Board for a life term after performing outstanding service to SILL, such as serving as an officer of the Board.
- d. Adjunct Members are appointed for special tasks by the Chair of one of the Standing Committees listed in Article VIII Section 1, for a term ending in June of the year following appointment.

Distinguished and Adjunct Members are non-voting members of the Board, but may attend any Board meeting as guests.

ARTICLE IV. FISCAL YEAR

The fiscal year of the Corporation commences on the first day of July in each year and ends on the 30th day of June of the following year.

ARTICLE V. MEETINGS

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

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 (5) members of the Board.

Section 3. Quorum. The presence in person of a majority of the regular members 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 Recording 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.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Number and Qualification. The Board shall consist of twenty-four (24) duly elected regular members plus an unlimited number of Ex-officio and Distinguished members, all of whom shall be individuals as specifically referred to in Article III. The President shall be Chairman of the Board. The number of regular member 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 regular member directors shall never be less than three.

Section 2. Election and Term. Regular member directors serve three year terms, with eight appointments terminating each year. Any regular director may be elected to succeed him or herself.

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 the law, 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 at a special meeting of the Nominating Committee called by the President, Chairman of the Nominating Committee, or by petition, pursuant to the procedures provided in Article IX. An election to fill a vacancy shall be held at the first meeting of the Board following the special meeting of the Nominating Committee, with the new director joining the Board immediately upon election by a majority of the members present.

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 members of the Board in good standing at a meeting called for the purpose of removing a director, provided that before a director's membership shall be terminated without his consent, he shall be given an opportunity to be heard.

ARTICLE VII. OFFICERS

Section 1. Title. The officers of this Corporation shall consist of a President, an Executive Vice President, a Vice President for Sarasota Programs, a Vice President for Venice Programs, a Vice President for Facilities and Production, an Assistant Vice President for Facilities and Production, a Vice President for Registration, an Assistant Vice President for Registration, a Recording Secretary (who shall also be the Corporate Secretary required by Florida statutes), a Treasurer, an Assistant Treasurer, a Corresponding Secretary and other such officers as the Board may from time to time deem advisable. No person may hold more than one office concurrently.

Section 2. Term of Office. Each officer shall hold office for a term of one year, or until his or her successor is elected. An officer may succeed himself or herself 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 member elected by a majority vote of the Board, after nomination as prescribed in Article IX, except that a vacancy in the Office of the President shall be filled for the unexpired term thereof by the Executive Vice President. The Office of the Executive 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 shall be the Chief Executive Officer of the Corporation and, subject to the direction of the Board, shall supervise and control all of the business affairs and property of the Corporation, and shall preside at all meetings of the Board.

b. In the absence of the President, or in the event of his or her inability or refusal to act, the Executive Vice President shall perform the duties of the President and, in so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Executive Vice President shall be responsible for the administration of the SILL office and maintenance of files and records. The Executive Vice President shall perform other such duties and have such other powers as the President or the Board may from time to time prescribe.

c. The Vice President for Sarasota Programs shall chair the Program Committee, obtain appropriate moderators, work with them to complete program details for publication of announcements and such other related activities assigned by the President.

d. The Vice President for Venice Programs shall organize the programs, obtain suitable space for lectures and otherwise oversee all aspect of the SILL activities in Venice.

e. The Vice President for Facilities and Production shall be responsible for the contract for theater usage, podium set-up and removal after the lecture, adequate lighting and sound, and such other items as necessary for the efficient conduct of the programs. S/he shall recruit and train volunteers required to fulfill these functions.

f. The Vice President for Registration (Registrar) shall supervise all aspects of the registration process including the purchase of necessary forms, acquisition and training of adequate help to carry out the functions of registration, and collection and depositing of all fees. The Registrar shall be responsible for maintaining attendance records for all SILL programs.

g. The Recording Secretary shall keep minutes of all Board meetings and shall send written notices of each meeting in accordance with, and in the manner outlined in Article V, Section 4.

h. The Treasurer shall have charge and custody of all funds generated, collected or obtained by or on behalf of the organization 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 shall deposit all moneys in the name and to the credit of the Corporation in such bank or banks as may be designated by the Board. The Treasurer shall render to the Board, annually, an accounting of all transactions and the financial condition of the Corporation. The Treasurer shall report to the Board at each regular meeting all funds received, disbursements made, and funds on hand. The Treasurer shall make the records available for the annual audit and chair the Finance Committee.

i. The Corresponding Secretary shall perform such duties as may be prescribed by the President or the Board.

j. All officers shall perform such other duties as the Board shall prescribe.

ARTICLE VIII. STANDING AND AD-HOC COMMITTEE

Section 1. Standing Committees. There shall be eight (8) standing committees:

Executive	Program Distribution
Facilities and Production	Programs
Finance	Public Relations/ Outreach
Nominating	Registration

Section 2. Executive Committee. The Executive Committee shall consist of the President, Executive Vice-President, Vice President for Sarasota Programs, Vice President for Venice Programs and the Treasurer. As necessary, the Committee shall meet to handle urgent matters between regular meetings of the Board. An Executive Committee quorum of three members is required to act on behalf of the whole committee.

Section 3. The Standing Committees on Facilities and Production, Programs, Registration and Finance shall be chaired by the designated Vice Presidents and Treasurer respectively. Committee members shall be appointed by the President on recommendation of the respective Committee Chair.

Section 4. Nominating Committee. The President shall appoint a chairman and two or more members of the Nominating Committee subject to approval by the Board.

Section 5. The Standing Committees on Program Distribution, Public Relations/Outreach shall be appointed by the President from members of the Board, including Adjunct and Ex-officio members. Committee members shall be appointed by the President on recommendation of the respective Committee Chair.

Section 6. Term. Members of all Standing Committees shall serve for a term of one year beginning in July and ending the following June.

Section 7. Other Committees. The President may appoint ad hoc committees for such purpose as s/he may deem necessary or as directed by a majority vote of the Board. Chairs of these committees serve at the pleasure of the President, whereas members serve at the pleasure of the Chair.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The Nominating Committee shall, prior to the May annual meeting, nominate eight (8) regular member directors for a term of three years, or less if deemed appropriate. Present regular member directors with expiring terms who show promise of future significant contribution to the Corporation may be nominated for an additional three-year term. Concomitantly, the Nominating Committee may propose names of nominees for election as Distinguished Members as defined in Article III. In addition, the Committee shall nominate a slate of officers as listed in Article VII, Section 1, for election to a one-year term. Meetings of the Nominating Committee shall be called for the purpose of filling vacancies as described in Article VI, Section 4, and Article VII, Section 3. No candidate's name shall be presented without his or her consent.

Section 2. Nominating Petitions. Nominations may also be made by petition of no fewer than five (5) members of the Board, if filed with the Chairman of the Nominating Committee no less than fifteen (15) days prior to the Annual Meeting, or seven (7) days prior to a meeting at which an election to fill vacancies is to be held. Such a petition must be accompanied by the written consent of the candidate to the nomination.

Section 3. Voting. Candidates for election to the Board shall be elected by majority vote of the members present, and shall assume membership to the Board July 1. Candidates for election as corporate officers shall be elected by majority vote of the members present, and shall take office on July 1.

ARTICLE X. AMENDMENT

Section 1. Bylaws. The Bylaws, with the exception of Article X, may be amended by a majority vote of the Board, provided that any proposed amendment is submitted to the President in writing and is signed by any member of the Board. The President shall read the proposed amendment to the membership at any regular meeting or special meeting called for this purpose. If the proposed amendment is approved by the required majority, the full text of the amendment shall be furnished in writing, as approved, to all members of the Board. The Recording 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 members of the Board in good standing 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 consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign 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 when in conflict with these Bylaws. The Recording Secretary shall act as parliamentarian.

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

I hereby certify that the foregoing are true and correct Bylaws of the Sarasota Institute of Lifetime Learning, Inc., a Florida corporation not for profit.

Dated this May 10, 2005

John Goodman, Corporate Secretary