

# 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 committed to modest pricing and enhanced outreach.

## ARTICLE II. OFFICE

The SILL legal office is located at 1001 Boulevard of the Arts, Sarasota, Florida 34236-4899; telephone (941) 365-6404; and website [www.sillsarasota.org](http://www.sillsarasota.org).

The Board of Directors shall designate the Treasurer as the registered agent of the Corporation. The registered agent shall file the required state documents.

The Board of Directors may change the legal office of the registered agent of the Corporation at any time upon acceptance by the registered agent and the filing of a notice of such change with Florida's Secretary of State.

## ARTICLE III. MEMBERSHIP

The Corporation will include the following members:

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

Section 2. Ex-officio Member. Former SILL Presidents who are no longer regular Board members are Ex-officio voting members of the Board who do not participate in the quorum count.

Section 3. Adjunct Board Member. An Adjunct member may be appointed or reappointed by the President upon recommendation from a Board member. Adjunct Members are non-voting members of the Board who may attend Board meetings and fulfill tasks as requested. An Adjunct Member maintains the position until term expiration on June 30<sup>th</sup> of the fiscal year in which appointed.

## ARTICLE IV. FISCAL YEAR

The fiscal year of the Corporation commences on the first day of July in each year and ends on the 30<sup>th</sup> 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 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 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 excuse himself\* and will excuse 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 VI. BOARD OF DIRECTORS

Section 1. Number and Qualification. The Board shall consist of twenty-four duly elected regular members plus an unlimited number of Ex-officio members. 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, unless filling the unexpired portion of a vacant term, with one third of the appointments terminating each year. Any regular member may be elected to succeed himself.

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 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 members of the Board. 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, Executive Vice President, Secretary, and Treasurer. No person may hold two or more officer positions concurrently.

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 member elected by a majority vote of the full 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 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, who is subject to the direction of the Board, shall supervise 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 inability or refusal to act, the Executive Vice President shall perform the duties of the President. The Executive Vice President shall perform other such duties as the President or the Board may prescribe.
- c. The 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.
- d. 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 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.
- e. All contracts shall be approved by an officer. Officers perform such other duties as the Board shall prescribe.

## ARTICLE VIII. COMMITTEES AND ADVISORY BOARDS

There shall be nine standing committees. Each standing and ad hoc Committee shall have a Chair appointed by the President, excepting Program, which consists of subcommittees having their own Chairs and Vice Chairs. 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. All committees, excepting the Executive Committee, are required to meet in person at least once a year.

#### Section 1. Standing Committees:

- a. Executive Committee. The Executive Committee shall consist of the President, Executive 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 members 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 (see also Article IX, Section 1). The President shall appoint a Chair and two or more members of the Nominating Committee, subject to approval by the Board.
- c. Program. Program Subcommittee members shall schedule the annual lecture program and provide speakers with information on SILL's policies.
- d. Marketing and Public Relations. Marketing and Public Relations 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.
- e. Registration. Registration shall supervise all aspects of the registration process, including payment collection and attendance record maintenance.
- f. Finance. The Finance Committee shall consist of the Treasurer [Chair], Executive 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 May. 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. Human Resources. The Human Resources Committee shall evaluate Board and volunteer requirements needed to fulfill the organization's mission; assist in the recruitment, interviewing, and selection of Board members and volunteers; and further assist in ensuring that new Board members and volunteers are integrated into the organization.
- h. Facilities and Production. Facilities and Production 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. Technology 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 deems necessary or as directed by a majority vote of the Board. An ad hoc committee must have at least two adjunct or regular Board members and must meet in person at least once a year.

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

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

#### ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The Nominating Committee shall meet prior to the May annual meeting to nominate up to eight regular member directors for a term of three years. Other special meetings shall be called as needed. Additional nominations may be made to fulfill unexpired terms. In addition, the Committee shall nominate a slate of officers as listed in Article VII, Section 1, for election to a one-year term. A candidate's consent is required for nomination. Any Board member may ask the President to call for additional nominations from the floor.

Section 2. Voting. Voting will take place 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 members present and shall assume their duties on July 1.

#### ARTICLE X. AMENDMENT

Section 1. Bylaws. 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 members of the Board 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. The Secretary 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

\*Male gender pronouns are used throughout this document to indicate both male and female genders.

I hereby certify that the foregoing are true and correct Bylaws of the Sarasota Institute of Lifetime Learning, Inc., a Florida Not for Profit Corporation.

Dated this February 10, 2010