Bylaws

Osher Lifelong Learning Institute
at the
University of Wisconsin-Milwaukee

Article I – Name

1. The name of this organization shall be the Osher Lifelong Learning Institute at the University of Wisconsin-Milwaukee (Osher) formerly the “Guild.”

2. Osher is sponsored by the School of Continuing Education of the University of Wisconsin-Milwaukee. OSHER will set all of its own goals and policies and may not be in conflict with or replace any policies of the University of Wisconsin-Milwaukee. Use of financial and other resources raised by OSHER or contributed to OSHER, from whatever source, will be subject to the discretion of the OSHER Board of Directors and be consistent with University of Wisconsin-Milwaukee policies.

Article II – Purpose

1. OSHER provides an ongoing forum for adults, age 50 and over, who have a mutual interest in intellectual stimulation and cultural enrichment. The concepts underlying the OSHER program are:
   A. that lifelong learning is a means to continued growth
   B. that accrued knowledge and wisdom constitute a reserve of resources to be shared with peers and community

OSHER is designed to extend to its membership creative learning in various forms, particularly by peer teaching and by use of faculty, staff, and community resources. Opportunities for participation in additional activities and community service will be devised as the group determines.

Article III – Membership

1. Membership in OSHER is open to all adults who have a commitment to learning. Request for membership shall be made on an approved form, accompanied by membership dues.

2. Membership in OSHER assumes the obligation to participate in and contribute to the activities of OSHER.

Article IV – Officers

1. The officers of OSHER shall be a President, a President-Elect, and a Secretary/Treasurer. They shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by OSHER.

2. Officers shall be elected by the general membership at the Spring General Meeting for a term of one year or until their successors are elected, and their term of office shall begin on July 1st following their election. Officers may be elected to a one-year successive term. This term limit may be waived by a two thirds vote of the Board of Directors.

3. No member may hold more than one office at the same time.

4. If an Officer is unable to fulfill his or her duties a successor to that office may be named by the Board of Directors to complete the remainder of the term of service.
Duties of Officers

A. **President:** The President chairs meetings of the Board of Directors and appoints chairs of standing and ad hoc committees. The President also establishes, in conjunction with the Board of Directors, the agenda for the annual meeting of the OSHER Membership.

B. **President-elect:** The President-elect performs the duties of the President when he/she is not available. Should the President not be able to complete his/her term in office the President-elect will become President pro-tem for the remainder of the term of office. The President-elect shall also perform other duties as directed by the Board of Directors.

C. **Secretary/Treasurer:** The Secretary/Treasurer is responsible for the minutes of the meetings of the Board of Directors, including the recording, the production and distribution of the minutes and the posting of the minutes for viewing by members of OSHER. The Secretary/Treasurer is responsible for reviewing and submitting for board approval the financial activities of Osher. The Secretary/Treasurer works with the Executive Director in submitting an annual budget to the Board of Directors and utilizes the periodic written financial reports prepared by the university of Wisconsin-Milwaukee in order to submit regular reports to the Board on the financial status of the organization and a report annually to the membership.

**Article V – Nomination of Officers**

1. It shall be the duty of the Leadership and Development Committee to nominate candidates for the offices to be filled at the annual meeting. The names and brief biographies of all candidates nominated by the Committee shall be included in the election notice.

2. Before the election at the annual meeting, additional nominations from the floor shall be allowed, provided that prior consent of the nominee, in writing, has been obtained.

3. In case of more than one candidate for office, voting shall be by ballot under the supervision of the L & D Committee.

**Article VI – Board of Directors**

1. The officers of OSHER, the immediate past president, the chairs of the standing committees, and an ex-officio representative appointed by the School of Continuing Education (the Executive Director) shall constitute the Board of Directors.

2. The Board of Directors shall have general supervision of the affairs of OSHER between annual meetings.

3. Regular meetings of the Board of Directors shall be held monthly, unless otherwise ordered by the Board. Special meetings of the Board of Directors can be called by the President, and must be called upon the request to the President of three members of the Board of Directors.

4. A quorum for a Board of Directors meeting shall be a simple majority.

5. Unless excused in advance by the President, members of the Board of Directors shall have their positions declared vacant if, for whatever reason, they fail to attend two successive regular meetings unless the Board of Directors decides otherwise.

6. Vacancies on the Board of Directors shall be filled for the unexpired term as follows:
   
   A. Vacancies of elected officers shall be filled by the Board of Directors.

   B. Vacancies of chairs of committees shall be filled by appointment by the President.
C. Vacancy of the Executive Director position shall be filled by the Deputy to the Provost for Continuing Education and Outreach, with input from the Board of Directors.

7. Resignation from the Board of Directors must be submitted in writing to the entire Board, which shall bring it up as an article of new business at the next, regularly scheduled Board of Directors meeting.

Article VII – Committees

1. Standing Committees shall be: Membership, Public Relations, Social, Newsletter, Curriculum, Leadership and Development, and Fund Raising. The Board of Directors may dissolve, combine or initiate new Standing Committees as needed.
2. Each Standing Committee shall consist of members who have indicated a desire to serve and other members of special talents as invited by the Chair.
3. The President shall appoint a Chair or Co-Chairs for each Standing Committee. The appointment shall be for a term of one year. No committee chair shall be eligible to serve for more than three consecutive terms. The Chair becomes a member of the Board of Directors automatically upon appointment.
4. Committee members shall be selected by the Chair. The members shall be eligible to serve for no more than five consecutive years on any one committee.
5. Standing Committees may appoint subcommittees, (which may include any OSHER member) when necessary to accomplish an assigned task.
6. From time to time, the President, with the approval of the Board of Directors, may appoint an ad hoc committee for a specific purpose.
7. A quorum for a committee meeting shall be a simple majority.
8. The President of OSHER shall be an ex officio member of all OSHER committees and shall receive copies of the minutes of committee meetings and all other communications addressed to all committee members.

Article VIII – Finances

1. The funds of OSHER shall be under the supervision of the Treasurer working in conjunction with the OSHER Executive Director. The Treasurer shall also be responsible for promoting gifts and endowments to OSHER, as directed by the Board of Directors.
2. OSHER dues and other member charges are submitted to the School of Continuing Education for processing.
3. The Executive Director is responsible for overseeing the day-to-day financial operations of OSHER. This includes processing the necessary requisitions and paperwork to support the programs and activities of OSHER. These expenditures shall be consistent with the actions of the Board of Directors and UWM policies.
4. The Treasurer has responsibility for the review of the receipt and disbursement of funds. Procedures for the receipt and disbursement of these funds shall be approved by the Board of Directors. The Executive Director is authorized to approve non-budgeted expenditures which do not exceed $500.
5. All fees shall be determined by the Board of Directors on the basis of need or upon the recommendation of the Treasurer.
6. The fiscal year shall be from July 1 to June 30 and the membership year shall be September 1 to August 31.

Article IX – Special Interest Groups
1. From time to time members may form Special Interest Groups, which will meet to discuss designated topics. Special Interest Group meetings are open to all OSHER members.

2. Each Special Interest Group shall determine its own operating procedures and shall designate one of its members as its leader. Meetings may be held at any location, but if a Special Interest Group decides to meet at an OSHER location, its schedule must be approved by the Executive Director.

3. Meeting times and places for each Special Interest Group must be reported for inclusion in the OSHER calendar.

4. A new Special Interest Group may be formed at any time by a group of prospective members making application for approval to the Board of Directors. Such application must include a statement of purpose, an estimate of group size, a proposed meeting schedule and a proposed meeting location.

5. The Leadership and Development committee shall select an individual to coordinate Special Interest Group activities and resource-requirements, resolve conflicts between Special Interest Groups and represent Special Interest Group interest on the Board of Directors.

Article X – Meetings

1. General meetings shall be held on dates fixed by the Board of Directors.

2. An annual meeting shall be held each spring for the purpose of electing officers and for any other business that may arise. The President shall report progress on the goals for the past year and submit for membership approval detailed goals for the upcoming year.

3. Notices of general meetings shall be sent out at least one month prior to the scheduled meeting date.

4. Meetings other than annual meetings can be called by the President or by the Board of Directors and must be called upon the written request of 10% of the membership of OSHER. The purpose of the meeting shall be stated in a notice sent out at least two weeks prior to the scheduled meeting date.

5. Time and location of all meetings, classes, lectures and tours shall be scheduled through and coordinated with the Executive Director.

Article XI – Books and Records

Books and records of OSHER relating to its organization, programs, activities and management shall be kept at a place designated by the Board of Directors. Such records are open to the inspection of the members at any time during normal business hours.

Article XII – Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order: Newly Revised shall govern OSHER in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order OSHER may adopt.

Article XIII – Amendment of Bylaws

1. Amendments to these bylaws may be proposed by motion at any business meeting, by the Board of Directors or by petition signed by fifteen members of OSHER.

2. Such proposed amendments shall be referred to the Board of Directors for study and submission to the next scheduled annual meeting or to a special meeting.

3. The proposed amendment may be adopted by a majority vote at such meeting provided the proposed amendment has been submitted in writing at least one month prior to the scheduled meeting date.
Unless otherwise stated, the proposed amendment, if adopted, becomes a part of the bylaws upon adoption.

Adopted by the Board of Directors: April 7, 2008

Adopted at annual meeting: June 12, 2008

Amendments adopted by the Board of Directors: April 2, 2012

Amendments adopted at annual meeting: June 13, 2012

Amendments adopted by the Board of Directors: April 1, 2013

Amendments adopted at annual meeting: June 12, 2013

Amendments adopted by the Board of Directors: October 6, 2014

Amendments adopted at annual meeting: June 19, 2015