

**Bylaws With Amendments
Osher Lifelong Learning Institute
University of Wisconsin-Milwaukee
To Be Approved by the Membership at the
2021 Annual Meeting**

Article I – Name

1. The name of this organization shall be the Osher Lifelong Learning Institute at the University of Wisconsin-Milwaukee (Osher.)
2. Osher is sponsored by the University of Wisconsin-Milwaukee. Osher will set all of its own goals and policies which will 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 Advisory Board of Directors (Board) 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, social engagement, 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
2. 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 Board determines.

Article III – Membership

1. Membership in Osher is open to all adults, age 50 and over, who have an interest in learning. Application for membership shall be made online in an appropriate manner accompanied by membership dues.
2. Membership in Osher assumes an expectation that members will participate in the learning offerings, volunteer activities, and financial contributions.
3. No Osher members, including officers, will present themselves to any entity as representing Osher or UWM without authorization; nor will they use their Osher membership for personal influence, gain or profit.

Article IV – Officers

1. The officers of Osher shall be a President, a President-Elect, and a Secretary. 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 Annual General Meeting for a term of one year. The officers' terms commence on the first day of the month following the Annual General Meeting. Officers can serve a second year with the approval of the Board and election by the general membership. This two-term limit may be extended for one year by a two-thirds vote of the Board, and election by the membership. If no candidate has been elected to an office being vacated the term of the previous officer may be extended by the Board until the office is filled by election at a special meeting or may be filled by appointment by the Board, the appointee remaining in the office until the next regularly scheduled election.
3. No member may hold more than one office at the same time.
4. If an Officer, other than the President, is unable to fulfill his or her duties a successor to that office will be selected by the Board to complete the remainder of the term of service.
5. Duties of Officers
 - a. President: The President chairs meetings of the Board and appoints chairs of standing and ad hoc committees. The President also establishes, in conjunction with the Board, 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. The President-elect shall also perform other duties as directed by the President. Should the President not be able to complete his/her term in office the President-elect will become President for the remainder of the term of office. In the event that a President-elect has not been elected and the President is not able to fulfill his or her duties the Executive Committee will appoint a President pro tempore (pro tem) until a President is elected. Upon the expiration of the President's first one year, or second one-year terms (when the Board has approved an optional third year term) the President-elect needs to be again voted into office before assuming another year of duties
 - c. Secretary: The Secretary is responsible for the minutes of the meetings of the Board including the recording, the production and distribution of the minutes and the posting of the minutes for viewing by members of Osher.

Article V – Nomination of Officers

1. It shall be the duty of the Executive Committee to nominate candidates for the officer positions for approval by the Board and by the membership 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 shall be allowed, provided that prior consent of the nominee, in writing, has been submitted to the Executive Committee at least two weeks prior to the annual meeting.
3. In case of more than one candidate for office, voting shall be by ballot under the supervision of the Executive Committee. If there is only one candidate for office the Chair may declare the nominee elected by unanimous consent (i.e. acclamation) of members in attendance in person or electronically.

Article VI – Advisory Board of Directors

1. The officers of Osher, the immediate past president, the Chairs and Co-chairs of the standing committees, and an ex-officio representative appointed by the University of Wisconsin—Milwaukee (the Executive Director) shall constitute the Board. The President may also select nonvoting ad hoc members with special expertise to attend Board meetings on an as needed basis. The ad hoc members may include non-member community experts.
2. For Standing Committees with Co-chairs, both Co-chairs may attend the Advisory Board meetings, but only the Lead Co-chair will vote. In the absence of the Lead Co-chair the Adjunct Cochair will vote. Both Co-chairs may participate in discussion.
3. The Board shall oversee all Osher affairs including, but not limited to, the vision, the values, the strategic plan, and the policies of Osher between Annual Meetings. The Board's primary responsibility is to be an advocate for the needs and interests of the membership.
4. Regular meetings of the Board shall be held monthly, unless otherwise ordered by the Board. Special meetings of the Board can be called by the President, or by the request to the President of three members of the Board.
5. A quorum for a Board meeting shall be a simple majority. Where Standing Committees have Co-chairs, only the Lead Co-chairs or, in that person's absence, the Adjunct Co-chair, will be counted for the purpose of a quorum.

6. Unless excused in advance by the President, members of the Board shall have their positions declared vacant if, for whatever reason, they fail to attend two successive regular meetings unless the Board decides otherwise. Where a Standing Committee has Co-chairs, if both Co-chairs fail to attend 2 consecutive meetings without an excused absence, both Co-chair positions will be declared vacant. The Board may make exceptions to this ruling on an individual case basis.
7. Vacancies on the Board shall be filled for the unexpired term as follows:
 - a. Vacancies of elected officers (excluding the President) shall be filled by the Board.
 - b. Vacancy of the President shall be filled by the President-elect.
 - c. Vacancies of chairs of committees shall be filled by appointment by the President.
 - d. Vacancy of the Executive Director position shall be filled by the Deputy to the Provost for Continuing Education and Outreach, with advice from the Board.
8. Resignation from the Board must be submitted in writing to the President of the Board who shall bring it to the Board at the next regularly scheduled Board meeting.

Article VII – Committees

1. Standing Committees shall be: Membership, Curriculum, Volunteer Engagement and Recognition, Executive, and Fund Raising. The Board may dissolve, combine or initiate new Standing Committees as needed. The Board determines the mission responsibilities for all standing committees.
2. Each Standing Committee shall consist of members who have indicated a desire to serve and other members with special talents as invited by the committee chair.
3. The President shall appoint a Chair or two (2) Co-chairs, with designations of Lead Co-chair, and Adjunct Co-chair, for each Standing Committee, except for the Executive Committee, which shall be chaired by the President of Osher. The appointment of a Chair or Co-chair shall be for a term of one year. Either as a Chair or Co-chair, no committee Chair or Co-chair shall be eligible to serve for more than three consecutive terms. Each Chair or Co-chair becomes a member of the Board automatically upon appointment.
4. Where Lead and Adjunct Co-chairs are appointed the duties of the Co-chairs will be divided by the Co-chairs as they see fit and in a manner that will be approved by the President.

5. Committee members shall be selected by each committee chair. The members shall be eligible to serve for no more than three consecutive years on any one committee.
6. The positions of committee Chair, or Co-chair, and committee member shall be considered as separate positions. A volunteer could serve three years as a committee member followed by serving three years as the Chair or Co-chair for the same committee (or vice versa). However no committee member may serve for more than 6 consecutive years. A withdrawal from the committee for at least one year is required before the member can be reappointed to the same committee.
7. Standing committees may appoint subcommittees, (which may include any Osher member), when necessary to accomplish an assigned task. Standing committees may appoint non-member experts to participate in subcommittees.
8. From time to time, the President, with the approval of the Board, may appoint an ad hoc committee for a specific purpose. The ad hoc committee may include both members and nonmember community experts.
9. A quorum for a committee meeting shall be a simple majority.
10. 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 Executive Director working in conjunction with Board. The Executive Director will submit an annual budget to the Board and periodic written financial reports prepared by the University of Wisconsin-Milwaukee that reflect the ongoing financial status of the organization. Annually, a report is made to the membership that provides the financial position and activity of Osher.
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 UWM policies and the annual budget expenditures.
4. The Board 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. The Executive Director, in collaboration with the Board, is authorized to approve non-budgeted expenditures which do not exceed \$2500.

5. All fees shall be determined by the Board on the basis of need or upon the recommendation of the Executive Director.
6. The fiscal year shall be from July 1 to June 30 and the membership year shall be September 1 to August 31.
7. Fees for participation in Osher programs shall be recommended by the Board and approved by the University. All fees shall be collected by the University and deposited in Osher Operational Accounts. All direct and regular expenses shall be paid from these accounts.
8. Non-fee income in the form of grants (other than from the Osher Foundation), gifts, bequests, and other contributions to Osher shall be regarded as non-operational income and shall be deposited into a separate Osher University Foundation Account. These funds shall be used exclusively to support the activities of Osher.
9. In the event Osher, or the same entity under a different name, is dissolved or disbanded, all funds of Osher shall belong to the University of Wisconsin-Milwaukee, to be used for purposes of non-traditional student scholarship funds.

Article IX—Meetings

1. General meetings shall be held on dates fixed by the Board.
2. An annual meeting is customarily held in the 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. A quorum for the annual meeting and other business meetings shall be defined as those members present at the meeting in person or electronically.
4. Notices of general meetings shall be sent out at least one month prior to the scheduled meeting date, which will include a notice of election of officers and officer bios as stipulated in these bylaws.
5. Meetings other than annual meetings can be called by the Board or 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.

6. Time and location of all meetings, classes, lectures and tours shall be scheduled through and coordinated with the Executive Director.
7. A virtual meeting may be held in place of or in addition to an in person meeting of the Board, any Standing Committee, any ad hoc committee or the Annual General Meeting. Virtual meetings will be conducted according to Osher protocols that address security, audio, video, text messaging, voting capabilities and documentation and that are consistent with UWM protocols for virtual meetings, as well as the most current revision of Robert's Rules of Order.

.Article X – 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. Such records are open to the inspection by the members by appointment with the Executive Director during normal business hours.

Article XI – 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 XII – Amendment of Bylaws

1. Amendments to these bylaws may be proposed by motion at any business meeting, by the Board, or by petition signed by fifteen members of Osher.
2. Such proposed amendments shall be referred to the Board 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 to the Board at least two months prior to the scheduled meeting date. The proposed amendments must be sent to the membership at least one month in advance of the meeting at which they will be voted on. 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

Amendments adopted at Annual Meeting: June 10, 2016

Amendments adopted at Annual Meeting June 14, 2017

Amendments adopted at Annual Meeting June 13, 2018

Amendments adopted at Annual Meeting on June 19, 2019

Amendments adopted at Annual Meeting on June 24, 2021