

# **Five College Learning in Retirement (FCLIR) Bylaws**

## **ARTICLE I NAME**

The name of the organization is FIVE COLLEGE LEARNING IN RETIREMENT (FCLIR).

## **ARTICLE II OBJECT**

Founded in 1988, FCLIR is a voluntary, self-governing association of individuals dedicated to providing opportunities for lifelong learning for adults in the Pioneer Valley area. FCLIR is organized under the auspices of Five Colleges, Incorporated (FCI), a consortium of Amherst, Hampshire, Mount Holyoke, and Smith Colleges and the University of Massachusetts at Amherst. The core of the FCLIR program consists of peer-led seminars that require the active participation of those enrolled. In addition, FCLIR offers a wide range of other educational activities and social events. To promote lifelong learning in the Pioneer Valley and foster close relations among the five colleges and the community, FCLIR may sponsor programs open to the general public.

FCLIR welcomes, as members and guests, all lifelong learners. FCLIR does not and shall not discriminate nor tolerate harassment on the basis of race, color, religion, sex, sexual orientation, gender identity or expression, age, physical or mental disability, marital status, national origin, or military status in any of its activities or operations.

## **ARTICLE III MEMBERS**

**Section 1: Eligibility and Admission:** Members of FCLIR are those persons who have completed membership applications and have paid the applicable dues.

**Section 2: Classes of Membership:** Full members are voting members and may participate in all FCLIR activities. Associate members are non-voting members who have formerly been full members and may participate in all FCLIR activities except seminars.

**Section 3: Rights and Obligations:** Members are expected to participate in the governance and operations of FCLIR. Voting members are those who, by virtue of their membership class, are entitled to vote for officers and members of Council and on matters submitted to the membership.

**Section 4: Changes in Membership Classes:** Council may create additional classes of membership only after notice of such action is provided to all FCLIR voting members at least 15 days before the Council meeting at which such action is to be taken.

## **ARTICLE IV COUNCIL**

**Section 1. Authority:** Council, elected by voting members and accountable to them, is the governing body of FCLIR. Council has general authority to manage all educational, organizational, and budget matters of FCLIR, including membership fees. FCI is the fiscal agent for FCLIR and, as such, manages all funds, has signatory authority for all contracts, and disburses cash.

**Section 2. Membership and Voting:** Council consists of eleven members with votes: the five officers and six other elected members. A representative of FCI may serve as an ex-officio Council member without vote.

**Section 3. Executive Committee:** The Executive Committee is composed of the five officers. It has general supervision over the affairs of FCLIR as directed by Council. It may act on time-sensitive and confidential matters in the name of Council, subject to approval of Council at the next meeting.

**Section 4. Eligibility:** All voting members are eligible to serve on Council. Upon completion of two two-year terms, a Council member is ineligible for one year for reelection.

**Section 5. Meetings:** Council will meet ten times in a calendar year and at other times when convened by the President. Any five members of Council may call for a special meeting of Council. A majority of Council members constitutes a quorum. Decisions are made by a majority of those present. Any member of FCLIR may attend a Council meeting with the approval of the President.

**Section 6. Operations Manual:** Council will establish and maintain an Operations Manual that describes administrative policies and procedures of FCLIR. Council resolutions will be added to the Operations Manual by the Office Manager at the request of the President.

## **ARTICLE V OFFICERS**

**Section 1. Number and Eligibility:** The officers of FCLIR are the President, Past President, Vice President/President-Elect, Secretary, and Treasurer. All voting members are eligible to serve as officers.

**Section 2. President:** The President sets the agenda for and chairs all meetings of Council, Executive Committee, and the membership. The President may attend committee meetings with the exception of the Nominating Committee, without voting privileges. The President represents FCLIR on public occasions or appoints suitable surrogates. The President will submit an annual report to the membership.

**Section 3. Vice President/President-Elect:** The Vice President/President-Elect is a voting member of the Finance Committee and a non-voting member of all other committees except the Nominating Committee. The Vice President oversees the effective functioning and operation of all committees and presides at Council meetings in the absence of the President.

**Section 4. Past President:** The Past President retains a seat and a vote on Council and Executive Committee for one year.

**Section 5. Secretary:** The Secretary is responsible for recording minutes of all

membership and Council meetings and distributing minutes of the meetings to members of Council. Approved minutes will be kept by the Office Manager and made available to any voting member upon request. The Secretary oversees the updating and maintaining of the Bylaws and Operations Manual.

**Section 6. Treasurer:** In conjunction with the Chief Financial Officer of FCI, the Treasurer oversees the finances of FCLIR, including preparation and submission of an annual budget for approval by Council and presentation to the membership. The Treasurer makes periodic reports to Council and the membership.

**Section 7. Tenure:** The Vice-President/President-Elect serves a one-year term and serves as President the following year and as Past President the year following that. The Secretary and Treasurer may be elected for three consecutive one-year terms. Terms of office begin on July 1.

## **ARTICLE VI NOMINATIONS AND ELECTIONS**

**Section 1. Nominating Committee:** The President, with approval of Council, annually selects a Nominating Committee to supervise nominations and elections for the current membership year. The committee consists of a chair, who is a member of Council, and four additional FCLIR voting members, at least two of whom are not current Council members. At least one committee member shall have been a member of the previous Nominating Committee. Current officers are ineligible to serve.

**Section 2. Council Members:** Three new Council members are elected each year for two-year terms. Nominations to Council may be submitted to the Nominating Committee by seminars, committees or voting members of FCLIR. The nominating party is responsible for obtaining the consent of the nominee. Each voting member may vote for no more than three nominees. The three nominees receiving the highest number of votes will be elected. In the event of a tie, the flip of a coin will decide.

**Section 3. Officers:** The Nominating Committee prepares a slate of candidates for the offices. This slate is provided to all voting members at least 10 days prior to the annual membership meeting. Voting members may make additional nominations before or at the annual meeting.

**Section 4: Elections:** Voting members will vote by secret ballot following the annual meeting. The Nominating Committee appoints three voting members to act as tellers. Officers, members of the Nominating Committee, and candidates may not be appointed as tellers.

**Section 5. Vacancies:** If a vacancy occurs in a non-officer position on Council, the candidate in the most recent election who received the next highest number of votes after those elected and is still eligible and willing to serve for the remainder of the vacated term, fills the position. If no such candidate is available, the Executive Committee may appoint a voting member of FCLIR to serve for the remainder of the term. If a vacancy occurs in the office of Secretary or Treasurer, the President, with the approval of Council, names a successor to such office for the balance of the one-year term. If a vacancy in the office of President occurs, the Vice President/President-Elect immediately becomes President for the remainder of the unexpired term and, in addition, for the one-year term which he or she would otherwise have served. If a vacancy occurs in the office of the Vice President/President-Elect, for this or any other

reason, a special election is held under the supervision of the Nominating Committee.

## **ARTICLE VII COMMITTEES**

**Section 1: Finance Committee:** The Treasurer chairs the Finance Committee, which shall also include the Vice President, a Past Treasurer and at least three other members.

**Section 2: Curriculum Committee:** The Curriculum Committee is responsible for seminar development.

**Section 3: Establishment and Termination:** Council may establish other committees deemed necessary to carry on the work of FCLIR and may terminate those no longer deemed necessary.

**Section 4: Committee Members and Chairs:** The President, in consultation with the current chair(s) and with approval of Council, appoints the new chair(s) of each committee. Chair(s) select the members of committees, subject to approval of Council. Terms for members of the Curriculum Committee, and such other committees as are designated by Council, may not exceed three consecutive years. For those committees, a member who becomes chair during or immediately following a three-year term may serve only one two-year term as chair. Chairs of committees are expected to attend, without vote, Council meetings that will consider matters relevant to their committees.

## **ARTICLE VIII MEMBERSHIP MEETINGS**

**Section 1: Annual Meeting:** The annual meeting is held prior to July 1 for the purpose of presenting a slate of candidates for offices, receiving nominations for officers and Council from the floor, and considering other matters of import to members. The nominating party is responsible for obtaining the consent of the nominee.

**Section 2: Special Meetings:** The President, with approval of Council, may convene a special meeting of the voting members at any time deemed necessary. If a petition signed by 15% or more of the voting members calls for a special meeting, the President and Council will convene a meeting for the purpose of acting on the subjects, and only those subjects, indicated in the petition.

**Section 3: Notification:** Council shall provide written notice of the meeting and agenda to all voting members at least 15 days prior to the date of a membership meeting.

**Section 4: Quorum:** Thirty percent (30%) of voting members constitutes a quorum for any membership meeting, general or special. Any meeting failing to achieve a quorum will be adjourned until such date, within 60 days, as may be specified by the presiding officer.

**Section 5: Voting Majorities:** Except for amendments to these Bylaws, all motions require a majority of those voting members present and voting to be adopted.

**Section 6: Method of Voting:** Ordinarily, voting at a membership meeting takes

place by a show of hands. A motion may be referred to a ballot vote at the meeting by a majority of voting members present. In either case, the President appoints tellers to count the votes. A motion will be submitted to online vote by all voting members if (1) approved by a majority of the voting members at the meeting, or (2) requested by a petition of fifteen percent (15%) or more of the voting members that is received 10 days or more prior to the meeting, or (3) approved by a majority of Council at a prior meeting.

## **ARTICLE IX PARLIAMENTARY AUTHORITY**

The current edition of *Robert's Rules of Order Newly Revised* governs FCLIR in all cases to which the rules are applicable and not inconsistent with these Bylaws and any special rules of order Council may adopt.

## **ARTICLE X AMENDMENT OF BYLAWS**

**Section 1: Proposing Amendments:** Any FCLIR voting member or committee may propose an amendment to these Bylaws in writing at any regular meeting of Council or at a special meeting of Council called for such purpose. The proposed amendment must be submitted to Council no later than 90 days prior to the membership meeting at which it would be voted on.

**Section 2: Council-approved Amendments:** Subject to the time constraints of Section 4 below, Council may consider, modify, and approve or reject the proposed amendment. If an amendment is approved by a majority of Council, it is submitted to a vote at the next regular membership meeting or at a special meeting called for that purpose.

**Section 3: Amendment by Petition:** If Council rejects the amendment, or if the proposers find Council modifications unacceptable, then a petition signed by 10 percent (10%) or more of the voting members requires Council to submit the amendment as originally proposed to a vote at a membership meeting.

**Section 4: Adopting Amendments:** An amendment to be submitted to the membership for a vote will be communicated to all voting members, along with explanatory material, at least 30 days prior to the meeting at which the vote is to be taken. If the proposed amendment is approved by sixty percent (60%) of those voting members present and voting, it becomes part of these Bylaws.

**Date: Approved FCLIR Annual Meeting May 15, 2024**