

Bylaws

Western Institute for Lifelong Learning

Article I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be **Western Institute for Lifelong Learning (WILL)**, a nonprofit organization incorporated under the laws of the State of New Mexico. The Institute is a semi-independent organization within Western New Mexico University.

Section 2 – Mission/Purpose: WILL shall provide programs for continued learning and intellectual discovery for adults in an expansive and informal learning environment.

Article II – MEMBERSHIP

Section 1 – Eligibility for membership: Membership shall be available to all persons who submit a membership application and who pay membership fees as determined by the Advisory Board. Membership shall be granted after completion and receipt of a membership application and payment of annual dues.

Section 2 – Dues: The amount required for dues shall be determined by the WILL Advisory Board. Dues shall cover one year from the semester that the membership application and dues are received.

Section 3 – Rights of members: Each member shall be eligible to vote in annual Institute elections, participate in Institute programs, nominate members to serve on the Advisory Board, and serve on Committees of the Institute.

Section 4 – Resignation and termination: Any member may resign from WILL at any time by not paying yearly dues or by notifying the WILL Membership Chair of an intention to discontinue membership.

Article III – MEETINGS OF MEMBERS

Section 1 – Annual Meetings: An Annual Meeting of the members shall take place in the month of April, the specific date, time and location of which shall be designated by the Advisory Board. At the Annual Meeting, the Chair of the Nominating Committee shall present the slate of nominees for Board seats. Nominations from the floor shall be accepted, with the consent of the nominees. Elections shall occur at the Annual Meeting with all members present eligible to cast a ballot for each open Board seat. Additionally, members shall receive reports on the activities of the Institute and discuss the direction of the Institute for the coming year.

Section 2 – Special Meetings: Special meetings may be called by the President, by the Executive Committee, or by a simple majority of the WILL Advisory Board. A petition signed by twenty percent of voting members may also call a special meeting.

Section 3 – Notice of Meetings: Notice of each meeting shall be given to each voting member, by email or postal mail, not less than two weeks prior to the meeting.

Section 4 – Quorum: The members present at any properly announced WILL membership (or annual) meeting shall constitute a quorum.

Section 5 – Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Article IV –WILL ADVISORY BOARD

Section 1 – Board Role, Size and Compensation: The Advisory Board shall be responsible for overall policy and direction of the Institute, and shall delegate the responsibility of day-to-day operations to the committees of the Institute, or as finances permit to contracted personnel. The Board shall have up to 15 members. The Board shall receive no compensation other than reasonable reimbursement of expenses.

Section 2 – Meetings and Notice: Advisory Board business shall be conducted at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board member have written notice at least one week in advance.

Section 3 – Board Composition: The Advisory Board shall be composed of up to 15 members. All Board members, except the Curriculum Chair who is appointed by the Advisory Board, shall be elected by the membership. Up to five Board seats shall be up for election each Annual Meeting on a rotating basis through a three year cycle. At the Board Meeting following the Annual Meeting, Advisory Board members shall elect Board Officers and appoint Committee Chairs, the Uber-Shepherd, Registrar and Grant Writer. These Advisory Board positions will be held until the following year's Annual Meeting.

Section 4 – Board Elections: Board members shall be elected to serve a three year term and are eligible for to serve two consecutive terms. After one year off the Board, a member may again be eligible for election or appointment to the Advisory Board. Before the Annual Meeting in April, the Board shall identify Board seats eligible for election that year. The Nominating Committee shall identify at least one WILL member who wishes to serve on the Advisory Board for each open Board seat. The Nominating Committee shall present the slate of nominees to the membership attending the Annual Meeting. Nominations from the floor may occur with permission of the nominee. All members shall be eligible to cast one vote for each available Board seat. Board seats shall be filled by a simple majority vote of those present at the Annual Meeting.

Section 7 – Quorum: For business transactions to take place and motions to pass at least one-half of the Advisory Board must be present.

Section 8 – Advisory Board Officers and Duties: Officers shall be the President, Vice President, Secretary and Treasurer, who shall comprise the **Executive Committee** of the Board. Officers shall be elected annually by members of the Advisory Board at the first Advisory Board meeting following the Annual Meeting. Officers may serve consecutive terms. The Board shall also appoint Committee Chairs, the Uber-Shepherd, Registrar, and Grant Writer at this time. The terms of the elected officers and appointed positions shall begin at the end of the meeting on the date of the election.

The *President*:

- shall be the official spokesperson for the WILL Organization and for the WILL Advisory Board;
- shall convene regularly scheduled Board meetings and set the Agenda for these meetings;
- shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer;
- shall facilitate the Annual Meeting and Sign-Up Social Meetings;
- shall, with assistance from the Treasurer, ensure that the actions of the Institute are in conformity with appropriate legal requirements;
- shall be directly responsible for the actions and duties of any contracted personnel.

The *Vice-President*:

- shall fill in for the President in emergencies;

- shall secure facilities for Annual Meeting and Sign-Up Socials;
- shall Chair a Policy and Planning Task Force whose responsibility shall be to annually review WILL policies and procedures;
- shall, as keeper of the Institute bylaws, policies, and procedures, present bylaw, policy, or procedure changes to the Advisory Board for their consideration.
- Shall facilitate strategic planning activities.

The **Secretary:**

- shall be responsible for keeping records of Board actions, including electronic transmission of Board packets to Board Members five days before each Advisory Board meeting;
- shall oversee the taking of minutes at all Board meetings and the WILL Annual Meeting;
- send out 'Thank You Cards' to facilitators of WILL Classes;
- assure that corporate records are maintained.

The **Treasurer:**

- shall make a report for each Board meeting of the state of WILL finances;
- shall Chair the Finance Committee;
- shall assist in the preparation of the budget;
- shall help develop fundraising plans;
- shall make financial information available to Board members, members, and the public;
- shall submit required Federal and State reports.

Board Members:

- shall be members of WILL and be encouraged to participate in WILL courses and programs;
- shall set Institute requirements and membership dues;
- shall formulate a strategic plan including the Institute's VISION to guide future WILL efforts;
- shall appoint Chairpersons for all standing committees;
- shall appoint the positions of Curriculum Chair, Uber-Shepherd, Registrar and Grant Writer;
- shall establish necessary task forces to accomplish duties of the Advisory Board;
- shall set the date and agenda for the Annual Meeting;
- shall fill vacancies on the Advisory Board that occur during a Board term;
- shall set and review bylaws and policies for the Institute;
- shall recommend and amend changes to the bylaws and policies as necessary;
- shall evaluate and act upon grievances related to the Institute that are brought to Board attention.
- shall have the power to hire and fire consultants and employees;
- shall respond to audit requirements.

Section 9 – Resignation and Removal of Board Members: Resignation from the Board shall be in writing and received by the President. A Board member may be removed from the Board due to excess absences or for other reasons by a three-fourths vote of the remaining Board Members.

Section 11 – Special Meetings: Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least one week in advance of the meeting.

Section 12 – Governing Procedures: All institute policies shall be established by the Advisory Board of the Western Institute for Lifelong Learning (WILL) and be in conformity with Western New Mexico University's policies and procedures. The rules contained in Robert's Rules of Order shall govern Institute meetings, provided they are not inconsistent with these Bylaws. The Will Advisory Board

shall own all rights to the WILL name, logo and all lists generated by WILL activities such as; the membership list, the class list, the marketing lists and the registration lists.

Article V – COMMITTEES

Section 1 – Executive Committee: Four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the WILL Advisory Board in the intervals between meetings of the Advisory Board, and is subject to the direction and control of the full Board.

Section 2 – Committee Formation: Four standing committees shall support the work of the Institute. Additional committees may be added by the Advisory Board as needed. The committees and their duties include:

- a. **Curriculum Committee** shall create all courses and programs offered by WILL to its members and the community;
- b. **Financial Committee** shall review revenues and expenditures and set WILL's Annual budget;
- c. **Nominating Committee** shall recommend names to fill Board seats;
- d. **Policy and Planning Committee** shall review and recommend policies for the Institute to be approved by the Advisory Board.

Article VII - AMENDMENTS

Section 1 – Amendments: These bylaws may be amended when necessary by two-thirds majority of the Advisory Board. Proposed amendments shall be submitted to the Secretary and be sent out with regular Board announcements but at least one week prior to the meeting at which Board action is planned.

These By-Laws were approved by the WILL Advisory Board July 20th, 2009.