

# **BYLAWS OF THE CANNON VALLEY ELDER COLLEGIUM**

## **Article 1 – Name and Mission**

### **Section 1 – Name**

The name of the organization is the Cannon Valley Elder Collegium. It is a nonprofit organization incorporated under the laws of the State of Minnesota.

### **Section 2 – Mission**

The mission of the Cannon Valley Elder Collegium is to make community educational resources accessible to seniors and to be a center for lifelong learning by providing non-credit college-level liberal arts programs.

## **Article 2 – Membership**

### **Section 1 – Eligibility**

Members of CVEC are those persons who are, or have been, teachers and participants in CVEC classes, CVEC administrators and Board members, and financial supporters of CVEC.

### **Section 2 – Equal Opportunity**

CVEC is an equal opportunity/equal education organization, and as such does not discriminate on the basis of gender, race, color, national origin, disability, sexual orientation, religion, age, or marital status in any of its programs. Consistent with CVEC's mission, priority will generally be given to individuals over 50 years of age.

## **Article 3 – Meetings of Members**

### **Section 1 – Annual Meeting**

#### **A. Date, Place and Notification**

A membership meeting shall be held annually. The time, date and place for the meeting shall be set by the Board of Directors.

#### **1. Spring meeting**

The notice for a spring annual meeting shall be sent at least four weeks beforehand, and shall include the names of the persons whose nominations will be presented by the Chair of the Nominating Committee at the annual membership meeting.

#### **2. Fall meeting**

The notice for a fall annual meeting shall be sent at least three months beforehand. To ensure that persons elected to positions on the Board of Directors will be able to assume their new duties before the first fall Board meeting, voting shall be carried out in advance remotely. The voting process shall include advance notification to the membership of the names of the persons whose nominations are being presented by the Nominating

Committee, with a request for any further nominations from the membership. Remote voting will proceed after nominations are finalized.

Such advance remote voting shall be considered the “annual membership meeting election” associated with a fall annual meeting.

## **B. Elections**

The business of the annual meeting shall include the election of the Board of Directors and the Board’s officers. The Chair of the Nominating Committee shall place in nomination the slate of persons recommended to fill Board vacancies and to serve as the Board’s officers for one-year terms. Additional candidates may be nominated by any member of CVEC. Candidates may be elected by voice or by remote electronic vote or, in the event any positions are contested, by vote conducted in such manner as the Chair of the Board of Directors may determine.

### **Section 2 – Special Meetings**

Special membership meetings may be called, upon written request to the Secretary or the Executive Director, by the Executive Committee, by a simple majority of the members of the Board of Directors, or by petition of 25 CVEC members. The Secretary or the Executive Director shall give notice of the meeting to the members, including a concise description of the business to be conducted, and setting forth the time and place thereof, to be held within one month of receipt of the request.

### **Section 3 – Quorum**

A quorum for all membership meetings shall consist of 30 members present.

### **Section 4 – Parliamentary Procedure**

Unless otherwise determined by these bylaws, all questions of parliamentary procedure in membership meetings shall be governed by the latest edition of Roberts Rules of Order.

## **Article 4 – Affiliates**

### **Section 1 – Definition and Status**

Affiliates are organizations that provide significant program support and/or collaborate with program offerings. Affiliate status is determined by vote of the Board of Directors.

### **Section 2 – Liaisons**

Each affiliate organization may designate a representative to serve as a liaison to the Board of Directors. Such liaisons shall serve as long as the affiliate organizations want them to serve. Liaisons are welcome-but not required to attend Board meetings, where they will be allowed voice but not vote. They will be provided with minutes and agendas of the Board meetings.

## **Article 5 – Board of Directors**

### **Section 1 – Duties**

The Board of Directors is responsible for overall policy and direction of the organization and delegates responsibility of day-to-day operations to the staff and Board committees.

### **Section 2 – Membership**

Membership is limited to a maximum of 16 members and a minimum of 12 members.

### **Section 3 – Meetings**

A minimum of six regular meetings of the Board shall be held periodically at times and places determined annually in advance by the Board. Special meetings of the Board may be called upon the request of the Chair, the Executive Committee, or one-third of the members of the Board by making a written request to the Secretary or the Executive Director. The Secretary or Executive Director shall give notice of each special meeting to the members of the Board, including a concise description of the business to be conducted, and setting forth the time and place thereof, to be held between 7 and 14 days after receiving the request.

### **Section 4 – Quorum and Voting**

The presence of a majority of the members of the Board constitutes a quorum at any meeting thereof. If a quorum is present when a duly called meeting is convened, the members of the Board present may continue to transact business until adjournment, even though the withdrawal of one or more members leaves less than the number otherwise required for a quorum. At all meetings of the Board, each member is entitled to cast one vote on any question coming before the meeting. A majority vote of the members present at any meeting if there be a quorum is sufficient to transact any business, unless a greater number of votes is required by these Bylaws.

### **Section 5 – Parliamentary Procedure**

Unless otherwise determined by these Bylaws, all questions of parliamentary procedure in Board meetings shall be governed by the latest edition of Roberts Rules of Order.

### **Section 6 – Electronic Communication**

Between regular Board meetings, the Board may transact business through balloting by telephone; by U.S. or hand-delivered mail; and by e-mail or other electronic means of communication. Such balloting shall be conducted only at the direction of the Executive Committee and shall be administered by the Secretary or an officer or staff member designated by the Secretary. The administrator of the ballot must be able to determine with certainty that ballots have been cast only by valid voters. The ballot shall consist only of a motion(s) that, in the opinion of the Executive Committee, must be considered before the next regular or special meeting of the Board. Before voting, each voter must receive rationale for and against the motion(s). A majority of Board members must cast valid votes for the voting results to be valid; a majority of the valid votes cast must be in favor of a motion in order for it to pass. The motion(s) and the results of the between-meetings voting shall be presented at the next regular meeting and reported in the minutes thereof.

### **Section 7 – Election of Officers**

There shall be four officers of the Board: Chair, Vice-Chair, Secretary and Treasurer, each to be elected for a one-year term at the annual membership meeting election.

### **Section 8 – Duties of Officers**

The officers of CVEC shall have the following duties:

The Chair shall convene and chair all Board of Directors and membership meetings. The Chair shall also recommend members of standing committees, other than the Nominating Committee, for Board approval.

The Vice-Chair shall provide assistance to the Chair and shall chair all Board of Directors and membership meetings in the absence of the Chair.

The Secretary shall be responsible for keeping records of the actions of the Board of Directors and of membership meetings, and of the Executive Committee as directed by the Chair.

The Treasurer shall be responsible for maintaining the financial records and reporting to the Board and to the annual membership meeting.

In addition to the foregoing, each officer shall have such duties and powers as may be prescribed from time to time by the Board of Directors.

### **Section 9 – Terms of Elected Board Members**

Normal terms of Board members are three years, staggered as required to achieve a goal of 1/3 of the Board members term expiring each year. As defined in Article 5, Section 11, less than three-year terms can be used to fill the unexpired term of a Board member who resigns.

Board members may serve successive terms if elected. Normally they are limited to two successive three-year terms.

### **Section 10 – Resignation or Removal from the Board**

Any member of the Board of Directors may resign at any time by giving notice of resignation to the Executive Director. A member of the Board may be removed by a majority vote of the members of the Board at a duly called meeting of the Board of Directors, or by a three-fourths vote of the members present at a duly called membership meeting.

### **Section 11 – Filling Vacancies on the Board and of Board Officers**

If a vacancy occurs more than two months prior to a scheduled spring annual meeting, or more than two months before the Board's scheduled May meeting in the event of a fall annual meeting, the Nominating Committee shall recommend to the Board, for approval, a person to serve the remainder of that vacancy's current academic year. If the vacancy's term extends beyond the current academic year, the Nominating committee shall present a nomination to the annual meeting for the remaining year(s).

However, if a vacancy occurs within two months of a spring annual meeting, or within two months before the Board's scheduled May meeting in the event of a fall annual meeting, the Nominating Committee shall present a nomination to the annual meeting of a person to serve for the remainder of that vacancy's term.

## **Article 6 – Committees**

### **Section 1 – Standing Committees**

There shall be five standing committees of the Board of Directors: Executive Committee, Curriculum Committee, Finance Committee, Nominating Committee, and Publicity Committee. Beyond these standing committees the Board may create other committees as needed.

### **Section 2 – Executive Committee**

The four officers of the Board serve as the Executive Committee, with the Executive Director as a non-voting member. When the Board Chair is serving a first year as Chair, the immediate past Board Chair also serves as a non-voting member to provide continuity.

The Board Chair conducts the meetings. Except for the power to amend the Articles of Incorporation, the Bylaws, and the Policy Manual, the Executive Committee has all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors. The Secretary shall be responsible for keeping the records of the Executive Committee in the form and detail requested at the time of each meeting by the Board Chair. The Board Chair is responsible for notifying the Board of any decisions that are made and may, at her or his discretion, request that the Board ratify any actions taken by the Executive Committee.

### **Section 3 – Curriculum Committee**

The Curriculum Director is Chair of the Curriculum Committee, which shall be composed of the Board Chair, at least two other Board members, and such additional persons as the Board shall appoint. The Executive Director serves as a non-voting member. The Curriculum Committee shall aid and advise the Curriculum Director in making course selections and shall approve the slate of courses for each term. In doing this, the Committee shall consider student interest, curricular balance in each term, and equitable distribution of faculty opportunity for participation in the program. The Curriculum Director is responsible for notifying the Board of each term's slate of courses after Curriculum Committee approval.

### **Section 4 – Finance Committee**

The Treasurer is Chair of the Finance Committee, which includes at least two other Board members and such additional persons as the Board shall appoint. The Finance Director serves as a non-voting member. The Finance Committee is responsible for developing an annual budget to present to the full Board for approval, providing a financial report at the annual membership meeting, and advising the Board on financial policy and operations. The Board or Executive Committee must approve any major change in the budget during the year.

### **Section 5 – Nominating Committee**

#### **A. Membership**

The Nominating Committee shall be composed of one Board member (appointed by the Board each spring) and three persons nominated from the general membership (voted upon at the annual membership meeting election). The Board member shall serve as Chair of the Nominating Committee. All members serve a one-year term; they may serve up to five additional terms if elected or appointed.

## **B. Duties**

The Nominating Committee will meet during the year to recruit and recommend for Board approval candidates to fill Board vacancies, the one-year terms of Board Chair, Vice Chair, Secretary and Treasurer, and the three Nominating Committee positions from the general membership. The Chair of the Nominating Committee shall advise the Board Secretary of the Nominating Committee's recommendations in time to include them on the agenda of the latest Board meeting that occurs at least five weeks before the annual membership meeting election. The slate of candidates shall appear in the notice of the annual membership meeting election, where the Nominating Committee Chair shall present the recommendations.

## **Section 6 – Publicity Committee**

The Publicity Committee shall be composed of at least two Board members and such additional persons as the Board shall appoint. The Publicity Committee is responsible for planning and overseeing the CVEC website, email policy, and other means of communication with the CVEC membership, potential members, and the general public. The Chair of the Publicity Committee shall be appointed by the Board Chair.

## **Article 7 – Executive Director and Staff**

**Section 1** – The Executive Director shall be hired by the Board. She or he has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies and designating other duties as necessary. She or he will attend all board meetings.

**Section 2** – The Executive Director is responsible for hiring and supervising any other staff, as authorized by the Board.

**Section 3** – The Executive Director and other staff may be, but need not be, elected or appointed as members of the Board of Directors. Whether or not elected as members of the Board, staff members are expected to attend and participate in meetings of the Board.

## **Article 8 – Interests in Property**

The members of CVEC do not, as such, have any right, title or interest in the property of CVEC. In the event of the dissolution of CVEC, any assets remaining after the payment of all its debts shall be distributed to such Minnesota non-profit organizations as the Board of Directors shall determine, consistent with all applicable law.

## **Article 9 – Amending the Bylaws**

**Section 1** – These bylaws may be amended at any Board meeting, a quorum being present, by the vote of two thirds of those present and voting, providing the proposed amendments have been made available for discussion at the previous meeting.

**Section 2** – Any CVEC member may propose a Bylaw change by submitting a written proposal to the Board.

## Certification

These Restated Bylaws were approved by a majority vote at a meeting of the Board of Directors on February 18, 2015. They entirely replace the original Bylaws of the Cannon Valley Elder Collegium as approved by the Board of Directors on August 8, 2001, as amended from time to time thereafter.

Amended sections 6.3 and 6.4 were approved on November 18, 2105.

Amended section 6.2 was approved on September 21, 2016.

Amended sections 3.1, 5.7, 5.8, 5.11, and 6.5 were approved on March 21, 2018.

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