



Adventures in Learning Bylaws

PREAMBLE:

Adventures in Learning, launched in 1998, became partners with Colby-Sawyer College in May 2000 when the Board of Trustees of Colby-Sawyer formally endorsed AIL and both parties accepted a set of operating guidelines governing the partnership. These guidelines are set forth in a Memorandum of Understanding that affirms the shared commitment of both parties.

The mission of Adventures in Learning is to provide lifelong learning experiences for adults with an interest in the world of ideas and who wish to continue their intellectual growth in an informal setting. AIL will achieve this mission by offering a diverse array of stimulating courses and programs throughout the year in the Kearsarge-Lake Sunapee region.

Article 1: Membership

Membership is open to all adults upon payment of annual dues.

Article 2: Annual Meeting

The annual meeting of the membership shall be held near the close of the AIL fiscal year either in person or virtually. Special membership meetings may be held at the call of the president or at the written request of ten (10) current members. Notice of the date, time and place for such meeting shall be sent to each current member, at least two weeks in advance of the date of the meeting.

An annual report shall be provided to the membership prior to the annual meeting.

Article 3: The Board

The Board of Directors of AIL is responsible for maintaining sound and ethical governance and financial management policies. The Board will ensure a sustainable future by making sure that AIL has resources to advance its mission. The Board is responsible for determining the organization's mission and purpose, for ensuring effective organizational planning, for setting goals and for monitoring the organization's performance. Board members contribute to the organization's culture, strategic focus, effectiveness, and financial sustainability, and serve as ambassadors and advocates.

There shall be no more than twenty (20) nor fewer than nine (9) members of the Board. Directors shall be elected by the membership at the annual meeting and seated thereafter to serve for a term of three (3) years. In addition, the designated representative of Colby-Sawyer College shall be an ex-officio member of the board.

Board members must be current Adventures in Learning members and shall be eligible for consecutive re-election no more than once. However, after serving two terms on the board and taking at least one (1) year off the board, the director may be reelected to the board and serve under the same term conditions. Vacancies, occurring between annual meetings may be filled by the remaining board members for the unexpired term. An unexpired term of less than one year shall not be considered a full term in connection with possible re-election.

Each Board member also serves on an AIL committee.

The president or any five board members, on 48 hours advance notice, may convene a special meeting of the board, to be conducted in person or electronically. A quorum will exist if 50% of the board is present in either form, and a vote will be considered binding if a majority of those "present" vote in agreement.

Minutes must be kept of all meetings of the board, and copies shall be provided to each board member prior to the following board meeting. Minutes shall be available to any AIL member upon request.

Article 4: Officers

Section 1. Officers. The officers shall be president, vice president, secretary, and treasurer, who shall be elected annually by the board and shall serve for one-year terms, with each term beginning immediately after the Annual Meeting. Officers shall be eligible for consecutive re-election no more than twice unless there is a special vote of the board to extend an officer's annual term for an additional year. Officer vacancies arising between annual meetings may be filled by the Executive Committee on an interim basis, subject to approval of the Board at a

subsequent meeting. An unexpired term of fewer than six months shall not be considered a full term in connection with possible re-election.

An officer of the Board may be removed from office at any time by a vote of two-thirds majority of the Board members eligible to vote.

Section 2. Duties of Officers.

- a. **President.** The President of the Board shall preside at all meetings of the Board, shall approve the agenda for all meetings of the Board, shall approve all Committee Chair appointments, and shall be the Chair of the Executive Committee.
- b. **Vice President.** The Vice President of the Board shall act for the President at the discretion of or in the absence of, the President. The Vice President shall serve as Vice Chair of the Executive Committee and perform other duties as may be assigned by the President.
- c. **Secretary.** The Secretary of the Board is responsible for recording and preserving minutes of the Board and Executive Committee meetings and overseeing the maintenance of an accurate record of all votes and acts of the Board.
- d. **Treasurer.** The Treasurer of the Board chairs the finance committee, is responsible for the budget, and shall oversee the management and reporting of the organization's finances.

Section 3. Executive Committee. The Executive Committee is comprised of the four officers. The Executive Committee will act on behalf of the Board in matters requiring Board action in between Board meetings, as well as serve in an advisory capacity to the President and the Board, assist in prioritizing agenda items, and provide feedback to the Program Manager. Actions taken by the Executive Committee shall be ratified by the Board at the next regularly scheduled Board meeting.

Article 5: Committees

Section 1: Standing Committees

There shall be Standing Committees for Curriculum, Communications, Finance, Membership, Nominating, Governance, and such others as the board may decide to establish. The Standing Committee chairs shall be members of the Board during their terms. They may be ex officio members if their membership on the board is impacted by term limits or if they are elected committee chair mid-year.

The chair of each Standing Committee shall be nominated annually by the Nominating Committee, with input from the president and current committee. These nominees must then be put forward for approval by the board.

Standing Committees may elect Vice-Chairs, at the discretion of the committee.

Standing committee chairs shall be eligible for reappointment by the Board, with each term beginning immediately after the Annual Meeting.

Members of each Standing Committee must be members of AIL and shall be nominated by that committee's chair and approved by the full committee. Terms will be for three years, with members eligible for re-election.

All nominations and approved appointments will be recorded in the minutes of the board meeting at which the nominations are acted upon. The past president of the board shall be invited to serve on the Governance Committee.

The duties and responsibilities of the Standing Committees include:

Curriculum Committee:

Responsible for all academic programs, the Curriculum Committee oversees recruitment of Study Leaders and implementation of approved course proposals through evaluation of classes and presentations. The Committee also provides annual estimates of courses and enrollment.

Communications Committee:

Responsible for all matters that relate to communications with members and the community at large, including writing articles for the newsletter and periodic press releases. The committee may provide writing and publicity services to other committees as mutually agreed upon, initiate the development of brochures for community promotion, and collaborate with the curriculum and membership committees to plan and promote special events.

Finance Committee:

Responsible for assisting the treasurer as needed in the preparation of the AIL budget; for the preparation of periodic and annual financial reports; for recommending to the Board course fees and membership dues in consultation with the Curriculum and Membership Committees; for making recommendations to the board concerning allocation of the net income or loss and the size of the reserve; for reporting to the board on any other financial matter requested by the president.

Membership Committee:

Responsible for recruiting and retaining members. The Committee will plan the Annual Meeting in consultation with the president of the board.

Governance Committee:

Responsible for assuring that AIL is managed in accordance with its bylaws and is adhering to Board policies that govern its operations. The Governance Committee oversees the Board in regularly assessing its performance and the organization's effectiveness in achieving its goals.

Nominating Committee:

The Nominating Committee shall consist of at least three members: one who is a member of the Governance Committee, one who is a member of the Board of Directors, and one from the general AIL membership. The Nominating Committee is responsible for overseeing a succession plan for AIL leadership and for recruiting and nominating new Board members and Committee Chairs. The Nominating Committee, in consultation with the Executive Committee, prepares the slate of nominees for AIL Officers, new and second term Board members and Committee Chairs. The slate is presented to the Board for its approval at the April Board meeting and voted on by the general membership at the Annual Meeting of AIL.

Section 2: Ad Hoc Committees

There shall be such Ad Hoc Committees as the president may appoint. Ad Hoc Committees may consist of board members and AIL community members, and may be chaired by persons from the membership at large. The length of term for these committees may vary depending on the issue under review.

Article 6: Compensation

All volunteers including board and committee members, volunteers and study group leaders shall serve without compensation; except they may be reimbursed for instructional materials for their course, including copying expenses for over the allotted number of 5 double-sided pages per course participant, and/or travel to course venues outside a 30-mile radius from their home.

Article 7: Dues and Registration Fees

Dues and course/event registration fees shall be set by the board. The membership shall be informed at the annual meeting if any changes have been made in dues for the next fiscal year. With the exception of the summer term and any pilot course that may be offered, an individual must have paid both the course registration fee and the annual membership dues to be eligible to take a course.

Article 8: Fiscal Year

The fiscal year shall be July 1 to June 30.

Article 9: Amendments

These bylaws may be amended, repealed or new bylaws adopted by an affirmative vote of at least two thirds of the total number of board members, provided at least two weeks written notice has been given before the board meeting. Such actions shall be reported to the membership at the following annual meeting.