

Senior University
BYLAWS
(Revised December 3, 2015)

ARTICLE I. Name, Purpose and Principal Office

- 1.1 **Name.** The name of this organization shall be Senior University Georgetown, hereinafter referred to as the "University."
- 1.2 **Purpose.** The University shall be a self-governing non-profit educational and cultural organization offering non-credit courses and other educational and cultural experiences.
- 1.3 **Principal Office.** The principal office of the University is to be located in Georgetown, Williamson County, Texas. The University may have such other offices as the Board of Directors (hereinafter also referred to as the "Board") determines or as the business of the University requires.

ARTICLE 2. Membership and Meetings

- 2.1 **Membership.** Persons become eligible to join the University and to participate in its activities upon reaching age 50. Membership shall begin with the month of initial enrollment and shall be renewable annually thereafter upon payment of any annual dues required. No person shall be denied membership on the basis of advanced age, sex, race, religion, national origin, physical disability, sexual orientation or non-violent adherence to any political party or creed. Every officer of the University, every member of the Board and every Board Committee Chair must be a member of the University. Committee and Task Force members/participants shall be members of the University except in special circumstances and only with the approval of the Board's Executive Committee and the Committee and/or Task Force Chair, then individuals who are not University members may participate in certain designated activities of the University.
- 2.2 **Suspension and Termination of Membership.** The Board of Directors may, by a majority vote, suspend or terminate a member's right of membership for misconduct associated with University activities. Written notice of such action shall be provided to the member, who shall have the right to appeal the action to the Board in writing and/or in person. Misconduct may be defined further by the Board, but shall include actionable instances of physical or verbal abuse, (whether written or oral), or any crimes against the person or property of any University member. A person whose membership has been suspended or terminated for misconduct shall not be entitled to a refund of annual membership dues and shall not be eligible to participate in any current or future activities of the University.
- 2.3 **Meetings.** The membership of the University shall meet annually. The Board of Directors may also call special meetings. The place and time of each meeting shall be determined by the Board.
- 2.4 **Notice of Meetings.** Notice of the Annual Membership Meeting shall be provided to members no fewer than fourteen days prior to any such meeting. Notice may be delivered by U. S. mail, e-mail, fax, electronically or any other means prescribed by the Board. Such notice shall state the business to be conducted and the time and place of the meeting. No business shall be transacted other than that referred to in the notice.
- 2.5 **Agenda of Meetings of the Membership.** The Agenda of the Annual Membership Meeting shall contain all items required by law and *at least* the following items:

*Proof of Due Notice of Meeting

*Reading and disposition of the Minutes of the last Annual Membership Meeting

*Report by the President

- *Presentation of a written Report by the Treasurer or his/her designee regarding the financial status of the University
- *Election of Individuals to fill Board Vacancies and Approval of the new Board of Directors
- *Adjournment

The Agenda of each Special Meeting of the Membership shall contain all items required by law and *at least* the following items:

- *Proof of Due Notice of Meeting
- *Reading and disposition of the Minutes of any Special Meetings occurring after the last Annual Meeting
- *Report by the President regarding the purpose of the meeting
- *The specific business to be conducted at the meeting
- *Adjournment

- 2.6 **Quorum.** The members present at a meeting of the University shall constitute a quorum.
- 2.7 **Conduct of Member Meetings.** The President will preside over all meetings of the University and the Secretary or the Secretary's Administrative Designee shall keep the Minutes of each meeting and record in a Minute Book all resolutions adopted and all business transacted at the meeting.
- 2.8 **Robert's Rules of Order.** *Robert's Rules of Order Newly Revised* shall govern all meetings of the University and the Board of Directors.
- 2.9 **Voting.** Each Member shall be entitled to one vote upon each matter submitted to a vote at a Member Meeting. Questions shall be decided by a vote of a majority of the Members voting thereon. Voting by proxy is not permitted. The President may vote only in the event of a tie.

ARTICLE 3. Board of Directors

- 3.1 **Governance.** The Board of Directors shall be elected at the Annual Meeting by the Members present. The Board shall administer the property, funds and affairs of the University and may adopt policies and procedures to implement these Bylaws. The Board, at its discretion, may hire an Administrator to conduct such elements of the day-to-day business of the University as the Board may see fit, including the hiring of other employees or contractors and assigning volunteers.
- 3.2 **Number of Directors.** The Board shall consist of not less than nine (9) and no more than fifteen (15) Members.
- 3.3 **Terms of Directors.** Board Directors shall be elected for staggered three-year terms except that in order to fill unexpired terms and maintain balance among the three cohorts, the Nominating Committee may nominate candidates for one-year or two-year terms and may designate candidates nominated by petition as candidates for one-year or two-year terms. No person shall serve on the Board for more than six years in succession. However, a member serving as Immediate Past President shall remain on the Board while serving in the Immediate Past President office. No Member who has previously served on the Board six years in succession (or seven years if the seventh year was as Immediate Past President) may be elected to the Board until a full year has passed following the end of his or her previous term of service.
- 3.4 **Filling Vacancies.** If a vacancy occurs on the Board, the President may appoint a member to fill that position for the remainder of the calendar year. An appointment to serve for less than a full calendar year shall not count toward the six-year limit for Board Directors.

- 3.5 **Nominating Committee.** Each year the President shall appoint a Board Director other than himself or herself to Chair the Nominating Committee. In consultation with the Chair, the President shall then appoint at least five additional members to the Committee including at least one Director other than himself or herself, at least two former Directors, and at least one member who is neither a Director nor a former Director. Each member of the Nominating Committee shall serve for a term of one year beginning January 1, and is eligible for reappointment. The Committee shall be charged with the tasks of nominating: (1) a slate of candidates for those Board positions that will become vacant at the end of the current calendar year; and (2) a slate of officers for the following calendar year. A nomination for the Board may also be made by a petition signed by ten Members and submitted to the President no fewer than twenty-eight days prior to the Annual Meeting.
- 3.6 **Special Meetings of the Board of Directors.** The Board shall meet in Special Session at the request of any Board Officer or of any three Board Directors. Notice of a Special Meeting shall be provided to Board members at least seventy-two hours prior to the meeting. Notice may be delivered by e-mail, fax, electronically or other means prescribed by the Board. Such notice shall state the business to be conducted and the time and place of the meeting. No business shall be transacted other than that on the Agenda contained in the notice.
- 3.7 **Regular Meetings of the Board of Directors.** Regular meetings of the Board of Directors shall be open to all members except that the Board may meet in Closed Executive Session to discuss such issues as, but not limited to, legal matters, matters of a personal nature, or complaints of alleged misconduct by members. Members who are not on the Board may address the Board at a meeting only with the prior notification to and consent of the President. Non Board of Director Members shall not vote on any issues at the Regular Meetings of the Board of Directors.
- 3.8 **Quorum at Regular Meetings of the Board of Directors.** A quorum shall consist of a majority of the total number of Board Directors.
- 3.9 **Action by Members Without Meeting.** Any action required by the Texas Business Organizations Code to be taken at a meeting of the members, or any action which may be taken at a meeting of the members or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken shall be signed by all the members entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

If the Corporation's Certificate of Formation (Articles of Incorporation) so provides, any action required by the Texas Business Organizations Code to be taken at a meeting of the members or any action that may be taken at a meeting of the members of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members or committee members as would be necessary to take that action at a meeting at which all of the members or members of the committee were present and voted.

Each written consent shall bear the date of signature of each member or committee member who signs the consent. Prompt notice of the taking of any action by members or a committee without a meeting by less than unanimous written consent shall be given to all members or committee members who did not consent in writing to the action.

If any action by members or a committee is taken by written consent signed by less than all of the members or committee members, any articles or documents filed with the Secretary of State of Texas as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the members, that written consent has been given in accordance with the provisions of Section 6.202 of the Texas Business Organizations Code and that any written notice required by such Section has been given.

A telegram, telex, cablegram or similar transmission by a member or member of a committee or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a member or member of a committee shall be regarded as signed by the member or member of a committee for purposes of this Section.

ARTICLE 4. Officers

- 4.1 **Election of Officers.** The Officers of the University shall consist of a President, a Vice President, an Immediate Past President, a Secretary, a Treasurer, and any other Officers deemed necessary by the Board. Only Board Directors are eligible to serve as Officers. The Term of Office shall be one year for each Officer with unlimited opportunity to serve in an Office during one's tenure as a Board Director. All Officers for the coming calendar year, except the Immediate Past President, shall be elected by the newly elected Board at its Special Meeting of Board Directors immediately following the current year Annual Meeting and prior to the first coming year Regular Meeting of the Board of Directors.
- 4.2 **President.** The President shall serve as the Chief Executive Officer of the University and the Chairperson of the Board of Directors and shall preside at meetings of the University membership. The President shall ensure that all decisions of the Board are implemented in a timely manner. The President may delegate certain responsibilities to the Administrator and the Administrator's subordinates, if any.
- 4.3 **Vice President.** The Vice President shall perform such duties as may be directed by the President and shall assume the duties of the President during the President's annual term of office in the event of the absence or incapacity of the President.
- 4.4 **Immediate Past President.** The Immediate Past President shall perform such duties as may be directed by the President.
- 4.5 **Secretary.** The Secretary, or the Secretary's Administrative designee, shall record all votes and minutes of the official meetings in books to be kept for that purpose. The Secretary shall ensure the maintenance of all official records of the Board of Directors and authenticate correspondence and documents of the Board. The Secretary shall ensure the maintenance of these Bylaws and Amendments by the University and ensure that upon the request by any University Member, a copy will be provided to that Member, at the Member's expense. The date of the most recently revised Bylaws shall be displayed on each page of the Bylaws and the Secretary shall ensure the maintenance of the full text of every revision in the University's Archive.
- 4.6 **Treasurer.** The Treasurer shall be responsible for oversight of the financial condition and affairs of the University on behalf of the Board. The Treasurer shall report to the Board on a regular basis to review the financial condition and the financial results of the University's activities. The Treasurer shall be responsible for the preparation of the University's operating and capital budgets, for the implementation of such budgets as approved by the Board, and for the preparation and submission of all necessary and appropriate financial reports and filings in a timely manner. The Treasurer shall also be responsible for the implementation of appropriate controls to ensure the financial integrity of the University and the protection of its assets.
- 4.7 **Removal of Officers.** An Officer may be removed by a Majority Vote of the Board at a Regular or Special Meeting of the Board of Directors.
- 4.8 **Filling Officer Vacancies.** A vacancy in the Office of President shall be filled by the Vice President for the remainder of that calendar year. A vacancy in the office of Vice President, Secretary, Treasurer or any other Office shall be filled by the Board (in consultation with the Nominating Committee) for the remainder of that calendar year. Vacancy in the office of Immediate Past President shall not be filled.

ARTICLE 5. Committees

- 5.1 **Establishment of Committees.** The Board of Directors shall have the authority to establish such standing committees and ad hoc committees/task forces as it deems necessary to achieve the objectives of the

University. The charge to each committee shall be specified in writing by the Board. An ad hoc committee may be identified as a task force, a study group, or any other designation assigned by the Board. No such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending or restating the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repeated by such committee. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law upon the Board of Directors or upon any individual Director.

5.2 **Committee Chairs and Members.** The Chair of each standing committee and ad hoc committee shall be appointed by the President for a one year term beginning January 1. Each Chair shall be eligible for reappointment. The Members of each standing committee and ad hoc committee shall be appointed by the President in consultation with each Chair. Members shall serve for a one year term beginning January 1, and shall be eligible for reappointment. The President shall be an Ex-Officio Member of every standing committee and every ad hoc committee.

5.3 **Executive Committee.** The Executive Committee shall consist of the Board Officers of the University. The Executive Committee may act on behalf of the entire Board of Directors, consistent with existing Board policies, without the need to consult the members of the Board of Directors. All such actions shall be reported to the Board of Directors at its next subsequent meeting.

ARTICLE 6. Financial Affairs

6.1 **Fiscal Year.** The fiscal year for the University shall extend from January 1 through December 31 of each calendar year.

6.2 **Annual Financial Status Report.** The Treasurer or his/her designee shall present a written report regarding the financial status of the University to University Members at each Annual Member Meeting.

6.3 **Annual Review of Financial Procedures.** Each year the Board may choose to engage a professional to: (1) review the University's financial policies and procedures to determine whether they are sufficient to provide adequate financial reporting and internal controls to safeguard the organization's assets; (2) ensure that the financial policies and procedures established are being followed; and (3) provide a written report to the Board.

6.4 **Bonding of Officers.** The Treasurer, the Administrator, and other University members delegated to assist the Treasurer shall be appropriately bonded.

6.5 **Annual Budget.** The Treasurer, with the assistance of the Finance Committee, shall propose an Annual Budget for adoption by the Board at the Board of Directors' Regular November Meeting. Once approved, the Treasurer or his/her designee shall present the Board Recommended Budget for the coming Year to the full membership for its approval at the Annual Membership Meeting.

6.6 **Tax-Exempt Status.** The Board shall maintain the University's classification as a non-profit tax-exempt organization under section 501(c)(3), as amended, of the Internal Revenue Code.

ARTICLE 7. Indemnification and Insurance

- 7.01. **Indemnification.** The Corporation shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.
- 7.02. **Insurance.** The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability.*[If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Corporation.]* Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the [Board of Directors/members] regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the [Board of Directors/members] as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE 8. Amendments

These Bylaws may be altered or amended and new Bylaws may be adopted at an Annual or a Special Meeting of the University Membership. Written notice of the proposed alterations or amendments shall be provided to the Members no fewer than fourteen (14) days prior to the meeting at which the proposed alterations or amendments are to be considered.

ARTICLE 9. Dissolution

It is the intent of Senior University to exist and operate in perpetuity. Should it become necessary to dissolve Senior University, the procedures followed shall conform to the laws and regulations of the State of Texas and the U.S. Internal Revenue Code. Any remaining assets after dissolution shall be disbursed according to the recommendations of the Senior