Blue designates items to be deleted. Red designates items to be included.

Board Manual, Section I, Governance

LEARNING IN RETIREMENT, INCORPORATED

Division of Continuing Education Lincoln University of Missouri Jefferson City, Missouri

CONSTITUTION / BY-LAWS

Article I - Name

The name of this not-for-profit institute shall be Learning in Retirement, Incorporated (LIR, Inc.).

Article II – Purpose

The primary purpose of Learning in Retirement, Incorporated, is to provide forums for participating group study on topics selected by the membership. It is an outreach activity of Lincoln University and the University's Division of Continuing Education, and began as an affiliate of the Elderhostel Institute Network (EIN).

Article III - Membership

Membership shall be composed of retired or senior persons who have paid their annual dues and have an interest in non-credit courses, educational travel and other activities offered by LIR, Inc. Members to be in good standing must have paid current dues. Annual dues will follow the fiscal period from January 1 to December 31. Mid-year dues for new members will be for the period of July 1 to December 31. Emphasis is upon active participation by all members. All members are eligible to be present and vote on matters before the organization at called membership meetings. Membership shall be open to everyone regardless of race, color, national origin, gender or disability.

The Director of Continuing Education of Lincoln University and/or a designated representative shall be a non-voting member.

<u>Article IV – Annual Meeting and Semiannual Meeting</u>

The annual meeting of the full membership shall be held within 30 calendar days after the close of the fiscal year, which is from January 1 to December 31, and an additional meeting of the full membership shall be held in the summer of each year.

Article V – Organization and Offices

The governing board (Board of Directors) of the organization shall be selected from those persons maintaining membership in LIR, Inc. The Board of Directors, consisting of 13 members, shall be elected by the membership at the summer semi-annual meeting, for terms to begin the following January 1 and serve a three year (3) term. Board members shall not exceed two (2) consecutive three-year terms. Board members and may be re-elected for additional terms after a one-year hiatus.

In the event that an elected Board member has more than three absences without notification from Board meetings in a 12-month period, his/her position would be declared vacated.

The Nominating Committee shall present their recommendations to the Board of Directors by the June Board Meeting for candidates to serve on the Board of Directors for the coming year.

The Nominating Committee will present the candidates for prospective Board members for approval at the May Board meeting.

The membership shall vote on this slate of nominees at the summer membership meeting.

The un-expired term of a board member shall be filled by presidential appointment with approval of the Board. The un-expired term shall be considered a full term.

The Nominating Committee shall present their recommendations for the offices of President, Vice President, Secretary, Treasurer and new Board Members to the Board of Directors by the June regular board meeting. Board Members then elect the President, Vice President, Secretary and Treasurer for the coming year.

The offices of President, Vice President, Secretary and Treasurer shall be filled from the current Board Members or previous Board Members who have served at least one full year on the Board of Directors. The incoming officers shall assume their official duties at the beginning of the next fiscal year and shall serve until December 31 of that year. They shall serve for period of one year. Officers are eligible to succeed themselves or until successors have been elected.

The Board of Director's Officers, defined as the LIR Executive Committee, consists of the offices of the President, Vice-President, Treasurer and Secretary. The Nominating Committee shall present their recommendations to the Board for the four (4) Executive Committee offices to be filled annually from current elected Board members who have served a minimum of one full year on the Board. Officers are eligible to succeed themselves during their elected Board term.

In the event the nominating committee is unable to secure a nominee from existing Board members for one or more of the executive offices, the president shall appoint a former Board member to the unfilled position. This one (1) year appointed position serves as a voting member.

The Nominating Committees' recommendations for the Executive Committee and if necessary, the president's recommendation for an un-filled position, are presented to the Board and a vote cast at the May Board meeting. Incoming officers assume their official duties on January 1st, and serve until December 31st of the coming year.

The retiring President shall remain as advisor to the Board of Directors for a period of one year.

Article VI – Dues / Fees

The Board of Directors shall determine annual and mid-year membership dues and fees.

Article VII – Duties of Officers

<u>The President</u> shall preside at all meetings at which he or she is present; shall exercise general supervision over the affairs and activities of the organization, and shall serve at his/her discretion as an ex-officio member on all standing and appointed committees. The President shall appoint appropriate committee chairpersons.

<u>The Vice President</u> shall assume the duties of the President during his/her absence and assist the President as directed by the President.

<u>The Secretary</u> shall record the minutes of the Board, Executive Committee and membership meetings, which shall be an accurate and official record of all business transacted. Documents shall be filed in the LIR Office.

The Treasurer shall, with the assistance of the Presidential appointees prepare the annual budget by the November Board meeting for Board approval. The Treasurer shall, along with the President and the chairpersons of Curriculum, Educational Travel and Membership & Marketing, prepare an annual budget for approval at the November Board meeting. Monthly financial reports shall be prepared for the Board. Funds for membership dues, course fees and membership activities shall be deposited in the LIR, Inc. accounts. All disbursements for expenses shall be issued in accordance with policies established by the Board of Directors.

The Treasurer or designee shall deposit all funds of the organization in the bank designated by the Board of Directors.

<u>The Executive Committee</u> shall be comprised of the elected officers. The Executive Committee shall meet at the call of the President or by simple majority of the Board of Directors to provide recommendations to the Board, to act on matters not requiring Board attention, or to assist the President or other members with decisions requiring attention prior to the next Board Meeting.

Article VIII – Committees

The President shall appoint all Committee chairpersons. Committee Chairpersons shall serve one-year terms, and shall be eligible for reappointment.

Standing Committees /Positions shall be as follows: Membership & Marketing, Educational Travel, Curriculum, Newsletter,/Web Site, Internal Audit, and Nominating. Committee chairpersons of Membership & Marketing, Educational Travel and Curriculum are voting members of the LIR Board of Directors during their appointment by the President.

<u>General Committees/Positions include</u> Clubs, Historian, Hospitality, Parliamentarian and Sunshine. These committee/positions report directly to the President.

The President shall appoint ad hoc and other committees as needed.

Article IX – Board Meetings and Order of Business

The Board shall meet monthly or as directed by the President. The order of business at all meetings shall be as follows:

- 1. Call to order
- 2. Reading of minutes of previous meeting
- 3. Financial report
- 4. Reports of officers and committees
- 5. Unfinished business
- 6. New business
- 7. Adjournment

Roberts Revised Rules of Order shall be followed.

<u>Article X – Quorum</u>

A majority of voting members present at a Board Meeting shall consist of a quorum for transacting business.

<u>Article XI – Relationship to Lincoln University</u>

A representative of Lincoln University's Division of Continuing Education shall serve as campus liaison for LIR, Inc. LIR, Inc. shall organize, manage and maintain its program, curriculum, educational travel and other activity needs including supplies, secretarial services and financial services. These responsibilities are delineated in an agreement between Lincoln University and LIR, Inc. dated June 25, 1997.

Lincoln University shall provide to the LIR, Inc. organization and its membership such physical facilities and auxiliary services as are essential to the proper functioning of the organization, within available resources.

Lincoln University shall be reimbursed for services and expenses incurred on behalf of LIR, Inc., as deemed appropriate and as agreed to by both parties. Financial aspects of the relationship shall be as set forth in the aforementioned agreement.

<u>Article XII – Not-For-Profit Status</u>

LIR, Inc. shall be registered with the Missouri Secretary of State as a not-for-profit corporation. No part of the net earnings of LIR, Inc. shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XIII - Amendments to the Constitution

This Constitution may be amended by a majority vote of the membership at a general membership meeting. Notification of proposed revisions of the Constitution will be included in the LIR Newsletter mailed to all current members of the organization prior to the general membership meeting.

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President, Board of Directors, LIR, Inc.

Secretary, Board of Directors, LIR, Inc.