

Board Handbook

This handbook is a basic reference source for OLLI directors, officers, committee and program planning group chairs, and the executive director and staff. It incorporates the Bylaws, which may be changed only by the general membership, governance policies and interpretations of the Bylaws approved by the Board of Directors (the Board), administrative and operational policies under the jurisdiction of the executive director, as well as procedures to implement these various policies.

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Section I. OLLI Purpose and Organization

A. Mission (Bylaws, Article II.1)

The mission of the Institute is to offer to its members learning opportunities in a stimulating environment in which adults can share their talents, experiences and skills; explore new interests; discover and develop latent abilities; engage in intellectual and cultural pursuits; and socialize with others of similar interests.

B. Guiding Principles (Bylaws, Article II.2.)

To accomplish its mission, the Institute is guided by the following principles.

- Provides noncredit, non-degree-granting programs, as well as special, cultural and social events.
- Is governed by its members through an elected Board of Directors.
- Functions as an intellectual cooperative in which members volunteer as planners, instructors, organizational officers and committee members.
- Serves as an important resource and forum for the discussion of current issues and concerns of its members and the community.
- Is an affirmative action, equal opportunity, nonprofit institution.

C. Underlying Instruments

1. The Osher Lifelong Learning Institute at George Mason University (abbreviated OLLI-Mason) is a non-profit entity holding a 501(c)(3) designation from the Internal Revenue Service for purposes of education. OLLI was incorporated in 1991 as a non-stock corporation under Virginia's Non-Stock Corporation Act (Title 13.1, Chapter 10). This statute imposes certain requirements on non-stock corporations relating to governance, membership, annual meetings, etc. These issues are addressed in the OLLI Bylaws and in this handbook.

2. The principal requirements of an organization of the type of 501(c)(3) designation the Institute has received are:

- OLLI is organized exclusively for educational purposes.
- No net earnings shall be distributed to its members.
- OLLI abides by restrictions on lobbying.

3. OLLI applied in 2000 for an election under section 501(h) of the IRS code to permit it to expend limited funds to influence legislation (rather than demonstrate an "insubstantial level of lobbying activity," the standard without the optional election). Organization funds may not be expended to support political campaigns or candidates. Funds expended under 501(h) are reported annually on the OLLI Form 990. To date, OLLI has expended only minimal resources in support of George Mason University.

4. The Bylaws, which were last approved by the general membership in 2013, are OLLI's principal operating instrument.

5. Section IX of this handbook provides more detail on OLLI's incorporation and its legal designations, as well as the order of preference (or the hierarchy of legal authority) applying to the Institute. The attachments contain the full text of the relevant legal documents (see table of contents) and of the Mason-OLLI Affiliation Agreement described below.

D. Affiliations

1. George Mason University

OLLI is recognized by George Mason University as a professional organization affiliated with the University. Lilyan Spero signed the first affiliation agreement on February 14, 1994. The current governing instrument is the renewable five-year Mason-OLLI Affiliation Agreement signed in October 2012 and valid until June 30, 2017. The agreement defines the responsibilities and commitments of each party.

2. Bernard Osher Foundation

(a) OLLI began receiving support from the Bernard Osher Foundation (www.osherfoundation.org) in 2004 when we changed our name from the Learning in Retirement Institute. Thus far we have received a total of \$275,000 in grants and two one-million dollar endowments, which were transferred to the George Mason University Foundation for the benefit of OLLI. OLLI began receiving an annual interest payout in 2007. These earnings are considered revenue available for operations.

(b) As an Osher Lifelong Learning Institute, OLLI is part of a 117-member network of OLLIs throughout the U.S. affiliated with the National Resource Center of Osher Lifelong Learning Institutes headquartered at the University of Southern Maine. The Osher National Resource Center disseminates information about effective educational programs for older learners and publishes a national research journal and the annual LLI Review. In addition it provides information and connections through its website www.usm.maine.edu/olli/national and plans an annual national conference along with providing various ways for OLLIs to connect with each other.

3. Elderhostel Institute Network

OLLI is a member of the Elderhostel Institute Network (EIN), a voluntary association of lifelong learning institutes (LLIs). EIN exists to promote communication and provide resources to more than 400 LLIs around the country. EIN was founded in 1988 and is now part of Road Scholar educational adventures, created by Elderhostel, Inc., the not-for-profit world leader in lifelong learning since 1975. Road Scholar programs are designed to inspire adults to learn, discover and travel by providing expert instructors, extraordinary access and stimulating conversation and friendships with people who share a commitment to lifelong learning. See www.elderhostel.org/ein/intro.asp.

F. Membership (Bylaws, Article III, V)

1. Members

Under the Bylaws, there is one class of members: voting members. In compliance with the Bylaws provisions, the Board determines the qualifications, dues, terms, and other conditions of membership.

2. Qualifications and Terms

Members are persons who subscribe to the mission and guiding principles of the Institute and pay dues in accordance with procedures established by the Board. Since the Institute is run as a cooperative, members are encouraged to volunteer, as much as they are able, to assist in the operations of the Institute.

3. Dues

(a) Effective with spring 2014 registration, individuals may register one time for one term for a fee of \$150 to determine if they want to become fully qualified voting members, in which case they will register as new members and pay annual dues of \$375 to join.

(b) In March 2011, the Board approved a uniform dues structure in which all new members regardless of location pay full dues.

(c) In January 2014 the Board approved an increase in annual dues from \$360 to \$375 effective with spring 2014 registration.

4. Membership Meetings

Members vote at general membership meetings, or electronically via the Member Portal or by ballots mailed in connection with such a meeting on Bylaws or amendments to them and to elect directors and on any other matters the Board brings before them. Voting of members by absentee ballot is authorized with respect to agenda voting items included in the meeting notice. Only absentee ballots received by the Institute at least 24 hours prior to such a meeting shall be counted and included in the quorum. Ten percent of the membership at any properly announced meeting shall constitute a quorum. Absentee ballots shall be accepted as proxies solely for quorum purposes. Voting on all other matters is expressly reserved for the Board. An annual membership meeting must be held in the spring. Town meetings may be called periodically at the discretion of the president, usually in early November.

5. OLLI *Member Handbook*

Updated periodically by the Publications Committee based upon input from the Member Services Committee, the *Member Handbook* provides information about OLLI useful to new members, including the value of friendship, the importance of volunteering in the life of the Institute, and the nature of OLLI volunteer opportunities. While the *Member Handbook* does not have policy status, it is recommended that directors keep a copy of the *Member Handbook* with their Board Policy and Procedures Handbook.

Section II. Board Structure and Process

A. Governance Function (Bylaws, Article IV.6.)

1. Board responsibilities under the Bylaws. The OLLI Board provides for the governance of the Institute. The Bylaws provide that the Board shall:

- Propose changes in the Bylaws.
- Establish the policies of the Institute.
- Determine its mission, purposes and programs.
- Ensure adequate resources and approve budgets.
- Develop a vision for its future.
- Provide strategic direction.
- Determine qualifications, dues, terms, and other conditions of membership.
- Establish the Institute's fiscal year.
- Designate a statutory office and agent.

2. The Board also reviews and accepts the annual audit report.

3. Once policy is established by the Board, it is the responsibility of individual committees, working collaboratively with the executive director, to develop guidelines and procedures for the implementation of such policy.

4. In 2005 the Board developed a job description and hired an executive director; in 2007 the Board revised the executive director's job description and hired a replacement executive director, effective January 1, 2008. Upon his resignation in May 2013, the Board hired a new executive director in September 2013 with a revised job description (see Attachment I). If for any reason there is in the future a need to change administrative/operational management, the Board has the authority to employ appropriate staff on behalf of the Institute.

B. Composition (Bylaws, Article IV.1.)

OLLI has an 18-member Board; one-third are elected each year for three-year terms. The Board may appoint ex officio members to the Board for a term to be specified by the Board. Such persons may introduce resolutions, but shall not make motions, second motions or vote. The executive director is an ex officio member of the Board. The immediate past president, if he or she does not continue as a director, also serves as an ex officio director. If a standing or ad hoc committee chair is not a director, the chair is an ex officio member for as long as he or she holds that position.

C. Nomination and Election of Directors and Officers (Bylaws, Article IV.2-3.)

1. General

Each year, a Nominating Committee (NC) solicits recommendations from current directors, staff, committee chairs and the membership. Based on their input, the NC nominates those it considers to be the best-qualified candidates for the Board. It then conducts the election of directors and officers. Voting is by secret ballot. The Board develops and publishes procedures and guidelines for the selection, nomination and election of directors and officers. See the Bylaws for more detail on nominations and the election process. Attachment H to this Handbook contains the Board-approved procedures and guidelines to be followed by the NC. Only provisions involving directors are summarized here.

2. Responsibilities of the Chair

(a) The president shall recommend a NC chairperson, and the Board at its January meeting shall vote on the approval of the recommendation. The chairperson shall, with the approval of the Board, appoint two directors and sufficient members from the general membership to constitute a majority serving on the committee.

(b) Members of the NC are not eligible to be candidates for director during the upcoming year.

(c) The slate of Board candidates is announced at the March Board meeting.

(d) In addition to those candidates recommended by the NC, any members not disqualified under Article IV(4)b shall be nominated and added to the ballot by presenting petitions to the NC. Such petitions shall contain valid signatures and verifiable identifications of at least five percent of the members of the Institute. Procedures for submitting and processing such petitions shall be approved by the Board.

(e) The directors shall be elected by the general membership from among the candidates recommended by the NC and any petition candidates. Voting shall take place by secret ballot during the month of May. The secretary shall notify the general membership of the closing date of the elections at least 25 days in advance and electronic and paper ballots shall be made available to members at least 14 days prior to the closing date of the elections. When the votes have been tallied and certified by the NC, the nominees shall be notified of the successful candidates, after which the results shall be announced to the membership by appropriate means as soon as possible. .

3. Election of Officers by the Board

The NC chair, and one or two committee members if desired, is responsible for canvassing the twelve ongoing and six newly-elected directors for willingness to be a Board officer in the coming year. As early as practical but within 14 days following the election of directors, the NC submits to the Board the names of potential officers it believes are willing to serve. The NC chair conducts the election of officers at the first meeting of the Board held within six weeks after the closing date of the elections. Officers shall be elected by a majority of directors voting. Absentee ballots are authorized for election of officers only for the first round of voting.

D. Terms and Conditions (Bylaws, Articles IV, 4-5, 7., VIII.3.)

1. Term of Office

A director's three-year term begins with the first meeting of the Board (which shall be held within six weeks after the closing date of the election) and extends until the first meeting of the new Board after the annual elections three years hence. Directors are limited to two consecutive terms (unless immediately prior they have served for one year or less). After a two-year absence from the Board, an individual may serve again.

2. Resignation or Removal

A director may resign by notifying the secretary in writing; the resignation takes effect at the time specified by the director. When a vacancy occurs, the president appoints, and the Board approves, a member to fill the unexpired term. Under no circumstances may the appointment be based on the member's confidential electoral standing as a candidate for the Board of Directors. If the person who resigned was an officer, the Board elects a director to serve in that office for the remainder of the one-year term. Removal for cause is covered in Section V(B).

3. Compensation

Directors and officers serve without compensation except for reasonable expenses as established by the Board. Directors, officers and employees of the Institute, when acting on behalf of the Institute, are indemnified and held harmless for their actions to the full extent allowed by law. See Section VIII(E) for indemnification and insurance coverage.

E. Board Procedures (Bylaws, Article V)

1. The Board meets as often as required; current practice is to meet monthly except during May, August and December. June (when we convene the new Board and elect our officers) and January (when we approve our final budget, including any increases in dues) are the most

important meetings of the year. Meetings are usually on the third Friday, except for June when the meeting is often on the first Friday. Meetings are announced by the executive director about two weeks in advance of the meeting. Meetings may be called by the president, the Executive Committee, or at least one-third of the directors. The Board meets occasionally at the Reston and Loudoun sites at the discretion of the president.

2. A majority of directors in office and eligible to vote constitutes a quorum. Decisions are made by majority vote of those voting. Proposed amendments to the Bylaws must be approved in their entirety by a two-thirds vote of directors then in office before submission to the general membership. Directors are permitted to participate by conference telephone and be counted toward a quorum (see the Bylaws, Article V(1)c). The executive director will make arrangements for those directors who request this option.

3. The Board shall accept from any director who is unable to attend a Board meeting an absentee vote on any proposed resolution circulated before the meeting. Absentee votes shall be valid only for the original resolution. Absentee votes must be delivered in writing to the secretary or received by the secretary electronically prior to the Board meeting. Voting by proxy is not permitted.

4. Board meetings are open to the membership with the exception of executive sessions and retreats. Issues related to personnel, staff pay or other matters determined by the Board to be confidential are always discussed in executive session.

5. The Board agenda generally includes an opportunity for comments from non-directors. The transparency policy for Board operations governs notice of Board meetings and provision of the proceedings of Board meetings to the general membership. See Section V(D) for the text of the transparency policy.

6. Agenda for Board Meetings. The president and the executive director are responsible for development of Board meeting agendas. The agenda customarily begins with welcoming remarks and introduction of guests by the president, approval of the agenda, approval of the minutes of the previous meeting, the President's Report, and the Consent Calendar. The latter is intended to address non-controversial business quickly and includes the Committee Report Summary and any other business not requiring discussion that has been distributed to the Board in advance by the executive director. The president asks if any director wants to extract an item from the Consent Calendar for discussion. A director need only make the request. There is no second, discussion or vote. That item is then either discussed immediately or placed on the agenda under "Unfinished Business." The president then asks the Board to vote by general consent to accept the items remaining in the Consent Calendar. When accepted, the content of all submitted committee reports is deemed to be accepted in its entirety. Following the Consent Calendar, the agenda proceeds with Committee Action/Information Items, the Executive Director's Report, the Treasurer's Report, Unfinished Business, New Business, and Additional Comments from directors and guests.

7. Submission of resolutions to the Board.

(a) Resolutions that pertain to the responsibilities of a standing committee should either be originated by that committee or referred to it for comment prior to submission to the Board. Resolutions complete with rationale should be emailed to the Board at least one week prior to the meeting.

(b) In time-critical matters that arise too late to conform to these guidelines, the President may ask the Board to proceed with a vote at the meeting or by email, in which case quorum rules apply. Directors email their votes to the secretary. Such Board decisions must be confirmed at the next regular meeting and documented in Board minutes.

(c) If the resolution affects organization or policy, the submitter should identify where in the Board Policy & Procedures Handbook the change should be inserted. The Board may also decide to create an ad hoc committee to address the issue and submit a report with recommendations to the Board within a specified time frame.

8. The president may call a retreat for the Board when it seems appropriate and, with the executive director, orient newly elected directors.

F. Officers (Bylaws, Article VI)

1. General

The president, vice president, treasurer and secretary are elected for one-year terms by directors at the first Board meeting following the annual election, and each serves until the replacement officer is elected by the Board. Officers are limited to two consecutive terms in the same office. If the NC, however, is unable to find a candidate to run for the office of vice president, secretary or treasurer, the president may, with the approval of the Board, appoint the incumbent to remain in that position for an additional year. In the case of an officer vacancy, the Board elects a new officer to complete the unexpired term. The duties of the four officers are listed below.

2. President

(a) The Bylaws provide that the president

- Is responsible for the governance of the Institute.
- Presides over all official business meetings.
- Supervises the executive director.
- Serves as chair of the Board.
- Serves as principal spokesperson, but may delegate that responsibility.
- Fills any vacancies on the Board.
- Appoints standing and ad hoc committee chairs (Nominating Committee chair by January 14)
- May appoint a parliamentarian

(b) The president also

- Develops Board agendas with the executive director.
- Prepares an annual report with the executive director, delivers it to membership at the annual membership meeting.
- Chairs the Executive Committee.
- Upon assuming office, (1) notifies standing committee chairs that their continued appointment is confirmed or, if applicable, that a new committee chair will be appointed and a resignation should be submitted; and (2) for any applicable positions, appoints new standing committee chairs.

- Conducts, with the executive director, an orientation briefing for all newly appointed committee chairs to ensure they fully understand the committee's functions and their responsibilities as chair.

(c) Immediate past president

- Serves as an ex officio member of the Board for one year if no longer a serving director.
- If agreeable to both, may serve as an ex officio member of the Board for one additional year in the event his/her term on the Board has expired and the current president serves a second year.
- Advises the new president concerning the executive director's job performance and compensation package for the following fiscal year.

3. Vice President

The Bylaws provide that the vice president fulfills the duties of the president if the president is unable to do so, and takes on such duties as the president and vice president determine between them.

4. Treasurer

(a) The Bylaws (Article VI (3) c) provide that the treasurer

- Is responsible for overseeing the development of the annual operating budget.
- Reviews accounting procedures and controls at least annually to provide reasonable assurance that accounting and bookkeeping transactions are properly recorded.
- Oversees the ED's presentation of written financial reports to the Board periodically and a financial statement at annual membership meetings.
- Presents a financial statement at annual membership meetings.
- Oversees an annual independent audit.

(b) The treasurer also

- Traditionally chairs the Finance Committee, but is not required to do so under the Bylaws.
- Works with the executive director to ensure that the budget development process includes inputs from committee chairs and others whose activities may involve expenditure of OLLI funds, presentation of budget assumptions for Board approval, and opportunity for directors and interested members to comment on a draft budget for the upcoming year.
- Traditionally continues to serve on the Finance Committee for at least one year after the end of the term of office.

5. Secretary

(a) The Bylaws (Article VI (3) d) provide that the secretary

- Is responsible for assuring that accurate records are prepared and maintained of meetings of the Board, Executive Committee and the general membership, including policy and administrative decisions made by these bodies.
- Functions as the archivist and authenticates records of the Institute.
- Notifies directors of the time and place of Board meetings.
- Complies with the timing and nature of notice requirement to the general membership for the annual spring membership meeting, any other general membership meetings and the closing date of the elections.
- Notifies Directors promptly of all actions taken by the Executive Committee.

(b) The secretary also

- Is responsible, with the executive director, for compliance with the transparency policy for Board operations.
- Prepares highlights of Board meetings, retreats and membership meetings for publishing in *OLLI E-News* to inform the membership.
- Emails drafts of the Board minutes to the Board for review and comment as soon as possible following each meeting. Emails revised and final version of the minutes prior to the next meeting to directors. Emails approved minutes to the OLLI administrator for posting on the OLLI website and signs the record copy.
- Maintains sequential and topical files of all resolutions passed by the Board since the most recent update of this handbook.
- May delegate any of these tasks.

Section III. Board-Staff Relations

A. Executive Director

1. The job description for the executive director was approved by the Board on Oct 24, 2007, and renewed effective January 17, 2014. (See Attachment I)
2. The executive director serves as the Institute's chief operating officer and is currently the only full-time salaried staff employee, reports to the president, is accountable to the Board and is responsible for managing the Institute's operations and supervising its staff. The executive director is an ex officio member of the Board, the Executive Committee and all standing and ad hoc committees except for the Nominating Committee. He/she prepares and distributes the Committee Report Summary and agenda for its meetings and keeps the Board informed of his/her activities and accomplishments.
3. The president evaluates the job performance of the executive director annually by October, with the advice of the directors. If the president was newly elected, he/she seeks the advice of the previous president in the evaluation process. The executive director's compensation package is negotiated by the president and treasurer before the November Board meeting for approval by the Board in executive session.
4. Leadership of the Institute is shared by the president, Board and executive director. The Board determines the mission, provides for its governance and sets policies. The executive director contributes to the work of the Board and implements the policies and programs in accordance to its mission.

B. Staff

1. General

OLLI staff report to the executive director and are part-time hourly employees. Complete position descriptions are on file in the Tallwood office. Summaries of staff job descriptions are included here. There may be some matters that would be efficiently handled through a direct interaction with the staff member whose job includes that responsibility. However, it is generally advised that directors seeking to communicate with staff begin either by contacting the executive

director or including the executive director in correspondence with staff. This will foster good lines of communication and avoid misunderstandings.

2. Administrator

(a) Responsible for the efficient day-to-day administrative functioning of all OLLI locations, including off-site rental facilities, arranges for and assigns classroom and meeting space, and serves as the principal staff point of contact for the site assistants.

(b) Orders supplies and arranges for maintenance services.

(c) Transmits and disseminates all OLLI communications.

(d) Organizes special projects such as teacher, volunteer and physical plant appreciation events and supports all other special projects and social events.

3. Registrar

(a) Serves as the OLLI registrar.

4. Lead Program Associate

(a) Provides support to OLLI program planning groups, the Program Committee and the Liaison Sub-committee by attending all meetings, recording minutes and assisting in the development of OLLI educational programs.

(b) Maintains and periodically circulates draft term schedules.

(c) Assembles course descriptions and other catalog content and works with volunteers to produce the four OLLI catalogs each year.

(d) Maintains a database of all OLLI presenters and processes thank-you letters after each course or term.

5. Communications/Program Associate

(a) Provides support to OLLI program planning groups, the Program Committee and the Liaison Sub-committee by attending all meetings, recording minutes and assisting in the development of OLLI educational programs.

(b) Supports Special Events and One Time Programs

(c) Assembles course descriptions and other catalog content and works with volunteers to produce the four OLLI catalogs each year.

(d) Creates correspondence

(e) Maintains database and processes queries.

(f) Coordinates with the Program Associate and ED to support events, classes and trips.

(g) Social media resource coordinator.

5. Finance Associate

(a) Responsible for accounting and bookkeeping functions of the institute. Coordinates closely with the executive director and treasurer to assure accountability for financial matters.

(b) Maintains financial records and prepares all required financial reports and related documents for the executive director and the Board.

(c) Develops and maintains the OLLI Accounting and Financial Procedures Manual and consistently follows all procedures.

(d) Processes payroll for OLLI staff.

(e) Monitors all OLLI contracts.

- (f) Serves as financial liaison with the Mason Foundation and other departments.
- (g) Processes all financial transactions related to registration, reimbursements, payments, and ordering.

6. Site Assistants

- (a) Responsible for all classroom set-up and take-down at all sites where OLLI classes are taught.
- (b) Works with coordinators and instructors to ensure that audiovisual and other instructor needs are met.
- (c) Arranges for reproduction of instructor hand-outs.
- (d) Performs other housekeeping and clerical duties in support of the efficient operation of the teaching program.
- (e) Ensures that adequate refreshments are available to OLLI members when classes are in session.

7. Other Staff

When the executive director deems it necessary to add additional permanent staff, he/she must seek Board authorization before proceeding. However, the executive director is authorized to hire temporary staff to meet unexpected, short-term needs as long as the Board-approved total payroll is not exceeded by more than 3%.

Section IV. Committees

A. Executive Committee (Bylaws, Article VII.1.)

The Executive Committee (consisting of the president, vice president, secretary and treasurer) is empowered to make policy decisions between Board meetings, but only in instances necessitating time-sensitive Board decisions. All such actions must be reported promptly to the full Board and included in the minutes of the next Board meeting.

B. Other Committees (Bylaws, Article VII.2-3)

1. General

- (a) The Board may establish standing and special (ad hoc) committees. Chairs are named by the president; members of committees are named by their chairs. Chairs of standing committees continue until they resign or are replaced by the president. Ad hoc committees are organized to accomplish a specific governance-related task and given a time limit. Officers are ex officio members of all committees except the Nominating Committee. All committees welcome the attendance of any Institute members unless the meeting is held in executive session.
- (b) Chairs are encouraged to schedule meetings far enough in advance to allow them to be included in the office's long-term schedule and publicized in *OLLI E-News*.
- (c) The executive director and president may at their discretion establish temporary working groups or task forces to accomplish specific administrative and operational tasks within a prescribed deadline.

2. Reporting

In announcing Board meetings, the executive director also calls for submission of committee reports and Board action items from all committees by a certain date. The staff compiles these, together with the executive director's report, in a Committee Report Summary to be distributed to the Board in advance of each regular Board meeting.

3. Nominating Committee (Bylaws, Articles IV.2-3, VI.2, VII.3)

The Bylaws call for a Nominating Committee and describe some of its duties. Board-approved Nominating Committee Procedures and Guidelines are included as Attachment H to this handbook.

4. Standing Committees

(a) The Board has approved the establishment of the following standing committees: Audiovisual Support, Development, E-News, Facilities, Finance, Governance, Landscaping, Member Services, Outreach, Program, Publications, Strategic Planning, University Liaison and Website. The Finance, Governance, and Strategic Planning committees have responsibilities related to policy and therefore report directly to the Board. All others are operational committees and should report to the executive director. The Board has approved guidelines for standing committees and the mission and responsibilities of each committee, as follows.

(b) Guidelines for all standing committees:

- The chair is appointed by the president.
- Members are recruited and appointed by the chair; numbers will vary depending on appropriate qualifications (if any needed), nature of responsibilities, and number of willing volunteers.
- Chairs should welcome all willing volunteers on committees unless specific qualifications are required.
- Chairs should designate a vice-chair and are encouraged to subdivide responsibilities as appropriate to their missions.
- Operational standing committees report monthly to the executive director, who shares these reports with the Board.
- Policy standing committees (Finance, Governance, Strategic Planning) report regularly to the Board.
- Committees operate within an approved budget and advise on budget needs.
- Committees establish coordination among all campuses.
- The chair or a designee develops articles about committee work or committee sponsored activities for *OLLI E-News*.

5. Audiovisual Support Committee

(a) Mission

Support effective classroom environments by assisting the staff in maintaining and improving classroom audiovisual and computer/information technology equipment.

(b) Responsibilities

- Help staff to identify what instructors and presenters wish to do with AV and computer equipment, and help solve any problems encountered.
- Work with staff and any technical consultants to achieve acceptable sound quality from audio systems and visual quality for images projected from visual aid support systems.

- Suggest appropriate software and standards for system settings and for locations of commonly needed tools on OLLI laptops for implementation by staff.
- Suggest appropriate labels for implementation by staff to remote controls and corresponding systems and cabling; add instruction manuals to laptops where appropriate.
- Collaborate with staff and consultants on training for how systems work and for A/V problem solving.
- Provide support for restoration of A/V functional disruptions during class sessions, by TS squad members in class population.
- Advise staff, Finance Committee and Board on audiovisual and computer systems budget and acquisition.

6. Development Committee

(a) Mission

Plan and coordinate, in concert with the executive director and Finance and Strategic Planning Committees, all short-term and long-range fund raising activities for OLLI.

(b) Responsibilities

- Prepare and monitor a Development Plan (Fund Raising Plan) for OLLI.
- Design and conduct the Friends of OLLI annual fund raising campaign and advise OLLI members on alternative methods of giving.
- Prepare and maintain a list of proposed uses for Friends of OLLI funds subject to Board approval. The list should identify the purpose and estimated funding level for each proposal. The committee will solicit this information from the executive director, Board members, committee chairs, and club coordinators. The list will be provided to the Board once or twice a year when the operating budget is under review (or any time a special need is identified) for use by the Board in prioritizing and approving expenditures from the fund.
- Identify and organize to pursue appropriate grant, contracting, sponsorship and other related fund raising activities. All funds raised for OLLI through fund- raising events and activities will be channeled through the FOLLI account. Special fundraisers earmarked for specific recipients or causes, such as major capital fundraisers and gifts to Mason should be set up in separate accounts and not mingled with the Friends of OLLI fund.
- Oversee and monitor fund raising events and activities, e.g. silent auction.
- Develop and maintain relationship with the George Mason University Foundation and the University's Development Office in matters relating to philanthropic fund raising.
- Advise the OLLI Board and the president on matters relating to development/fund raising, including special/individual fund raising solicitations.
- Work with the OLLI Finance Associate to monitor fund raising activities, prepare thank you letters, and assemble reports.

7. E-News Committee

(a) Mission

Provide timely, useful and cost-effective non-emergency communications with the membership.

(b) Responsibilities

- Oversee *OLLI E-News* to assure its consistency, accuracy, attractive appearance and

conformity with professional journalistic standards.

- Initiate and encourage submission of articles and notices for *OLLI E-News* related to OLLI and its affiliated organizations deemed of interest to the membership.
- Provide an electronic forum in *OLLI E-News* for members to communicate their comments, suggestions and concerns about the Institute to their fellow members as well as to the leadership.

8. Facilities Committee

(a) Mission

Develop plans and proposals for the Board to ensure that the facilities at all present and future OLLI campuses support the overall mission of OLLI.

(b) Responsibilities

- Monitor needs for improvements in four categories: classroom, socialization, storage and parking.
- Coordinate planning with the executive director and other committees as appropriate.
- Make recommendations for funding facility modifications.
- Present plans to meet both short-range and long-range needs.

9. Finance Committee

(a) Mission

Oversee the financial policies and procedures of the Institute to assure its fiscal soundness.

(b) Responsibilities

- Assist the treasurer and the executive director in the preparation of an annual operating budget for approval by the Board.
- Assist the treasurer and the executive director in the monthly review of operating financials.
- Assist the treasurer in periodic review of the organization's accounting procedures and controls to provide reasonable assurance that accounting and bookkeeping transactions are properly recorded.
- Assist the executive director, finance associate and treasurer in review and acceptance of the annual audit report. (The treasurer and executive director first review the annual audit report and then present it to the Finance Committee for acceptance, with the option to elect to have the presentation made, in part, by the auditor. Following acceptance of the annual audit report by the Finance Committee, the treasurer presents the report to the Board for its review.).
- Assist the executive director, finance associate, and treasurer in review of the results of the annual Form 990 tax return prepared by the CPA firm and filed with the IRS.
- Assist the president, executive director and treasurer in negotiation of outside agreements; e.g., the Mason Affiliation Agreement, the Mason Lease Agreement, the Mason Foundation Affiliation Agreement, the Fairfax Swimming Pool Parking Lease, and the United Christian Parish Church Lease Agreement.

10. Governance Committee

(a) Mission

Upon request by the Board, address governance-related issues and provide recommendations to the Board. Since this committee reports to the Board, the Chair will be a member of the OLLI Board or a past president. The Chair of this standing committee will assemble appropriate OLLI members and, if needed, outsiders to address specific governance issues the Board request

reviews and recommendations. When appropriate, the chair may ask a member of the special group to lead the exercise, under the guidance and supervision of the chair.

(b) Responsibilities:

- Review questions and issues requested by the Board that arise related to the Bylaws, Board policies and procedures, organizational structure and committee functions.
- Review the job descriptions of the Board and executive director as requested.
- Conduct self-evaluation of Board management functions and other governance-related issues that come before the Board or are requested by the Board.

11. Landscaping Committee

(a) Mission

Provide an attractive, changing outdoor environment for the Tallwood campus in the area surrounding the buildings and parking lots.

(b) Responsibilities

- Design each garden as an outdoor classroom.
- Prepare each garden for proper sustenance of plants as well as for changing sight lines.
- Provide areas for socializing.
- Acquire the most reliable plant materials.
- Install plants, hardscape, structures and other materials.
- Maintain the gardens year-round with tools stored in shed.
- Advise on budgetary needs for building and maintaining garden beds.
- Advise the executive director when a tree or plant on Tallwood property needs maintenance by Mason or removal by Mason.
- Coordinate with other committees regarding planning, development, transplanting and other landscaping needs on existing or expanded facilities in the future.

12. Member Services Committee

(a) Mission: Promote membership retention and satisfaction; provide certain member services at the Tallwood, Reston, and Loudoun locations; develop and implement events for additional socialization opportunities.

(b) Responsibilities:

1. In general, represent and advocate for the membership perspective to the Board.
2. Ensure that needs, concerns and suggestions of members are addressed through a variety of communication methods.
3. Maintain volunteer aspects of social rooms or areas such as exhibits, bulletin boards, lending libraries, lost and found, and donation boxes for eyeglasses and cell phones.
4. Support events for members that provide health services such as flu shots and screenings for hearing, vision, and blood pressure issues.
5. Provide or support member services at the Reston and Loudoun campuses, including social activities, communication, and coordination with the respective coordinators.
6. Appoint members, support and coordinate the activities of Member Services subcommittees.

- a. Via the Liaison Subcommittee, arrange for liaisons in each class to introduce instructors, make announcements, monitor attendance, and solve problems or seek staff help for same. Provide training for liaisons, including OLLI member instructors who act as their own liaisons.
- b. Via the Hospitality Subcommittee, make arrangements for refreshments at certain OLLI meetings and events such as the New Member Coffees, the annual Holiday Party, and the annual Town Meeting Picnic. Committee members also contact new members to invite them to the Coffees.
- c. Via the Social Events Subcommittee, arrange social events and encourage more social activity among members by facilitating small interest group development and extending programming to include social components. These may include parties and gatherings, casual coffee klatches during summer and winter terms, ad hoc events that offer opportunities to meet with board members, or other informal gatherings that promote communication and socialization throughout the calendar year.
- d. Via the Office Volunteers Subcommittee, organize volunteers to assist in the OLLI Tallwood office from 9:00 to 12:00 daily. Duties include answering the phone, greeting visitors, sending out catalogs and new member packets, and other office support functions.
- e. Via the New Members Advisory Subcommittee, contact new members to welcome them to OLLI. At the end of each term, committee members contact new members to solicit their input about satisfaction and suggestions; feedback is provided to executive director and board president so that they can act upon that input to improve member satisfaction. New Member Surveys are reviewed and names of individuals interested in volunteering or teaching a course are provided to the appropriate committee chairs.

13. Outreach Committee

(a) Mission

Provide appropriate communications outside of OLLI and to the community in order to create positive visibility and encourage membership.

(b) Responsibilities

- Recruit members through marketing, publicity, placement of materials, booths at community and senior fairs, a speakers' bureau, encouraging members to promote OLLI to friends and acquaintances, and other appropriate means.
- Coordinate with executive director and staff to develop and distribute appropriate promotional flyers, brochures and related materials.
- Assist executive director and staff in development and use of presentations (e.g., PowerPoint, video) for use in recruitment and promotion of OLLI.

14. Program Committee

(a) Mission

Serve as a forum for communication and information exchange by chairs of program planning groups.

(b) Responsibilities

- Plan and coordinate all term educational programs, special events and programming for all OLLI locations.
- Review course offerings for balance of content and format at all locations.
- Coordinate with the executive director and program associate regarding needs of program planning groups, instructors, speakers and coordinators.
- Provide input for invitations to the annual Teacher Appreciation Reception.
- Provide input to the executive director regarding award of OLLI scholarships to various Mason schools, colleges, departments and/or institutes.

(c) Composition

Membership of the Program Committee consists of the chairs of the individual program planning groups. These program planning groups, representing each of the academic discipline categories listed in the OLLI catalog, are made up of member volunteers who meet two or three times a year to share ideas for future courses. Members of these groups work to develop and implement courses each term.

15. Publications Committee

(a) Mission

Provide timely, useful and cost-effective non-emergency communications with the membership and publications production support to the staff and Board.

(b) Responsibilities

- Oversee OLLI Catalog and other print publications to assure their consistency, accuracy, attractive appearance and conformity with professional journalistic standards.
- Develop procedures and guidelines to ensure that all publications contain only materials appropriate for dissemination to the membership, and, if the material is intended for release on the website, that the content is appropriate for an external audience and does not include privacy information unless authorized by the individual.
- Provide technical and editorial support upon request to officers, staff and committee chairs in the preparation of the quarterly catalog of OLLI courses, *OLLI Ink*, *Poets of OLLI*, *Teachers Manual*, *Member Handbook* as well as brochures, invitations, flyers and other materials for special purposes, including any publications intended for dissemination beyond the membership.

16. Strategic Planning Committee

(a) Mission

Develop short-term and long-range strategic plans for consideration by the Board. In fulfilling its mission it will monitor and update the implementation of *Pathways to the Future* as a “living document” (See Section X.G). The committee will seek to understand the internal and external trends, challenges and opportunities that may influence OLLI’s future.

(b) Responsibilities

- Advise OLLI’s president and Board on matters relating to strategic plans. Such advice may include matters relating to trends, operations and strategic planning.
- With the president and executive director, plan and conduct, as needed, a Board retreat to assess and review current and future issues and opportunities confronting OLLI.

- Monitor the implementation of *Pathways to the Future* and the activities of various “task groups” emanating from it. To ensure that *Pathways* and other planning initiatives result in meaningful “living documents,” the committee will monitor and assess implementation and, when appropriate, propose policy changes and modifications as necessary.
- Initiate the collection and analysis (assess and review) of data collected through surveys, focus groups, interviews, studies and other research methods.
- Meet and coordinate with OLLI committees as well as encourage communication with various external communities, LRIs and OLLIs to assess and understand the issues, trends and challenges occurring in both our internal and external environments.
- Monitor facilities and organizational planning and support for OLLI sites at Tallwood, Reston and Loudoun.

17. University Liaison Committee

(a) Mission

Facilitate the linkages between OLLI and George Mason University (Mason)

(b) Responsibilities:

- Under the supervision of the executive director and president, establish contacts and promote effective working relationships with administrators of Mason.
- Promote and facilitate effective working relationships between OLLI committees and program planning groups with appropriate Mason departments and administrative units.
- Identify and maintain a roster of OLLI members who have links with Mason departments, administrative units and faculty/staff; and make this information available to the Board and committee/program planning group chairs.
- Review with OLLI committees and program planning groups what types of linkages they would like to have with Mason.
- Identify Mason departments and units where OLLI does not have good working links and assist the executive director to establish contacts with them.
- Assist the Outreach Committee to develop “soundbits” about why OLLI is important to Mason for briefings and meetings with administrators, department heads, faculty and staff.
-

18. Website Committee

(a) Mission

Provide timely, useful and cost-effective non-emergency communications with the membership.

(b) Responsibilities

- Oversee the OLLI website to assure its consistency, accuracy, attractive appearance and conformity with professional journalistic standards.
- Develop procedures and guidelines to ensure that the website contains only materials appropriate for dissemination to the membership, that the content is appropriate for an external audience and does not include privacy information unless authorized by the individual.
- Provide technical support upon request to officers, staff activity coordinators and committee chairs in the use of blogs and webpages on the website.

19. Presidential Appointments

(a) OLLI Historian

- Update earlier OLLI histories.

- With the secretary and executive director, determine what OLLI records and materials should be retained.
- Present OLLI history to the membership as deemed appropriate.
- Obtain and manage suitable storage for a sufficient number of hard-copy documents to ensure document longevity and security. To this end, provide locked storage at OLLI and back this up with storage in the controlled environment at the Fairfax Regional Library's Virginia Room. Determine, in coordination with the secretary and the executive director, which electronic files do not require backup by paper copies and ensure that those files are saved in a manner that will provide permanent access. Store other historical objects, such as photo albums, publications and financial records.

(b) OLLI Representative to Arts at Mason Board

At the request of Mason's College of Visual and Performing Arts, serves on the Arts at Mason Board to provide representation and support from OLLI.

(c) Site Coordinator: Reston and Loudoun

- Serves as the primary volunteer point-of-contact for a specific OLLI campus.
- Organizes occasional OLLI-Reston or OLLI-Loudoun community meetings and social gatherings.
- Works with other Reston or Loudoun area members to coordinate all promotion, programming and social efforts.
- Coordinates with the executive director on campus issues.
- Coordinates with OLLI committees on campus issues as appropriate.

Section V. Other Board Policies

A. General

Decisions and directions of the Board are implemented by the executive director and staff, the four officers, and several standing committees. Persons performing jobs in these capacities are either OLLI volunteers or employees. The following sections reflect policy decisions made by the Board that have continuing applicability and that are not reflected in other parts of this Board handbook.

B. Program

1. Controversial Issues

The following statement serves as guidance to the Program Committee and program planning groups:

A vital activity of a learning community is the critical examination of ideologies and institutions. It is essential that OLLI instructors have the right to express their views in a professionally responsible manner. This is consistent with basic rights and the climate of academic freedom that exists within George Mason University, the institution with which OLLI is affiliated. Toward this end OLLI supports the freedom of intellectual inquiry in the pursuit of ideas and the freedom of speech, and open exchange of ideas in all of its programs and course offerings.

2. Over-Subscribed Courses

During the registration process, members registering for more than one course or event are asked to prioritize their desired courses and events. Courses will be filled on a priority basis. All registrants will be assigned randomized numbers. Using these numbers, registrant names will be sorted within each priority group. If the number of registrants exceeds the capacity of the course or event, assignments will be made in this order: 1) all who selected it as priority #1, 2) all those who selected it as priority #2, etc. At the point that all members of a priority group cannot be included in the course, registrants in that priority group will be assigned according to their randomized number. Results will be reviewed by the executive director prior to confirming membership course registrations to allow for adjustments as necessary.

C. Facilities

1. Through Board-approved agreements or contracts, OLLI is housed or arranges for space in several locations.
2. OLLI's main site, including its office, is at Tallwood in Fairfax. The building is made available to OLLI by Mason in accordance with the Affiliation Agreement, first signed in 1994 and renewed for five years effective July 1, 2012, and the Space Usage Agreement dated July 1, 2012, which sets the rent at \$1.00 per year.
3. The Board has approved the following policy concerning use of Tallwood facilities. Any director, chair of a standing or ad hoc committee or any member specifically designated by the president or the executive director may use the Tallwood facility for OLLI-sponsored activities outside of normal operating hours when the office is closed and the office staff is not on the premises, subject to space availability. Prior arrangement for access shall be made with the executive director. It is the responsibility of the designated individual to ensure the facility is locked up and left in an orderly state and that the keys and any other items are returned to the executive director in a timely manner. Such facility access normally shall be limited to the social room and annex and the restrooms. Requests for access to the offices and classrooms must be sent in advance to the executive director for comment and then to the president for approval; in an emergency and in the absence of the president, the executive director or any officer of the Board may approve such access.
4. In addition, OLLI has concluded an agreement with Fairfax Swimming Pool, Inc., allowing OLLI members to utilize its next-door parking lot.
5. Some classes and events are held in other off-campus locations as determined by the executive director.
6. The Board approved the establishment of a Reston site in March 1998. For more than 13 years, most OLLI-Reston classes were offered at the Washington Plaza Baptist Church (WPBC) at Lake Anne Plaza under a cooperative agreement with the church. Effective with the winter 2013 term, the agreement with the WPBC was terminated, and classes were moved to the United Christian Parish of Reston under an agreement signed on July 27, 2012. A site administrator sets up classrooms each day at the church and provides other administrative support. Classes are also held in other Reston locations.

7. At the request of Mason, OLLI established a program of classes in Loudoun County beginning with the spring term 2007. Mason provides classroom space and a small office at its facility in Sterling. In March 2011, the Board approved a uniform OLLI with a uniform dues structure, thereby fully integrating Loudoun into the Institute.

8. In 2008, the Board honored the unique contributions of Kathryn Brooks to OLLI by the creation of “The Kathryn Brooks Educational Center at Tallwood” and directed that a sign to this effect be placed in the vicinity of the breezeway.

9. Board guidance from 2010 recommends that no classes be scheduled in the Tallwood social room annex in the middle period.

D. Transparency

1. The Board endorses the principle of organizational transparency in matters relating to OLLI finance and governance. Transparency is operationally defined for OLLI as follows:

(a) Posting of the OLLI IRS Form 990, Annual Audit, and Annual Report on the OLLI website and periodically publicizing the location of this material.

(b) Posting in electronic form, for ongoing reference and archival purposes, of OLLI Board meeting minutes, committee reports, financial data, executive director’s report, and other information normally presented to the Board. Since the establishment of the password-protected online Member Portal, this material is generally now available under the Portal’s top-level Documents menu item. (Executive Session minutes, and personnel issue information, and other material of a sensitive nature are retained by the Secretary in “Board Only” files.).

(c) Making copies of the minutes of Board meetings, with non-confidential attachments, available electronically to OLLI members who request them. These documents will also be posted or available in hard copy at all major OLLI locations. However, no material relating to personnel matters, executive sessions of the Board, Board meetings of a non-governance/non-decision-making nature (e.g., retreats), or other materials deemed to be of a confidential or sensitive nature shall be released.

2. The agenda of upcoming Board meetings, including the Executive Director’s Report and the Committee Report Summary, will be emailed to all OLLI members having email as soon as practicable after this material is distributed to directors. Resolutions or other supporting documentation will be made available upon request to any interested OLLI member. [Note: the current ED includes the text of resolutions in the agenda and disseminates the agenda, ED Report and Committee Report Summary to the membership via links to the documents on Dropbox, an online storage site.]

3. Contracts

(a) The Affiliation Agreement with the University and its associated Space Usage Agreement shall be made available on OLLI’s open website.

(b) Employment agreements with the ED and staff are available for review by the OLLI officers, with an understanding of the need to maintain confidentiality.

(c) Copies of other contracts signed by OLLI will be given upon request to directors and to appropriate committee chairs, will not be released to the website, but will be made available to other members for viewing only upon request through the OLLI office with an understanding of the need to maintain confidentiality. Neither paper nor electronic copies can be released to individual members.

4. The secretary is responsible for overseeing this policy with the assistance of the executive director.

5. Except as provided for in law, OLLI reserves the right to amend, modify or rescind this policy at its discretion.

E. University Relations

1. OLLI is an affiliate of George Mason University and this relationship is governed by the aforementioned and attached Affiliation Agreement. The Affiliation Agreement outlines the obligations of both parties.

2. Among the obligations undertaken by OLLI is the award of annual scholarship funds to the Mason Foundation. This obligation is not quantified and the amount is determined annually by the OLLI Board from donations to Friends of OLLI. Three of our scholarships have been named for our founders and first three presidents: the OLLI Kathryn Brooks Memorial Scholarship, the OLLI Abe and Lilyan Spero Memorial Scholarship and the OLLI Shirley Robock Fox Memorial Scholarship. Originally based on contributions from their children and friends, the original endowments have been expended but the names retained to honor these key individuals who organized LRI.

F. Guidelines for Board Minutes

1. The minutes serve three important purposes:

- a. Insuring that members understand what the Board has done and why
- b. Keeping Board members on the same page about Board decisions
- c. Allowing future Boards to build on what was successful and to avoid or mitigate what didn't work well.

2. Content of minutes.

The minutes shall state which Board members attended the meeting in person and remotely and which were absent along with guests who attend.

All agenda items are to be included in the minutes. If nothing happened with an item, it will be so stated. For example: **Public Comments**. No comments were made Additional guidance is as follows:

a. Resolutions

1. The resolution shall be stated.
2. Discussions should be summarized noting the points that were considered and what the final consensus was.
3. If there was no discussion, the minutes shall note that fact.

4. Only vote totals are to be reported. If the resolution was tabled or withdrawn, state this fact.
- b. Financial reports
 1. Any discussion of the potential for dues increases should be reported along with the reasons. Members should never be surprised by a dues increase.
 2. Any other issues that arose in preparation of the budget should be noted.
- c. Future Actions

Any commitments made to take a future action should be reported.
- d. Points made by the President and Executive Director in their reports shall be summarized. The verbatim report does not need to be included. Answers to questions asked during the report are to be included.
- e. Statements about problems that arose after a Board decision should be noted.
- f. Since volunteer work done by committees is the lifeblood of the organization, comments made during the meeting about work done by any committee is to be included in the minutes.
- g. Append the monthly budget summary and the FOLLI report to the minutes.

Section VI Ethical Standards

A. Conflict of Interest

1. All OLLI directors, committee chairs and employees should be scrupulously careful to avoid any real or perceived conflicts between their actions in fulfilling their responsibilities and personal gain.
2. Any director, committee chair or employee who deems an upcoming vote or decision to pose a real or perceived conflict of interest should disclose this information and abstain from making the decision, influencing the discussion and voting.
3. Directors or committee chairs who are uncertain as to whether an action represents a conflict of interest should request a decision on the issue from the OLLI Board. Employees who are uncertain as to whether an action represents a conflict of interest should request a decision on the issue from the executive director. The executive director, if uncertain, should request a decision from the Board.
4. The following situations, though not comprehensive, are offered as examples of activities to avoid:
 - (a) Seeking monetary gain for self, family or friends.
 - (b) Voting on projects that involve personal financial gain.

(c) Accepting personal gifts or favors of more than nominal monetary value.

5. Instructors or coordinators presenting OLLI courses or special events may not promote or sell products or services in which they have a financial interest except under the following conditions:

(a) A person presenting an OLLI course or special event may

- Mention or describe products or services by generic categories that are relevant to the subject matter of the course or special event, even if the presenter has a financial interest in a product or service falling within the generic category.
- Mention books, websites or other widely available sources of information that are relevant to the subject matter of the course or special event, even if the presenter has a financial interest in the source of information, provided the presenter identifies his or her interest.

(b) OLLI may arrange with a presenter of a course or special event to sell his/her book, music, song or other work that is the central focus of the course or special event at the close of or immediately following the course or special event and, in the case of books, to allow signing by the author. OLLI may procure copies of the item from an authorized sales outlet and collect funds from the sale, provided it is established beforehand that OLLI will be reimbursed for any unsold copies.

B. Removal for Cause

1. The Bylaws specify that officers and appointed directors may be removed from their positions for cause by a two-third majority of the Board. One or more of the following conditions may be used as justification for removal for cause:

(a) Failure to attend at least six regularly scheduled meetings in a 12-month period without adequate excuse (as determined by the Board).

(b) Violation of ethics policies, including the conflict of interest policy.

(c) Serious personal or professional misconduct.

(d) Failure to renew membership or non-payment of dues.

2. Removal for cause may be voted upon at any regular Board meeting or at a special meeting called for the purpose, at which a quorum shall be present. Reasonable notice of the time, place and object of any such meeting shall be given in the manner prescribed in the Bylaws to all directors and to the director or officer against whom charges are to be presented. Such director or officer shall, at the same time, be informed in writing of such charges and at such meeting shall have an opportunity to be heard in person, by counsel and by witness, in regard thereto.

3. The Board of Directors may entertain charges against any officer or director. The Board's decision is final and no further action is required for removal of an officer or a director who has been appointed to fill a vacancy. However, if the director was elected by the general membership, then the vote for removal must be approved by a majority of the general membership at a special membership meeting called for that purpose. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director and comply with the notification, quorum and voting requirements of the Bylaws. (Virginia Code, Title 13, Chapter 10, 13.1-860).

Section VII Finance

A. Budget

1. Developing next year's budget

The annual budget process begins in June each year when the executive director, in consultation with the treasurer, develops a list of fiscal assumptions and suggestions for guidance needed from the Board. These draft documents are presented to the treasurer and Finance Committee for review and approval before presentation to the Board for approval at its July meeting. The executive director then prepares an initial draft budget, again in consultation with the treasurer, and presents it to the Finance Committee for review and approval prior to presenting it to the Board in October, a process that may require multiple meetings. The goal is to obtain the Board's approval of an interim budget at its November meeting and to approve a revised budget, including any dues changes, at its January meeting.

2. Budget Approval Process

The treasurer (or the executive director) presents the budget to the Board, explaining any recommended increase in dues or any significant variation from prior years within the broad budget categories as established in consultation with the Finance Committee. Currently these categories are:

- (a) Funding: Dividend & Interest, Osher Endowment Revenue, and Membership Dues.
- (b) Expenses: Payroll, Equipment, Facilities, General and Administrative, Program, Publications, Other Committees.

3. Budget Execution Process

The budget operates on a "working capital" or cash basis and represents only an estimate of both income and expenditures for the coming year based primarily on key assumptions concerning inflation and membership totals. The executive director has primary responsibility for budget execution and provides detailed monthly budget reports to the treasurer and Finance Committee as well as an overview to the Board so they may monitor the process and fulfill their fiduciary responsibilities to the membership.

a) Budget Overruns

In general, annual spending must be within the limit of the total operating budget as approved by the Board. Excess spending beyond the dollar amount for major categories of the budget as approved by the Board is not authorized, except that a ten percent margin for overruns is allowed with the prior approval of the treasurer in consultation with the Finance Committee for non-payroll categories and a three percent overrun for staff payroll. The ED should devise a plan for transferring funds from other categories that appear to be overfunded. If that is impossible, the ED should seek Board approval through the treasurer and Finance Committee for the additional funds, identifying the reasons for the budget shortfall and the source of the funds to be transferred, including the use of working capital reserves. The ED is responsible for devising a plan to get within the budget authority and keeping the Board informed of his or her actions.

(b) Authorization for Expenditures

All OLLI expenditures within the approved budget will be authorized and supervised by the executive director, subject to overall guidance from the treasurer. Those who commit to expenditures on behalf of OLLI must have the prior approval of the executive director. In the

case of expenditures falling under a standing committee, the chair of that standing committee will be consulted on the expenditure, if practicable. Expenditures must fall within established budget categories. Expenditures outside the scope of the current budget must be approved by the Board.

(c) Program Expenditures

Each year, OLLI budgets funds to cover program-related costs, classroom expenses, printing, and teacher appreciation. Guidelines for the expenditure of these funds are established in collaboration with the Program Committee. In general, OLLI covers the cost of printing instructor handouts. Books and other consumables specified by the instructor will be purchased by OLLI and sold to students at cost. Instructors are expected to provide their own instructional materials. However, OLLI will entertain requests for the acquisition of materials (e.g., DVDs, videotapes) on a case-by-case basis. The executive director has the authority to approve such purchases. Material so acquired becomes the property of OLLI.

B. Special Funds

1. Reserve Fund

(a) The OLLI Reserve Fund was established in 2012 as the only OLLI segregated financial reserve fund, combining the monies in the Rainy Day Fund (RDF) and the Future Fund (FF), disestablished the RDF and the FF, incorporating the following provisions:

The amount and purpose of the reserve may be changed at any time by Board resolution. The executive director, with the concurrence of the president and treasurer, is authorized to use up to \$10,000 of monies from the Reserve Fund as a temporary working capital reserve. In these instances, immediate budget action shall be taken to rectify the problem and restore the fund in as timely a manner as possible. The executive director shall report to the Board both use and replenishment of monies from the Fund.

(b) The purpose of the OLLI Reserve Fund, as the OLLI segregated financial reserve, is to fund budgeted and non-budgeted expense requirements in excess of income, such as contingencies, pending maintenance liabilities, planned major expenditures, planned multi-year expenditures, cash reserve, minimal seasonal cash flow, and emergencies.

(c) The budget process will be used both to add funds to the OLLI Reserve Fund and to draw on those funds for appropriate requirements, since Board approval is part the budget process and applies to OLLI Reserve Fund additions and withdrawals.

2. Capital Equipment & Technology Replacement Fund (CE&TFR)

This fund was established in 2010 to replace all information technology and audiovisual equipment. This fund shall be managed through the amount of Cumulative Carry-Over (CCO), within working capital, through the budget process, as follows:

(a) The budgeted amount for CE&TRF in the annual budget(s) is planned to be sufficient to replace the CE&T base every five years, being about the same relative percent of each year's budget;

(b) The actual expenditure plan(s) for CE&TR developed by the executive director and A/V Committee chair through the annual budget process may vary from year to year, as necessitated by current and multi-year requirements;

(c) CCO is the difference and is the cumulative carry-over retained within working capital for use in future years. Any year the budgeted amount is greater than actual expenditure,

the excess is carried over and increases the CCO, and when it is less, the expenditure is supplemented from and decreases CCO. The budget process manages CE&TRF CCO to maintain an amount sufficient to meet multi-year expenditure plans without becoming excessive, and includes Board approval of the budget.

3. Friends of OLLI

(a) Board approval procedures

(1) OLLI has established the Friends of OLLI, a fund-raising program to solicit contributions from members, other individuals and businesses and organizations. The treasurer segregates all donations received in connection with Friends of OLLI fund-raising to be used primarily for capital expenditures, financial assistance for OLLI members, scholarships to Mason and donations to nonprofit organizations that provide benefits to OLLI. The treasurer is to take all appropriate steps to account for and report on the receipt and use of funds and the fund balance. These funds may not be used to pay for regular OLLI operating expenses unless the Board votes to transfer all or a portion of the fund balance to the general operating account. The Board may also vote to transfer all or a portion of the fund balance to the Reserve Fund. This segregated account shall not include any funds received in connection with the Osher Foundation grants. Funds received from the Osher Foundation grants shall be segregated and accounted for in compliance with the grant conditions.

(2) All expenditures from the fund must be approved by the Board. However, the executive director is authorized to spend up to \$100 or 10%, whichever is greater, to cover cost overruns of items approved by the Board to be funded through Friends of OLLI funds with the concurrence of the president and treasurer. The executive director will advise the Board at its next meeting.

(b) Designated and Undesignated Contributions

(1) While recognizing the right of any person to designate contributions for purposes approved by the Board, OLLI will, in its publications and solicitations for contributions, encourage members and other persons not to attach designations or other restrictions to donations.

(2) OLLI will accept designated contributions, provided the purpose of the project has been approved by the Board. If a contribution is received with a designation for a project not so approved, the matter will be brought to the Board for decision on whether it should be approved. If not approved, the contribution will be returned to the donor.

(3) If there is any ambiguity or other uncertainty regarding the intent of the donor in making a designated contribution, the donor will be asked to clarify his/her intent. The clarification will be sought by the OLLI executive director acting in consultation with the chair of the Development Committee and will be made a matter of record.

(4) Designated contributions for approved projects must be applied toward funding that project, subject to the following: Contributions received during a fiscal year will be applied up to the amount of the approved project for that fiscal year. If the total amount received in designated contributions for an approved project during a fiscal year exceeds the amount approved by the Board for that project, the excess will be applied to a subsequent fiscal year or years.

(5) Contributions made "in the memory of" any person will be considered as undesignated contributions.

C. Financial Documents

1. Annual Audit

The treasurer and executive director review the completed annual audit report and IRS 990 with the independent auditing firm representative and then present these documents to the Finance Committee for further review prior to submitting them to the Board for its acceptance. The president and executive director reserve the option to elect to have the presentation made, in part, by the auditor.

2. Authority to Sign Contracts

Contracts that financially obligate the Institute may not be executed unless the expenditure is provided in the approved budget or the Board has approved the particular contractual expense. Authority to sign such contracts with providers of goods or services and to obligate the Institute for the contract is vested in the executive director. The OLLI finance associate, with executive director prior approval, is, in the absence of the executive director, authorized to sign contracts and other documents for OLLI. Examples of such documents include: contracts relating to special events, payroll tax reports (e.g., VEC form, Form 941) and foundation documents relating to grant and endowment accounting.

3. Check Signatures

All checks will have two of the authorized signatures of the president, vice president, treasurer, secretary or executive director if the check is in an amount over \$250. In the case of payments to or on behalf of these authorized persons, the two signatures will be of authorized persons other than the payee or beneficiary.

D. Personnel

1. Absence of an executive director

In case there is no executive director on board, the treasurer will assume the responsibility to act as required under the provisions related to Authorization for Expenditures, Program Expenditures, and Budget Overruns.

2. Reimbursement of Meals and Entertainment Expenses

It is expected that there will be occasions when an OLLI representative will be expected to incur meals and entertainment expense on behalf of the Institute. Such occasions shall typically be instances when an OLLI representative is hosting or entertaining a Mason contact or other non-OLLI guest. The only individuals empowered to incur or authorize such expenses are the president and the executive director. If an individual other than the president or the executive director incurs such expense, pre-approval, if possible, must be obtained. All requests for reimbursement of meal and entertainment expense must be documented, approved by the president and reviewed by the treasurer before reimbursement.

3. Travel Reimbursement

Members designated by the president to represent OLLI at events requiring Board-approved out-of-area travel will be eligible for travel expense reimbursement. Upon completion of travel, those members are authorized reimbursement, if they so desire, for lodging, registration fees and actual

travel costs or mileage (at the IRS charitable contributions reimbursement rate), but not for meals and incidental expenses.

4. Pension Plans

OLLI employees may establish individual pension plan arrangements in accordance with Internal Revenue Code section 403(b). The executive director may exchange information with potential providers in order to develop a plan that would appeal to OLLI staff. Individual employees are deemed responsible for maintaining and contributing to their plan in accordance with Internal Revenue Service regulations and other applicable statutes. OLLI withholds from employee wages by way of a salary reduction agreement the employee-determined contribution amount and forwards the funds to the employee-designated company. When an employee separates from OLLI, all aspects of the salary reduction agreement cease.

Section VIII. Administrative Decisions

The executive director is responsible for the management of the Institute. In this capacity, he or she will develop personnel and administrative policies and procedures. The following are examples useful for directors' reference.

A. Dues Refunds and Needs-based Financial Assistance

1. Members may obtain a full refund of their annual dues if they apply in writing to the executive director before the beginning of the third week of classes of the first term of the year of enrollment or re-enrollment.

2. Refunds of annual membership dues requested in the event of death or serious illness of a member will be decided on a case-by-case basis by the executive director.

3. All existing members who continue to renew their membership when it is due to expire will not be denied membership because of any membership limit that may then be in effect.

4. Needs-based Financial Assistance

(a) Applicants for membership for whom the total cost of annual membership would be an undue economic burden may ask for a reduction in their dues by submitting the Financial Assistance Application and briefly outlining the economic situation that precludes full payment of dues. If the decision is to grant the request, the executive director may authorize a reduction in dues.

(b) Correspondence and all other information relating to a requesting member will be treated as confidential to protect the member's privacy. General membership rosters will not reflect which members, if any, have had dues reduced.

(c) Members who have been granted a dues decrease should reapply at the end of the annual period if they wish to continue to receive a dues decrease.

(d) The executive director will report to the Finance Committee and Treasurer once a year on the number of members who have been granted needs-based scholarships and the total dollars of dues reduction for that year.

(e) Financial assistance is provided through Friends of OLLI funds.

B. Closings and Cancellations

1. OLLI will be closed when local public schools are closed due to inclement weather or extraordinary circumstances, or as authorized by the executive director. Fairfax/Tallwood and Reston/Lake Anne locations will follow Fairfax County public schools. The Loudoun/Sterling location will follow Loudoun County public schools. Make-up classes will be scheduled for the week following the term, subject to instructor availability. OLLI opens on schedule when county public schools have delayed openings.

2. OLLI bus trips will be canceled because of inclement weather or other last-minute disabilities only in those cases where the tour company or the bus company concerned cancels the event or trip. In this case only, refunds will be made to participants. No refunds will be made to any member who has registered for a special event and then cancels. Refunds will be sent only to those who had requested registration but could not be accommodated because of space limitations.

C. Guests in Classes

1. Persons considering membership in OLLI may visit one or more classes during any consecutive two weeks of a term provided the course is not oversubscribed. Those interested in doing so should ascertain from the office which classes are not oversubscribed. A person may not continue to attend classes after the trial two-week period without becoming an OLLI member.

2. Special events are normally open only to members, but members may bring guests if space and other considerations permit.

3. Instructors who are not OLLI members and were not for the previous term may attend a maximum of two courses during each term they teach on a space-available basis, with members who register having priority.

4. Speakers and instructors at OLLI may mention their speech or course in their own organizations' publications and may invite their organizations' members to attend on a space-available basis.

5. The executive director or a designated person may invite Mason faculty to attend any or all sessions of a specific OLLI course or special event related to their professional discipline(s) through contacts with their department chairs, at the recommendation of an OLLI program planning group chair following a determination that space is available.

D. Bereavement Notices

When OLLI (i.e., the office or a member of the leadership) is advised by the family or a friend of the family that a member, the spouse of a member, a past member, a staff member or a past staff member has passed away, or when a published obituary of such person is brought to the

Institute's attention, the president and the executive director will be notified, after which the membership will be notified as follows. Normally the passing will be reported in an obituary in the next issue of *OLLI E-News*, including any details on bereavement services and suggested contributions. However, if bereavement services are scheduled during the same week through Friday in which OLLI learns about the passing, the executive director will distribute a membership-wide email as soon as practical, announcing the death and providing details of the bereavement services so that members can attend services if they wish to do so.

E. Indemnification and Insurance Coverage

All OLLI officers, directors, staff and volunteers working within the scope of their assignments (e.g., Finance Committee members) are covered under OLLI's directors and officers policy for any wrongful acts committed during their tenure. The executive director will provide specifics of the coverage on request.

F. Hiring Practices

OLLI is an equal opportunity affirmative action employer. Women and minority candidates are particularly encouraged to apply. The Institute does not consider the following eligible for employment: Immediate family, including partners, of current employees and directors; and current OLLI members. However, an individual not currently an active member of OLLI may be considered for employment. An employee may not become a member of OLLI as long as he/she is actively employed as a full-time or part-time staff member.

G. Employee Expense Reimbursement

The following staff expenses will be considered reimbursable when submitted with required documentation and approved by the executive director:

1. Mileage for use of personal vehicle for OLLI business, reimbursable at existing rate used by Mason. Documentation required is a log detailing individual trips and mileage related to each trip.
2. Purchases of supplies (incidental office supplies, social room supplies, postage) made using personal credit card or paid in cash. Request for reimbursement must be accompanied by receipt. As a general rule, all such supplies should be pre-ordered and paid for with the OLLI credit/debit card whenever practicable.
3. Meal expenses with prior approval by the president or executive director.
4. Overnight travel expenses (mileage/airfare, meals, lodging, conference fees). Such expenses require authorization by the president and endorsement by the executive director. Request for authorization must be accompanied by a justification for the expense and a statement of the benefit to OLLI. It should be recognized that granting such requests is a rare occurrence.

H. Permanent Records

The secretary is responsible for accurate preparation of records of meetings of the Board, Executive Committee and the general membership, including policy and administrative decisions made by these bodies. The secretary has delegated to staff the responsibility to store and maintain these records. The staff shall store such records in hard copy as well as in electronic form for ongoing reference and archival purposes. (Executive Session minutes, personnel issue information, and other material of a sensitive nature shall be retained in “Board Only” files.)

Section IX. Legal Documentation

A. Incorporation and Designations

Note: URL for VA Legislative Information Service (LIS): <http://legl.state.va.us/lis.htm> In the Search Box on the LIS Home Page, enter: Chapter 10 – Virginia Non-stock Corporation Act, to access the current version of Chapter 10.

1. Incorporated: Incorporated in Virginia February 13, 1991 (Non-Stock Corporation) Corporate ID 0371173-6. Controlling Statute: Code of Virginia Title 13.1 Corporations; Chapter 10: Virginia Non-stock Corporation Act
EIN: 54-1583254 (VA Code Reference: 13.1-819: Articles of Incorporation) (VA Code Reference: 13.1-820: Issuance of certificate of incorporation)

2. Name: Originally incorporated as: The Learning In Retirement Institute at George Mason University (Corporate name change filed/recorded)
Articles of Incorporation amended in July 16, 2004, to effect name change to the Osher Lifelong Learning Institute at George Mason University. Amendment Certified August 16, 2004.
(VA Code Reference: 13.1-829: Corporate Name)

3. Registered Agent: National Registered Agents, 526 King Street, Suite 423, Alexandria, VA 22314
(VA Code Reference: 13.1-833: Registered Agent)
(VA Code Reference: 13.1-834: Change of registered office or agent)
(VA Code Reference: 13.1-835: Resignation of registered agent)

Note: The Registered Agent may be either an officer or director or a member of the Virginia Bar. Every time the Registered Agent is changed, a statement must be filed with the Virginia Corporation Commission. In 2006, OLLI changed its Registered Agent from its current president to a firm – National Registered Agents, Inc.; 11600 College Boulevard, Suite 210; Overland Park, KS 66210;
(800) 550-6724. The fee for this service is \$120/year (billed annually).

4. IRS Letter of Determination: Received: November 21, 1991. Controlling statute: Section 501(a); 501(c)(3) of the Internal Revenue Code (Rev. October 2004)
Purpose: Education OLLI elected 501(h) status by filing IRS Form 5768 on September 11, 2000

5. NTEE Designation: The OLLI NTEE (National Taxonomy of Exempt Entities) Number: V36 – Gerontology

B. Order of Precedence

1. State Corporation Law (Code of Virginia Title 13, Chapter 10)

2. Articles of Incorporation

Changes require special filing with State Corporation Commission. Minimal requirements. VA Code Reference: 13.1-844: Authority to amend the articles of incorporation VA Code Reference: 13.1-886: Amendment of articles of incorporation by directors and members VA Code Reference: 13.1-888: Articles of amendment VA Code Reference: 13.1-889: Restated articles of incorporation VA Code Reference: 13.1-891: Effect of amendment of articles of incorporation

3. Bylaws

More easily revised and amended than Articles of Incorporation; do not have to be filed with the state. Should deal with more specific issues regarding corporate structure and governance. The OLLI Bylaws were comprehensively reviewed and revised in 2013.

- VA Code Reference: 13.1-823: Bylaws: “The bylaws of a corporation may contain any provisions for the regulation and management of the business of the corporation that is not inconsistent with the law or the articles of incorporation.”
- VA Code Reference: 13.1-892: Amendment of Bylaws by a board of directors or members: “A corporation’s board of directors may amend or repeal the corporation’s bylaws except to the extent that (1) the articles of incorporation or this chapter (of the VA Code) reserves this power exclusively to the members; or (2) the members in adopting or amending particular bylaws provide expressly that the board of directors may not amend or repeal that bylaw.”

4. Board Resolutions

Bylaws state general governance policies. Board Resolutions usually refer to specific (official) actions (including interpreting or implementing a provision of the Bylaws).

5. Policies

Address issues that are less directly related to how the organization is governed. It is suggested that policies governing investment, travel and reimbursement be maintained in a separate policy document. If a policy is deemed important enough by the Board that it requires formal approval, it is often approved by resolution. The development of some policies may be delegated by the Board to the executive director and may be implemented without Board approval.

6. Board Policy & Procedures Handbook

Provides procedural guidance to the OLLI Board and staff, in part based on policies adopted by the OLLI Board. The handbook also contains functional descriptions of staff positions, as well as responsibilities and scope of authority of OLLI standing and ad hoc committees.

7. External Parliamentary Authority (e.g., Robert’s Rules of Order, Newly Revised). This is utilized only when a conflict arises at a meeting of the Board or membership that is not addressed in the Bylaws or the Board policies.

Section X Attachments

Note: These documents are not attached to this printed version but they are accessible online at <http://olli.gmu.edu/board-handbook/> (scroll to the bottom of the Contents and click on Attachments), where each attachment can be viewed and, if desired, printed as a pdf document.

- A. Articles of Incorporation of LRI at GMU
- B. Letter of Determination from IRS on Institute's 501(c)(3) status
- C. IRS Form 5768 electing 501(h) status
- D. Articles of Amendment to Articles of Incorporation (LRI to OLLI)
- E. OLLI Bylaws
- F. Affiliation Agreement Between OLLI and Mason
- G. OLLI Strategic Plan: *Pathways to the Future*
- H. Procedures and Guidelines for the Nominating Committee (below)
- I. Executive Director Job Description

H. Procedures and Guidelines for the Nominating Committee

The OLLI Bylaws provide that the Board shall develop and publish procedures and guidelines for the selection, nomination and election of directors and officers.

1. Forming the Nominating Committee (NC)

- a. The president shall appoint the chair of the NC no later than January 14 of the election year, with the approval of the Board at its next meeting.
- b. The NC chair appoints at least two directors from the current Board and at least three members from the general membership to the committee, but in no case should the number of directors on the committee (including the chair, if he/she is a director) exceed the number of non-directors on the committee. A director who is seeking reelection is not permitted to serve on the committee.
- c. The NC chair presents the names of the committee members to the Board by the February Board meeting and then announces the the NC members in the *OLLI E-News*.
- d. The NC meets only in closed sessions. All discussions and committee proceedings are confidential.
- e. Throughout the election cycle, the executive director and OLLI office staff will assist in providing the NC committee administrative support with letters, mailings, ballot preparation and the transmission of electronic and paper ballots.

2. Generating a Calendar and Milestones for the Nomination Process

- a. No later than the February Board meeting the chair, in coordination with the president to confirm the schedule of key dates, creates a detailed calendar of the events required for the nomination process.
- b. This calendar should reflect the Bylaws requirements: that the election be held in May; that the secretary informs the membership of the dates of the annual membership meeting and the closing date of elections at least 25 days in advance; and ballots must be distributed at least 14 days before the closing date of the election.
- c. After the close of the Board elections, the NC has 14 days to submit to the Board a list of the names of directors who are willing to run for the four officer positions.
- d. Key events in the OLLI nomination and election process are illustrated below:
 - (1) November: The executive director in coordination with the president should set the dates on the OLLI Calendar for the annual membership meeting which will include presentations by the candidates for director. Special events and competing activities should not be scheduled at those times.
 - (2) November–December: The OLLI president should initiate the process of selecting a chair to lead the next year's NC.

(3) 14 January: Final date for the president to appoint a chair to lead the NC, subject to Board approval at its January meeting.

(4) Early February: The NC chair should as soon as possible complete the selection of at least five members (two directors and three or more non-director members) for the NC and email its composition to the Board. The members should understand they will be ineligible to be a candidate for director during the upcoming year. The NC is encouraged at its initial meeting to review this listing of critical dates and events and establish its own milestones as necessary.

(5) Mid February: The NC chair, at the February Board meeting, will announce the members of the NC and invite suggestions for director nominees. The chair will also present a tentative schedule of nomination/election activities, events and milestones.

(6) February–March: The NC in preparation of a 9 to 12 member slate of candidates will solicit names and contact potential nominees who meet the eligibility criteria for Board members.

(7) Mid March: The NC will complete its 9 to 12 member slate of best-qualified candidates for presentation to the Board at its March meeting. Presentation of the slate to the Board is a matter of courtesy and not for approval of the individuals on the slate.

(8) Early April: The secretary will notify the general membership of the annual membership meeting and the closing date of elections at least 25 days in advance.

(9) Late April: Deadline for submission of petition candidates (10 days prior to the distribution of ballots).

(10) Early May: The NC should conduct a meet-the-candidate session at the annual meeting in Tallwood with members in Loudoun and Reston participating via video teleconferencing if possible.

(11) Early May: The NC chair in coordination with the secretary and OLLI office should distribute both electronic and paper ballots on the day of the annual meeting.

(12) Mid May (Close of elections or as soon as possible after that day): The NC meets to sort and tally both electronic and paper ballots. Upon determining the final tally, the NC chair will notify all the nominees of the election results and subsequently announce the results to the membership. Vote totals will not be released.

(13) Late May: The NC chair, as early as practical but within 14 days after the close of the election, shall submit to the Board a list of names of potential officers for election at the June Board meeting. The list may include continuing and newly elected directors.

(14) June Board Meeting: (date established by the president and Board): At the June Board meeting, the NC chair will conduct the election of the Board's officers. The election of officers concludes the nomination/election process.

(15) September Board Meeting: The NC chair submits a report to the Board on the work of the NC and recommends changes to the Procedures and Guidelines for Board consideration.

3. Seeking Candidates

a. The Board consists of 18 OLLI members: six members or one-third are elected each year to serve three-year terms. Directors are limited to serve two consecutive terms, but if an appointed director has served less than one year, that will not be counted as a term. Directors who have completed two consecutive terms must wait two years before running again for the Board. NC members are not eligible to be candidates for director.

b. Although the NC must present at least six candidates to fill the Board openings, it is strongly encouraged to nominate at least nine and no more than twelve candidates. In the process of developing a set of potential nominees, the NC first should contact directors eligible to run for a second term. The NC should also canvass the Board, executive director, committee chairs and general membership for suggestions of possible director candidates.

c. Qualifications to be considered for director candidates include:

(1) Demonstrated or expressed active interest in the Institute in one or more of the following areas: teacher, moderator, liaison or coordinator of a course or event; committee member; and other volunteer work.

(2) Ability to communicate and express ideas verbally and in writing, including the ability to access and use email, email attachments and websites on a regular basis.

(3) Willingness to contribute energy, ideas and time in support of the Institute.

(4) Willingness to assume an active role in the governance of the Institute, over and above policy making on the Board, in areas such as Institute officer, committee chair or active committee member.

(5) Willingness to assume the responsibilities expected of any nonprofit board, including: determining mission and purposes; selecting, supporting and evaluating the performance of an executive director; ensuring effective organizational planning; ensuring adequate resources and financial responsibility; determining, monitoring and strengthening programs; enhancing the organization's public standing; ensuring legal and ethical integrity; maintaining organizational accountability; recruiting and orienting new Board members; and assessing Board performance.

d. An initial group, e.g. 10-15, of the most highly qualified candidates should be contacted to determine their interest to run. Past experience suggests that many refusals will be received, so it may be necessary to contact a second or third group of potential candidates. The message to be conveyed to potential candidates should include a rundown of qualifications, the role and responsibilities of a Board member, i.e. that they not only make policy, but are expected to actively participate in OLLI affairs and faithfully attend Board meetings.

e. The final slate of director candidates approved by the NC is announced at the March Board meeting. The Board, through appropriate motion, may reject the entire slate, but not individual

candidates, e.g. if it contains too few or too many candidates. Should such a circumstance occur, the Board will provide guidance to the committee to rework the slate of candidates.

f. The chair announces the slate of candidates in the *E-News* and sends a thank-you letter to each of the nominees including this document as an attachment. This letter will also request that each nominee provide a biography not to exceed 200 words written in the third person singular, which may be edited by the NC for consistency. The biography should include activities at OLLI as well as past experience. The chair arranges for an OLLI member to take photos of each nominee. The NC will use these for inclusion in the annual meeting notice, publishing candidate information in the *E-News*, and for the candidate information displays at each OLLI site.

g. Nominations by Petition: Petition candidates will be added to the ballot if each such candidate has received the written support of at least five percent of OLLI's membership. The NC must receive a petition nomination at least ten days in advance of the distribution of ballots. The NC will inform the membership simultaneously with the announcement of the slate of the exact number of signatures needed on a petition in the current year and of the date by which a petition must be received.

4. Publicity

a. Publicity is a major factor in any election campaign.

b. The NC is responsible for various forms of publicity to inform members about the candidates and events in the election cycle, as follows:

(1) After announcing to the president and Board the names of OLLI members who have agreed to run as candidates, their names will be publicized in the *OLLI E-News*.

(2) Biographies and photos of the nominees will be posted on display boards as soon as possible at all OLLI campuses and sent them to the OLLI webmaster for posting on the website. Candidates may include in their bios a hypertext link to additional information about themselves.

(3) Nominees will be issued distinctive name-tags.

(4) The NC should coordinate with the executive director to request that class liaisons identify any nominees in the classroom, have them stand and be recognized. The NC should request that the liaisons remind class members of election events.

(5) The NC should highlight the candidates and election events in the *OLLI E-News* weekly throughout the Spring. Members should be continually informed of all events and procedures concerning the election.

(6) The meet-the-candidate event is important to allow OLLI members to hear the candidates speak about their qualifications, their interest in becoming directors and respond to questions from the members. The annual membership meeting, usually scheduled for the first Friday in May, will include a meet-the-candidates session. If possible, members at the Loudoun and Reston sites will be able to participate via video teleconference. If not possible, then one

meet-the-candidate session should be held at the Reston or Loudoun campus. The decision on which of these campuses to hold these sessions is left to the NC chair in coordination with the president and the Loudoun and Reston coordinators.

5. Notices and Ballots

a. The OLLI secretary will notify the general membership of the date for the annual membership meeting. This notification should include the candidate biographies and photos.

b. The NC chair will coordinate preparation of both the electronic and paper ballot with the OLLI staff .

c. Electronic balloting is encouraged as the preferred method of voting. The NC chair should ensure that ballots, both electronic and individually requested paper ballots, are made available on the date of the annual membership meeting.

d. Electronic ballots will automatically be sent by the office to all members having email addresses. The names of nominees, including any petition candidates, should be included on the ballot in random order. A box for checking the name of the candidate being voted for precedes each name. A ballot where the voter designates more than six choices is invalid.

e. Members who want paper ballots must request them from the OLLI office.

(1) Their names will be recorded by the office upon receipt of this request. This request will disallow any use of an electronic ballot. They will receive in the mail a ballot addressed to them personally, bearing the OLLI return address and marked in the lower left-hand corner "OLLI Ballot." The envelope contains a single ballot and another envelope for returning the ballot. This inner envelope is addressed to OLLI, with an OLLI return address and an "OLLI Ballot" designation in the lower left-hand corner.

(2) The paper ballot must include the following instructions: how to return it; that only one ballot per official OLLI envelope is permitted; the date by which the return ballot must be received; specific instructions about not voting for more than six candidates; and that no member having lost or misplaced his or her mailed ballot will receive a second ballot.

(3) Ballots can be returned by mail or can be inserted into locked ballot boxes at the OLLI campus sites. Ballots returned by mail are inserted in the locked ballot box at Tallwood.

6. Results

a. Since 2009, OLLI has used the Online Voting System software, a web-based system that allows current OLLI members to vote online in elections and surveys. This software provides a manager console that allows OLLI staff to manage all elections and provide summary results immediately after an election. It does not track individual voting and cannot be used to analyze member voting patterns, e.g. by campus sites, etc.

b. Upon conclusion of the voting period, the NC chair will collect the ballot boxes containing the paper ballots from the various sites, and obtain an electronic computer-generated printout of the online voting results from the OLLI staff.

c. With both the online and paper ballots, the NC will tally the results to determine the newly elected board members.

d. In reviewing paper ballots, the NC first rejects improperly submitted envelopes. Then the sealed envelopes are opened by the NC, counted and the results recorded on tally sheets. All members of the NC should watch this tally and be prepared to verify its accuracy. The election ballots and tallies are secured at the Tallwood office.

e. The NC chair will list the winners' names in alphabetical order for release to the membership. Prior to the release, however, the chair shall inform all nominees privately whether they have won or lost. Under no circumstances are candidates to become aware of their electoral standing, i.e. whether they came in first place, last place, or otherwise. Other than being aware that they were or were not elected, electoral standing remains confidential to the NC.

f. The losing candidates are also notified by mail and they are encouraged to run again. The new Board members are announced to the OLLI membership through *OLLI E-News* and the OLLI website.

g. The new Board members begin their terms at the first Board meeting to be held within six weeks after the closing date of the election.

7. Canvass for Board Officers

a. The NC chair is responsible for canvassing all of the twelve ongoing and six newly elected Board members for their willingness to serve as a Board officer in the coming year. Canvassing should be conducted during the 14 days following the close of voting.

b. Note that a director may run for more than one office. The present and new directors should be canvased regarding any recommendations that they may have for officer positions.

c. It is the duty of the NC chair to identify potential candidates for Board officers, but not to recommend a specific slate. Any Board member indicating a desire to be on the ballot will not be screened out. It is up to the new Board to vote to fill its officer positions. In the case where there is no candidate for an officer position, the NC chair should coordinate with the president for assistance.

d. The NC chair should email the list of candidate officers to the Board as soon as it is available, but no later than 14 days following the close of the election.

8. Election of Board Officers

a. After the general election the out-going directors and officers will hold office until formally relieved by their replacements.

- b. The NC chair will provide an absentee ballot upon request for use by any director who may be absent during the election. Absentee votes will be returned (including electronically) to the NC chair at least one hour before the stated start time of the Board meeting. Absentee votes for officers are valid only for the first ballot for each office and only if there are no changes in the candidates for that office.
- c. The NC chair conducts the election of officers at the Board meeting. The Board votes for each officer separately, beginning with the president, followed successively by voting for the vice president, treasurer and secretary.
- d. Nominations and seconds for each candidate are requested from the directors. In the event any directors decide during the election process to run for a particular office or offices, they may be nominated from the floor or self-nominate, however, their nomination must be seconded. Directors may run for more than one office.
- e. If there is more than one candidate for a particular office, each candidate will be asked to make a brief statement, in the absence of their opponent(s). The candidates for each office leave the room to allow for conversation among the directors. After the Board confers they are summoned to return for voting.
- f. Balloting is secret. The winner must receive a majority vote of the directors voting. In the event there is only one nominee or candidate for a position the presiding officer may ask for a vote by acclamation.
- g. The meeting is turned over to the new president.

9. Final Report

- a. The NC chair prepares a written report to the Board and the executive director with a copy to NC file in the Tallwood office. The report, detailing lessons learned and appropriate recommendations, should be submitted by the September Board meeting.
- b. This file is available for the current and future nominating committees.