

BYLAWS for Lifelong Learning
Institute

Northern Virginia Community College - Manassas Campus (LLINVCC-Manassas)

ARTICLE I NAME, AUTHORITY AND OFFICE

Section 1.1 Name and Authority. Lifelong Learning Institute is a Non-Profit Corporation hosted by Northern Virginia Community College - Manassas Campus. It is a membership organization that is managed by a Board of Directors elected by the membership. The Corporation is known as Lifelong Learning Institute, Northern Virginia Community College-Manassas Campus (LLI/NVCC-Manassas).

Section 1.2 Offices. The main office is located at 6901 Sudley Road, Manassas, Virginia, 20109. Telephone number (703) 361-6310.
Our website is www.lli-manassas.org

Section 1.3 Liaison. Northern Virginia Community College - Manassas Campus will designate staff to serve as liaison to the LLI/NVCC-Manassas Campus.

ARTICLE II PURPOSE

To operate exclusively for the purpose of informing and educating the older adult (age 50 and older) population in and around Northern Virginia within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"); and

To conduct any and all other lawful activities not required to be specifically stated in the Articles of Incorporation and these bylaws for which corporations may be incorporated under the Act, provided, however, that LLI/NVCC-Manassas shall engage only in such activities as are in furtherance of the exempt purposes set forth in § 501(c)(3) of the Code, or the corresponding provision of any future federal tax law, for a corporation organized and operated exclusively for educational purposes.

No part of the assets or net earnings of LLI/NVCC-Manassas shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers or other private persons, except that LLI/NVCC-Manassas shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of LLI/NVCC-Manassas shall be the carrying on of propaganda or otherwise attempting to influence legislation, and LLI/NVCC-Manassas shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision to the contrary, LLI/NVCC-Manassas shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding provision of any future federal tax law, or (ii) by a corporation, contributions to which are deductible

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under § 170(c)(2) of the Code, or the corresponding provision of any future federal tax law.

ARTICLE III MEMBERSHIP

Section 3.1a Membership. The Directors of LLI/NVCC-Manassas are hereby established as members of LLI/NVCC-Manassas. A membership shall be available to all persons fifty-years (50) of age or older. For admission to membership any interested person shall apply on a form approved by the Board of Directors, which may provide among other requirements that the applicant agrees to abide by the Bylaws of LLI/NVCC-Manassas. The application shall state the name and address of the applicant together with such other information required by the Board of Directors in approving the form of application. A tender of the initial dues as a member shall accompany each application for the applicant's first year as member.

Section 3.1b Voting rights. A member shall be in good standing with LLI/NVCCManassas only if he/she has paid all membership dues then due. Voting rights are extended only to members in good standing.

Section 3.1c Categories of Membership. LLI/NVCC-Manassas shall have one category of members and each member shall have one vote. The President of the Membership Committee shall keep a list of all active members. The membership shall not be transferable.

Section 3.2 Dues/Fees. The Board of Directors shall set the dues and fees.

Section 3.3 Member Privileges. Members may enroll in one or more courses which are offered by the LLI/NVCC-Manassas and participate in all LLI/NVCC-Manassas activities, programs and special events subject to such fees, limits in class size, and procedures as the Board of Directors may adopt. Members will be entitled to specific privileges from Northern Virginia Community College-Manassas Campus when extended to the LLI membership.

ARTICLE IV MEETINGS

Section 4.1 Annual Meetings. An annual meeting of the LLI/NVCC-Manassas shall be held in *March* of each calendar year. The Board of Directors shall determine the date, time and place.

Section 4.2 Special Meetings A special meeting may be called by the President of the Board of Directors under the following condition: 1) Five (5) members of the Board of Directors submit the request for a meeting in writing to the President stating the

purpose of the meeting; 2) Twelve (12) members of the voting membership submit a written request for a special meeting to the President stating the purpose for the meeting. The President will schedule the special meeting within 45 days after receiving a valid written request. All members must be informed of the date, time, place, and purpose of such meeting seven (7) days in advance. The business transacted at a special meeting will be confined to the purpose stated in the meeting notice.

Section 4.3 Forum. At all meetings of the LLI/NVCC-Manassas membership a quorum shall consist of those present by attendance or by proxy. A quorum for the meeting is attained when a combined total of members present and the number of valid proxies presented to the President at the start of the meeting equals 10% or more of the membership.

Section 4.4 Majority Rule. Except on a vote to amend these bylaws, all decisions of the LLI/NVCC-Manassas membership shall be determined by a majority of the voting members present, or by proxy, at the meeting. The President of the meeting shall not vote except in case of a tie vote.

Section 4.5 Proxies A member of LLI/NVCC-Manassas may designate another member of the LLI as a Proxy. The President of the meeting may ask Proxy holders to identify the Proxy for the purpose of establishing a meeting Quorum. When voting a Proxy, the holder of the Proxy vote will cast the Proxy vote by submitting the signed Proxy form along with the ballot to the President.

Section 4.6a Notice of Meetings. Notice of the date, time, and place of a meeting of members shall be given by written notice at least ten-days (10), but not more than sixtydays (60) prior to the meeting. All meetings shall be held at the date, time, and place fixed by the Board of Directors. The meeting notice must state the purpose or purposes for which the meeting is called. Notice will be sent by mail to the members' last known address appearing on the books of LLI/NVCC-Manassas.

Section 4.6b Closing Transfer Books and Record Date. The books of LLI/NVCCManassas may be closed by order of the Board of Directors not exceeding seventy (70) days next members' meeting for the purpose of determining the members entitled to notice of any meeting of members. In lieu of closing the books, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date to be not more than seventy (70) days preceding the date on which the particular action requiring such determination of the members is to be taken.

Section 4.7 Parliamentary Authority. The President shall preside over all meetings of the members. If the President is not present, the Vice-President shall preside. If the Vice-President is not present, or if there is no Vice-President, then either the Secretary or the Treasurer shall become the presiding officer. If none of such officers are present, the

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persons present at the meeting shall select someone from their number to serve as the presiding officer of the meeting. The Secretary shall act as Secretary of all meetings if the Secretary is

present. If the Secretary is not present, the presiding officer shall appoint the Secretary of the meeting.

Section 4.8 Consent Action by unanimous consent requires a Quorum. In cases where there seems to be no opposition in routine business or on questions of little importance, time can be saved by the procedure of unanimous consent. The President of the meeting announces, "If there is no objection to *the question* (the President will state the question) the action will be taken". If an objection is heard, the President will call for the vote.

Section 4.9 Robert's Rules of Order newly revised, shall govern the meeting of the organization in all cases where they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 a Membership. The Board of Directors of the LLI/NVCC-Manassas shall include not more than nine (9) elected members, which include the four (4) officers of the Board of Directors.

If the immediate past President does not continue as a Director, such person shall serve as an ex officio (non-voting) member of the Board of Directors during the time that he or she occupies the position of immediate past President.

Section 5.1b Officers. The Officers of the LLI/NVCC-Manassas shall be the President, Vice-President, Treasurer, and Secretary.

Section 5.1 c Executive Board. The officers of the Board of Directors shall constitute an Executive Board to act on behalf of the Board of Directors between meetings.

Section 5.2a Term of Office. The term of office for the Officers of the Board of Directors shall be one (1) year. The term of office for elected members of the Board of Directors shall be three years.

Section 5.2b Consecutive Terms. No one person may serve more than two (2) consecutive terms on the Board of Directors.

Section 5.3 Elections. At the annual membership meeting of the LLI/NVCCManassas members will elect from its membership those interested in serving on the Board of Directors filling any existing vacant positions on the Board. At the first meeting

after the annual election members of the Board of Directors shall elect the Officers of LLI from its ranks.

Section 5.4 Vacancies. A member of the Board of Directors may resign at any time by giving written notice to the President. A member absent for three or more consecutive meetings of the

Board of Directors without excuse may be removed from the Board by a majority vote of the Board of Directors at a regular meeting or at a special meeting at which a quorum (section 5.6c) is present. A vacancy on the Board may be filled, for the balance of the term vacated, by a majority vote of the Board.

Section 5.5 Duties. The Board of Directors shall supervise, control and direct the affairs of LLI/NVCC-Manassas; pursue its purpose, and determine its policies, consistent with and subject to its bylaws. Consistent with the general goals and objectives of the LLI/NVCC-Manassas, the Board of Directors may adopt such operating rules, policies, and procedures as necessary for its benefit.

Section 5.6a Meetings. The Board of Directors shall determine the frequency of board meetings. A meeting of the Board of Directors may be called by the President, or by any five (5) members of the Board of Directors.

Section 5.6b Notice of Meetings. A notice of a meeting of the Board of Directors shall be mailed, e-mailed or delivered, to each member of the Board of Directors at the last known address at least seven-days (7) before the meeting date. Regular periodic meetings of the Board of Directors may be scheduled at one of the preceding meetings of the Board, thereby dispensing with prior notification to its members.

Section 5.6c Quorum. A majority of the current Board of Directors shall constitute a quorum at all meetings of the Board of Directors. Proxy representation shall not be eligible for the voting at any meeting of the Board of Directors.

Section 5.7a Nominating Committee. The nominating committee shall consist of five (5) members. The President of the Nominating Committee and two members, who are not members of the Board of Directors, shall be appointed by the Board of Directors six months before the annual meeting. At the same time, the Board of Director shall appoint two of its members to the Nominating Committee. Vacancies on the Committee shall be filled by appointment by the Board of Directors. The nominating committee shall recruit from the LLI membership candidates for the annual election to the Board to fill existing vacancies.

Section 5.7b Report of the Nominating Committee and Nomination from the Floor. The report of the Nominating Committee shall be sent to all members with the notice of the annual meeting and shall be presented at the annual meeting. Following the

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presentation of the Nominating Committee's report, any voting member may make nomination from the floor, provided the consent of the nominee has been secured.

Section 5.8 Compensation. Members of the Board of Directors may not receive compensation for serving in their official capacity. They may, however, be reimbursed for out-of-pocket expenses incurred on behalf of the LLUNVCC-Manassas, providing such expenses are included as line items in the budget, or have been approved by the Board of Directors in advance.

ARTICLE VI COMMITTEES

Section 6.1a Standing Committee. Committees for Programs, Membership, Finance, and Social Activities shall be standing committees, which shall prepare reports and proposals regarding projects submitted to it and present the reports and proposals to the Board of Directors for action. As warranted, by events, the Board of Directors may establish additional standing committees.

Section 6.1b Framework. Membership on each of the Standing Committees shall be made up of volunteers from members of the LLI/NVCC-Manassas who have expressed an interest in the committees' activities.

Section 6.1c Committees. A member of the Board of Directors shall serve as the chairperson of a committee. (For example, the Treasurer, who is a member of the Board of Directors, shall serve as the chairperson of the Finance Committee) Each committee shall elect from its members a person to serve as the committee's vice-chairperson. In the absence of the committee's chairperson, the vice-chairperson will conduct the meetings of the committee and serve as an ex-officio member of the Board of Directors in the absence of the of the committee's chairperson.

Section 6.2 Special Committees. The Officers of the LLI/NVCC-Manassas may appoint special committees. Members of the special committees may include nonmembers of the LLI/NVCC-Manassas.

ARTICLE VII FINANCES

Section 7.1 Fiscal Year. The fiscal year for the LLI/NVCC-Manassas shall be equal to the calendar year, from January 1 to December 31, beginning with the year of 2004.

Section 7.2a Income The LLI/NVCC-Manassas may establish membership dues and program or activity fees, and pursue grants as sources of income to support the financial requirements of the organization.

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Section 7.2b Donations. The LLUNVCC-Manassas, through the Board of Directors, may accept donations of moneys, real property, goods, effects, or services for the benefit of the organization.

Section 7.2c Fund-Raising Events. The board of Directors may approve fund-raising events for the benefit of LLI/NVCC-Manassas.

Section 7.3 Budget. The Board of Directors is responsible for the preparation of the annual budget to be presented to the members of the LLI/NVCC-Manassas at its annual meeting.

Section 7.4a Funds._____The accounting and management of the funds of the LLI/NVCC-Manassas shall be the responsibility of the Treasurer.

Section 7.4b Financial Audit_____The Board of Directors shall approve a qualified financial auditor to conduct the annual audit of funds and prepare the required Federal and State tax forms to be filed annually.

Section 7.5. Financial Reports._____A financial report of income and expenses shall be prepared by the Treasurer and distributed to the Board of Directors quarterly and to the members at the annual meeting.

ARTICLE VIII DISSOLUTION

Section 8.1 Distribution of Assets Upon Dissolution._____Upon the dissolution of LLI/NVCC-Manassas, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of LLI/NVCC-Manassas, distribute all of the remaining assets of LLUNVCC-Manassas in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization(s) under § 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of LLUNVCC-Manassas is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX AMENDMENTS

Section 9.1 Authority to Amend._____These Bylaws can be amended only by a 60% or more favorable vote of the members present, including proxies, at the annual meeting, or

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at a meeting called in accordance with these Bylaws for the purpose of amending the Bylaws.

Section 9.2a **Procedure to Amend.** Any member of the LLI/NVCC-Manassas may submit a written proposed amendment to the Bylaws. The proposed amendment shall be submitted to the President of LLI/NVCC-Manassas to be first considered by the Board of Directors at a regularly scheduled meeting.

Section 9.2b **Board Action.**_____A proposed amendment, submitted to the President of the Board of Directors, must receive a favorable vote of a majority of the Board of Directors before it can be submitted for consideration to the LLI/NVCC-Manassas membership.

Section 9.2c Membership Action._____ A proposed amendment, signed by at least fifty (50) percent of the members of the LLI/NVCC-Manassas, shall be presented to the members without the requirement of having received a favorable vote from the Board of Directors.

Section 9.3 Notice._____ A complete copy of a proposed amendment, to be considered by the LLI/NVCC-Manassas membership, must be delivered to the membership together with the notice of the meeting at which the vote will be taken. The notice may include a recommendation from the Board of Directors.

ARTICLE X INDEMNIFICATION

Section 10.1 Advances._____ LLI/NVCC-Manassas will reimburse the reasonable expenses incurred by a director, officer, employee, or agent who is a party to a proceeding if (i) the director, officer, employee, or agent furnishes LLI/NVCC-Manassas with a written statement of his good faith belief that he/she has met the standard of conduct described in the articles of incorporation; (ii) the director, officer, employee or agent furnishes to LLI/NVCC-Manassas a written undertaking, executed personally, to repay the advance, if it is ultimately determined that he/she did not meet the standard of conduct; and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Section.

Section 10.2 Determination and Authorization of Indemnification.

10.2a LLI/NVCC-Manassas will not indemnify a director, officer, employee or agent unless authorized in the specific case, after a determination has been made that indemnification of a director, officer, employee or agent is permissible in the circumstances, because he/she has met the standards of conduct.

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10.2b the determination shall be made by any of the following:

- (1) A majority vote of a quorum of only the members of the Board of Directors who are not at the time parties to the proceeding;
- (2) A majority vote of a Committee duly designated by the Board of Directors consisting solely of two or more directors not at the time parties to the proceeding if a quorum cannot be obtained;
- (3) By special legal counsel either selected by the Board of Directors or its Committee or, if the quorum of the Board of Directors cannot be obtained and a Committee cannot be designated, selected by a majority vote of the full Board of Directors, in which selection those directors who are parties to the proceeding may participate; or
- 4) By the members.

ARTICLE XI SEAL

LLI/NVCC-Manassas may have an insignia or a corporate seal of such design as the Board of Directors may adopt.

ARTICLE XII CHECKS, NOTES AND DRAFTS

Section 12.1 Signatures Checks, notes, drafts, and other orders for the payment of money shall be signed by such persons as the Board of Directors may from time to time authorize. The signature of any such person may be a facsimile when authorized by the Board of Directors.

On this 10th day of November 2004 these Bylaws have been approved by a majority vote of the Board of Directors of the Lifelong Learning Institute - Manassas and will become effective December 1, 2004.

Signed, November 10, 2004



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Joyce . Kister

President, Lifelong Learning Institute- Manassas