

SENIOR UNIVERSITY GEORGETOWN BYLAWS

ARTICLE 1. Name, Purpose and Principal Office

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

ARTICLE 2. Membership and Meetings

- 2.1 **Membership.** Persons become eligible to become a member of the University (referred to herein as a "Member") and to participate in its activities upon reaching age 50. Membership shall begin with the month of initial enrollment and shall be renewable annually thereafter upon payment of any annual dues required. No person shall be denied membership on the basis of advanced age, sex, race, religion, national origin, physical disability, sexual orientation or political affiliation or belief.
- 2.2 **Suspension and Termination of Membership.** The Board may, by a majority vote, suspend or terminate a Member's right of membership for misconduct associated with University activities, as determined by the Board. Misconduct shall include, without limitation, actionable instances of physical or verbal abuse (whether written or oral), or any crimes against the person or property of any Member. A person whose membership has been suspended or terminated for misconduct shall not be entitled to a refund of annual membership dues and shall not be eligible to participate in any activities of the University. Written notice of such action shall be provided to the Member, who shall have the right to appeal the action to the Board in writing and/or in person. Reinstatement of such a Member after appeal shall be in the sole discretion of the Board.
- 2.3 **Meetings.** The Members of the University shall meet annually for the election of Directors and such other matters as may come before the Members (referred to herein as the "Annual Membership Meeting"). Special meetings of the Members may also be called by the President, the Board of Directors, or at least ten percent (10%) of the Members. The place and time of each meeting shall be determined by the Board.
- 2.4 **Notice of Meetings.** Notice of the Annual Membership Meeting shall be provided to Members no fewer than fourteen days prior to any such meeting. Notice may be delivered by U.S. mail, e-mail, fax, electronically or any other means prescribed by the Board. Such notice shall state the business to be conducted and the time and place of the meeting. No business shall be transacted other than that referred to in the notice.
- 2.5 **Agenda of Meetings of the Membership.** The Agenda of the Annual Membership Meeting shall contain all items required by law and *at least* the following items:
 - *Proof of Due Notice of Meeting
 - *Reading and disposition of the Minutes of the last Annual Membership Meeting
 - *Report by the President

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

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

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

- 2.6 **Quorum.** The Members present at a meeting of the University shall constitute a quorum.
- 2.7 **Conduct of Membership Meetings.** The President will preside over all meetings of the University and the Secretary shall keep the minutes of each meeting and record in the official records of the University all such minutes and copies of any resolutions adopted.
- 2.8 **Robert's Rules of Order.** *Robert's Rules of Order Newly Revised* shall govern all meetings of the University and the Board of Directors.
- 2.9 **Voting.** Each Member shall be entitled to one vote upon each matter submitted to a vote at any meeting of Members. Questions shall be decided by a vote of a majority of the Members voting thereon. Voting by proxy is not permitted.

ARTICLE 3. Board of Directors

- 3.1 **Governance.** The Board of Directors shall be elected at the Annual Membership Meeting by the Members present. The affairs of the University shall be managed by the Board which shall adopt all policies and procedures it deems appropriate. The Board, at its discretion, may hire paid staff and make other arrangements to conduct any portion of the day-to-day business of the University as the Board may see fit, including the hiring of employees, engaging independent contractors, and assigning volunteers.
- 3.2 **Number and Qualification of Directors.** The Board shall consist of not less than nine (9) and no more than fifteen (15) directors (referred to herein as "Directors"), each of whom must be an active Member of the University in good standing. Nominations for Director shall be made by the Nominating Committee, and nominations may also be made by a petition signed by twenty-five Members and submitted to the President no fewer than twenty-eight days prior to the Annual Membership Meeting.
- 3.3 **Terms of Directors.** Directors shall be elected for staggered three-year terms except that in order to fill unexpired terms and maintain balance among the three classes, the Nominating Committee may nominate candidates for one-year or two-year terms and may designate candidates nominated by petition as candidates for one-year or two-year terms. No person shall serve on the Board for more than six years in succession except that a person serving as Immediate Past President may remain on the Board while serving as the Immediate Past President. No person who has previously served on the Board six years in succession (or seven years if the seventh year was as Immediate Past President) may be elected to the Board until a full year has passed following the end of his or her previous term of service.
- 3.4 **Filling Vacancies.** If a vacancy occurs on the Board, the President may appoint a Member to fill that position for the remainder of the calendar year. An appointment to serve for less than a full calendar year shall not count toward the six-year term limit for Directors.

- 3.5 **Regular Meetings of the Board of Directors.** Regular meetings of the Board shall be held monthly, except during the month of July, and on such day and time as determined by the Board, Regular Board meetings shall be open to all Members except that the Board may meet in closed session to discuss such issues as it determines appropriate, including but not limited to, legal matters, matters of a personal nature, or complaints of alleged misconduct by Members. Members who attend a Board meeting and are not Directors may address the Board at the meeting only with the prior notification to and consent of the President. Members who attend and are not Directors shall not vote on any issues that come before the meeting.
- 3.6 **Special Meetings of the Board of Directors.** The Board shall hold a special meeting at the request of any Officer or of any three Directors. Notice of a special meeting of the Board shall be provided to Directors at least seventy-two hours prior to the meeting. Notice may be delivered by e-mail, fax, electronically or other means prescribed by the Board. Such notice shall state the business to be conducted and the time and place of the meeting. No business shall be transacted other than that on the Agenda contained in the notice.
- 3.7 **Quorum at Meetings of the Board of Directors.** A quorum at any regular or special Board Meeting shall consist of a majority of the total number of Directors.
- 3.8 **Action by Members Without Meeting.** Any action required by Chapter 22 of the Texas Business Organizations Code to be taken, or any other permitted action which may be taken at any meeting of the Board or may be taken without a meeting if a consent in writing, setting forth the action to be taken shall be signed by all the Directors. Such unanimous written consent shall have the same force and effect as if such action were taken at a meeting of the Board.

ARTICLE 4. Officers

- 4.1 **Qualification, Election and Term of Officers.** The officers of the Board of the University (each referred to herein as an "Officer") shall consist of a President, a Vice President, an Immediate Past President, a Secretary, a Treasurer, and any other Officers deemed necessary by the Board. Only Directors are eligible to serve as Officers. The Term of Office shall be one year for each Officer with unlimited opportunity to serve in an Office during one's tenure as a Director. All Officers for the coming calendar year, except the Immediate Past President, shall be elected by the newly elected Board at a special meeting of Board to be held following the Annual Membership Meeting and prior to the first regular meeting of the Board for the applicable year of service of such Officers.
- 4.2 **President.** The President shall serve as the Chief Executive Officer of the University and the Chairperson of the Board of Directors and shall preside at meetings of the Members. The President shall ensure that all decisions of the Board are implemented in a timely manner. The President may delegate certain operational responsibilities to staff.
- 4.3 **Vice President.** The Vice President shall perform such duties as may be directed by the President and shall assume the duties of the President during the President's term of office in the event of the absence or incapacity of the President.
- 4.4 **Immediate Past President.** The Immediate Past President shall perform such duties as may be directed by the President.
- 4.5 **Secretary.** The Secretary, or the Secretary's designee, shall record all votes and minutes of the official meetings of the Members and of the Board of Directors in books to be kept for that purpose. The Secretary shall ensure the maintenance of all official records of the Members and the Board and authenticate correspondence and documents of the Board. The Secretary shall ensure the maintenance of these Bylaws and Amendments by the University and ensure that upon the request by any Member, a copy will be provided to that Member, at the Member's expense. The date of the most recently revised Bylaws shall be displayed on each page of the Bylaws and the Secretary shall ensure the maintenance of the full text of every revision in the University's official records.

- 4.6 **Treasurer.** The Treasurer shall be responsible for oversight of the financial condition and affairs of the University on behalf of the Board. The Treasurer shall report to the Board on a regular basis to review the financial condition and the financial results of the University's activities. The Treasurer shall serve as a member of the Finance Committee responsible for the preparation of the University's operating and capital budgets and present such budgets to the Board for approval. The Treasurer shall also be responsible for the implementation of such budgets as approved by the Board and for the preparation and submission of all necessary and appropriate financial reports and filings in a timely manner. The Treasurer shall also be responsible for the implementation of appropriate controls to ensure the financial integrity of the University and the protection of its assets.
- 4.7 **Removal of Officers.** An Officer may be removed by a majority vote of the Board of Directors at a regular or special Meeting of the Board.
- 4.8 **Officer Vacancies.** A vacancy in the Office of President shall be filled by the Vice President for the remainder of that calendar year. A vacancy in the office of Vice President, Secretary, Treasurer or any other Office shall be filled by the Board (in consultation with the Nominating Committee) for the remainder of that calendar year. Vacancy in the office of Immediate Past President shall not be filled.

ARTICLE 5. Committees

- 5.1 **Establishment of Committees.** The Board of Directors shall have the authority to establish such standing committees and ad hoc committees/task forces as it deems necessary to achieve the objectives of the University. No committee, other than the Executive Committee as provided by law and herein, shall have the authority vested in the Board of Directors for the management of the University, but shall be responsible for recommending to the Board any official action that must be taken with respect to the tasks for which the committee has been charged. Any action required or permitted to be taken by a committee shall be decided by a vote of the majority of the committee members present at a meeting of the committee or by written consent if signed by all members of the committee. The designation and appointment of a committee and the delegation of authority to such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law upon the Board of Directors or upon any individual Director for the management of the affairs of the University.
- 5.2 **Qualification, Appointment and Term of Committee Chairs and Members.** The Chair of each standing committee shall be appointed by the President for a one year term beginning January 1. Each Chair shall be eligible for reappointment. The Chair of each ad hoc committee shall be appointed by the President at the time such ad hoc committee is organized for its particular purpose and shall serve for so long as the President or the Board deems appropriate. The members of each standing and hoc committee shall be appointed by the President in consultation with the applicable Chair. Members of standing committees shall serve for a one year term beginning January 1, and shall be eligible for reappointment. Members of ad hoc committees shall serve for so long as the Chair and the President designate upon their appointment. The President shall serve *ex officio* as a member of every standing committee and every ad hoc committee. Each committee chair must be a Member of the University. Committee members shall be Members of the University unless otherwise approved by the President and the applicable committee chair.
- 5.3 **Executive Committee.** The Executive Committee shall consist of the Officers of the Board of the University. The Executive Committee may, to the extent permitted by law, act on behalf of the entire Board of Directors without the need to consult all members of the Board. All such actions shall be reported to the full Board at its next meeting.
- 5.4 **Standing Committees.** The standing committees shall include at least a Finance Committee and a Nominating Committee in addition to any other standing committees required by the Board Policies or as the Board otherwise determines appropriate.

ARTICLE 6. Financial Affairs

- 6.1 **Fiscal Year.** The fiscal year for the University shall extend from January 1 through December 31 of each calendar year.
- 6.2 **Annual Financial Status Report.** The Treasurer or his/her designee shall present a written report regarding the financial status of the University to Members at each Annual Membership Meeting.
- 6.3 **Annual Review of Financial Procedures.** Each year the Board shall choose to engage a professional to: (1) review the University's financial policies and procedures to determine whether they are sufficient to provide adequate financial reporting and internal controls to safeguard the organization's assets; (2) ensure that the financial policies and procedures established are being followed; and (3) provide a written report to the Board. The Board may, but is not obligated to engage a financial professional to conduct an audit of the financial matters of the University when deemed appropriate.
- 6.4 **Bonding of Officers.** The Treasurer, and any other Directors and any staff delegated to assist the Treasurer, shall be appropriately bonded.
- 6.5 **Annual Budget.** The Treasurer shall propose for adoption by the Board at the Board's November meeting an operating and capital budget, as prepared by the Finance Committee for the subsequent fiscal year of the University.
- 6.6 **Tax-Exempt Status.** The Board shall maintain the University's classification as a non-profit organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE 7. Indemnification and Insurance

- 7.1. **Indemnification.** The University shall have the power to indemnify and advance or reimburse expenses to Directors, Officers and committee members to the fullest extent permitted by law in connection with their responsibilities on behalf of the University, provided however, that no such indemnification shall be paid unless the person claiming such indemnification was acting in good faith and reasonably believed that his or her conduct was in the best interests of the University and lawful.
- 7.2. **Insurance.** The University may also purchase insurance for its Directors, Officers, and committee members in coverage amounts and limits determined by the Board.

ARTICLE 8. Amendments

- 8.1 These Bylaws may be modified or amended by the Board of Directors, provided however that any amendment that modifies the voting rights of Members must be approved by the Members at an Annual Membership Meeting or special meeting of the Members called for such purpose. In such case, written notice of the proposed modifications or amendments shall be provided to the Members no fewer than fourteen (14) days prior to the meeting at which the proposed modifications or amendments are to be considered. Amendments adopted by the Board shall be reported to the Members at the next Annual Membership Meeting.

ARTICLE 9. Dissolution

- 9.1 It is the intent of the University to exist and operate in perpetuity. Should it become necessary to dissolve the University, the procedures followed shall conform to the laws and regulations of the State of Texas and the Internal Revenue Code, as amended.

CERTIFICATION

The undersigned duly elected and appointed Secretary of Senior University Georgetown (the "Corporation"), hereby certifies that the foregoing Bylaws of the Corporation were adopted at a meeting of the Members of the Corporation duly called and held on December 6, 2017, and remain in full force and effect on the date hereof.

December 6, 2017

_____/s/_____
Linda Oldfield, Secretary