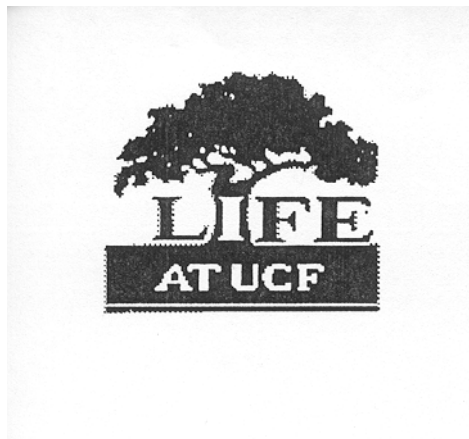


LIFE at UCF, Inc. BY-LAWS

Effective date: March 18, 2014



LEARNING INSTITUTE FOR ELDERS, INC.

By – Laws

ARTICLE I

NAME

The name of this organization shall be Learning Institute for Elders at the University of Central Florida, Inc. the organization shall be known by its acronym LIFE at UCF.

ARTICLE II

PURPOSE

The purpose of this organization shall be to provide educational programs for the participatory group study on topics selected by and for the membership.

ARTICLE III

MEMBERSHIP

3.1 Membership in this organization is open to all individuals whose interest and endeavors are in keeping with its purpose, and in full accordance with Article III of the Articles of Incorporation

3.2 The Board of Directors may establish one or more categories of membership and shall establish by policy the amount of dues each category shall pay.

Members shall receive notice of change in dues structure at least 30 days prior to the annual meeting.

3.3 the regular members shall have the rights, responsibilities and privileges normally associated with Organization membership including the right to vote at regular and special meetings and to hold office in the organization

3.4 Special categories of members shall have those rights designated by the Board of Directors and pay dues as decided by the Board.

ARTICLE IV

OFFICERS DUTIES & TERMS

4.1 The officers of LIFE at UCF shall be a President, Vice President, Secretary and Treasurer. Their duties shall be as follows:

LEARNING INSTITUTE FOR ELDERS, INC.

By – Laws

4.2 PRESIDENT: The President shall preside at all meetings of the Organization, the Executive Committee and the Board of Directors, unless the President designates another person to preside. The President may sign or endorse checks, drafts and notes. The President shall be ex-officio, a member of all Committees except the nominating committee. The President shall have such usual powers of supervision and management as may pertain to the office of President and shall perform such other duties as may be designated by the Board of Directors. The President shall have the power to appoint an ad hoc chair for specific purposes. This chair shall serve on the Board ex-officio, for the duration of the chairmanship. When the outgoing President's term on the Board expires concurrent with his/her term of office, then he/she shall serve ex-officio on the board of directors for one year following service as President.

4.3 VICE PRESIDENT: The Vice President shall, in the event of the absence, disability, resignation or death of the President, possess all the powers and perform all the duties of that office until the next or regular election. The Vice President shall perform such other duties as the President and the Board may designate.

4.4 SECRETARY: The Secretary shall keep the minutes of all the meetings of the Executive Committee, the Board of Directors as well as regular and special meetings of the membership. The Secretary shall notify all officers and directors of their election, shall sign with the President all contracts and other instruments when so authorized by the Board of Directors, and shall perform such other functions as may be required.

4.5 TREASURER: The Treasurer shall collect and receive all moneys due, shall be the custodian of these moneys, shall deposit them in the bank, or other accounts authorized by the Board of Directors, shall sign and endorse checks, drafts and notes, shall present statements to the Board of Directors at their regular meetings and an annual report to the membership at the annual meeting.

TERMS OF OFFICE: All officers shall be elected for a term of one year by the Board of Directors at the first meeting of the Board of directors.

LEARNING INSTITUTE FOR ELDERS, INC.

By – Laws

ARTICLE V

EXECUTIVE COMMITTEE

5.1 THE Executive Committee shall be comprised of the officers of the organization. If the organization employs an Executive Director, this person shall serve ex-officio, on the Committee.

5.2 The Executive Committee shall be empowered to act for the organization as needed between Board Meetings. All actions taken by this committee shall be temporary until submitted to the Board of Directors for subsequent approval.

ARTICLE VI

BOARD OF DIRECTORS

6.1 The Board of Directors shall consist of a minimum of 10 members and at maximum of 18 members elected by and from the membership at an annual meeting.

6.2 **TERM OF OFFICE:** Directors shall serve a three-year term except for the first elected board. The initial board shall include: 3 Directors elected for one year, 3 Directors elected for two years and the balance of the Board Elected for three years. Board Members may serve for two consecutive three-year terms, except for the Executive Board members (i.e. officers President, Vice-President, Treasurer, and Secretary) who would be allowed a third term. The terms of appointed Board members of one year or less do not apply to the term limits imposed by section 6.2 above.

6.3 **DUTIES:** The Board of Directors shall be responsible for the active management of LIFE at UCF. They shall consider recommendations from the membership, officers and/or Executive Director and initiate programs to achieve the purpose of the organization.

6.4 **MEETINGS:** The Board of Directors shall meet at least quarterly, at the call of the President.

LEARNING INSTITUTE FOR ELDERS, INC.
By – Laws

6.5 **VACANCIES:** In the event of a vacancy, the President, with the approval of the Board, shall appoint someone from the membership to fill the position for the unexpired portion of that term in order to preserve the staggered terms initiated in Sec: 6.2.

ARTICLE VII

STANDING COMMITTEE

7.1 The President, with the approval of the Board of Directors, shall appoint chairpersons for standing committees. Standing Committee Chairpersons may serve ex-officio on the board. The number and types of Standing Committees will be established by LIFE policy.

7.2 Any officer, with the exception of the President, may serve as a standing committee chairperson.

7.3 Committee members shall be appointed by the Committee Chairperson.

7.4 The term of office for the chairpersons and committee members is one year.

7.5 **AD-HOC COMMITTEES:** The President may appoint chair persons of such special committees as are found necessary to carry out the work of the organization. These committees shall be terminated upon the completion of their tasks and the Chair shall serve ex-officio on the Board in the interim.

7.6 The President may appoint assistants to the board to perform specific duties for the organization. Such assistants may serve as ex-officio members of the board.

ARTICLE VIII

MEETINGS

8.1 Any member may attend regular or special meetings of the Board of Directors.

LEARNING INSTITUTE FOR ELDERS, INC.
By – Laws

8.2 An annual meeting of the membership shall be held on the last regular session of the spring semester for the purpose of electing Directors and to receive annual reports, and other appropriate business..

8.3 Notice of the annual meeting shall be provided to members at least 15 days prior to the meeting. Such notification may be by email, regular mail, and announcements at general member classroom meetings.

8.4 Special meetings may be called by a majority vote of the Executive Committee or the Board of Directors. Members shall be notified in writing at least seven days in advance of a special meeting.

8.5 A petition signed by 20 members of the organization requesting a special meeting will compel the Board of Directors to call such a meeting within a month after receipt of this petition.

8.6 A quorum shall exist is 20% of the membership is present at general, annual or special meetings.

ARTICLE IX

ELECTIONS

9.1 A nominating committee consisting of a chairperson and four members shall be appointed by The President and approved by the Board of Directors. Two members of this committee shall be appointed from the general membership and two members shall be appointed from the Board. The chairperson may be from either the Board or the membership.

9.2 Nominees for the Board of Directors shall be presented by the nominating committee to the Board of Directors and then to the membership at least 14 days prior to the annual meeting. Such notification will be in accordance with that specified for the annual board meeting in Article 8.3.

9.3 Additional nominations shall be accepted at the annual meeting providing consent of the Nominee has been obtained.

9.4 A plurality of those members attending the meeting shall elect candidates.

ARTICLE X

FINANCE

10.1 The fiscal year of the organization shall start August 1 and end on July 31.

LEARNING INSTITUTE FOR ELDERS, INC.
By – Laws

10.2 The treasurer shall submit a budget for the next year to the Board of Directors for their approval at a meeting prior to April 30.

10.3 The President shall nominate and the board shall approve an auditor who will conduct an independent audit of the organization finances each year. This audit will be maintained with other financial LIFE records.

ARTICLE XI

AFFIRMATIVE ACTION

This organization shall adhere to all state and federal regulations concerning non-discrimination and equal opportunity in accordance with Article III of these by-laws.

ARTICLE XII

PARLIMENTARY AUTHORITY

The parliamentary authority of this organization shall be Robert's Rules of Order Revised in all cases where they are applicable provided they are not inconsistent with these by-laws.

ARTICLE XIII

AMENDMENTS

These by-laws may be amended by a 2/3 vote of those present whether at a general, annual or special meeting. Written notice of proposed amendments must be provided to all members at least 15 days in advance of such a meeting.