



Institute for Learning in Retirement  
at Baldwin Wallace University

## **Bylaws**

(Revision of May 2024)

Institute for Learning in Retirement  
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Bylaws Governing the Operation of the  
Institute for Learning in Retirement  
at Baldwin Wallace University  
(Revised, May 2024)

**Preamble**

The Institute for Learning in Retirement (hereafter in these bylaws known as "ILR") was founded at Baldwin-Wallace College, now known as Baldwin Wallace University (as it then was and hereinafter designated as "BW"), in the winter of 1992 by a group of college staff and residents from surrounding communities who were motivated by the cause of Lifelong Learning and meaningful social engagement for seniors. ILR is an affiliated organization in conformance with the governing principles, standards, and practices of BW. The ILR, under the general oversight of BW is responsible for its own structures, policies, and finances and is operated on a voluntary basis. The ILR and BW together seek common ground in the pursuit of Lifelong Learning for our communities, state, and nation.

**Article I. Name.** The name of this organization shall be the "Institute for Learning in Retirement at Baldwin Wallace University."

**Article II. Mission Statement.** The mission and purpose of the ILR shall be to provide a community-based organization for senior adults who share a love of learning and are committed to lifelong learning, and to offer unique educational, social and cultural opportunities which emphasize collaborative leadership and active membership participation. In the company of like-minded peers, members could enjoy the least expensive college-level academic pursuits without concern for credits, grades, and prerequisites consistent with the values and policies of Baldwin Wallace University.

**Article III. Membership.**

- A. Membership is available to senior adults upon payment of annual dues, in such amount and subject to such policies as the Governing Board shall adopt.
- B. Membership benefits shall include voting privileges and the right to participate in educational, cultural, social and travel programs sponsored by ILR.
- C. Honorary Lifetime Membership shall be granted to the outgoing President at the conclusion of each biennial term and may be granted by the Governing Board to not more than two other persons during such term. Persons who have contributed significantly to the growth and success of ILR may be proposed for Honorary Lifetime Membership by any ILR member and shall be voted on by secret ballot. Honorary Lifetime Members shall be exempt from further payment of dues and shall have all the benefits of membership as defined above; in addition; the Governing Board may, from time to time, confer additional benefits.

#### **Article IV. GOVERNING BOARD.**

The Governing Board of ILR is made up of the Officers and the Chairpersons of the various Committees named herein.

- A.** Except as herein otherwise provided, the governance of ILR shall be vested in a Governing Board, to be composed of the officers of ILR; the chairs of standing committees as established in these bylaws; and *ex officio* members as designated by the President.
- B.** Officers of ILR are the President, Vice President of Administration, Vice President and Chief Financial Officer, Vice President and Chief Information Officer, Vice President of Curriculum, Vice President of Marketing, and the Recording Secretary. Each officer shall have one vote.
- C.** The immediate Past-President shall be an *ex officio* member, with vote. Baldwin Wallace University's designated liaison shall be an *ex officio* member, without vote. In its discretion, the Governing Board may appoint a member of the Governing Board as an *emeritus* member, without vote, in recognition of long-term service or significant expertise.
- D.** Voting members of the Governing Board are: President, Recording Secretary, Immediate Past President, Vice President of Administration, Vice President and Chief Financial Officer, Vice President and Chief Information Officer, Vice President of Curriculum, Vice President of Marketing, Curriculum Committee Chairperson, Finance Committee Chairperson, Culture/Travel Committee Chairperson, Marketing Committee Chairperson, Office Services Committee Chairperson, Registrar, Scholarship Committee Chairperson, Social Events Committee Chairperson, and Technology Support Committee Chairperson. (*In the event that an officer serves as chair of a committee, the president shall appoint a cochair for said committee who shall serve as the committee's voting representative to the Governing Board.*)
- E.** The Governing Board shall meet at least bimonthly (every other month) throughout the year; attendance is expected of all members, unless excused by the President, who may call special meetings, as necessary. At all meetings, a quorum shall consist of those members present either physically or virtually.
- F.** Each member as so designated in these bylaws shall have a single vote, (Each standing committee shall have only one vote vested in the committee chair with the presiding officer voting, if necessary, to break a tie; unless otherwise provided, all questions shall be decided by the majority vote of those present and voting appropriate means.
- G.** The Governing Board shall have power to:
  - a. Determine policies, fees for membership and classes, and any other fees.
  - b. Disburse the funds of the ILR excepted as otherwise defined herein.

## **Article V. Executive Council**

- A.** The Executive Council for the Institute for Learning in Retirement at Baldwin Wallace University shall be composed of the following officers of the Governing Board: President, Vice President of Administration, Vice President and Chief Financial Officer, Vice President and Chief Information Officer, Vice President of Curriculum, Vice President of Marketing, Recording Secretary, and Immediate Past President. Each shall serve with equal vote. The Executive Council may include others appointed by the President without vote.
- B.** The Executive Council of the Governing Board shall have and may exercise all the same powers as of the Governing Board in the management of the organization during the intervals between the meetings of the Governing Board, but in no event shall the Executive Council act contrary to actions theretofore taken by the Governing Board. Minutes shall be kept of all Executive Council action and reported to the ensuing meeting of the Governing Board and shall be approved of by the Governing Board.
- C.** When a vacancy shall occur in any elected office, the Executive Council shall select a qualified person to fill the vacancy until the next election of officers.
- D.** Meetings of the Executive Council may be called at any time by the President and shall be called by the President within thirty days upon the request of three or more members of the Executive Council. It shall be the general practice of the Executive Council to meet in those months when the Governing Board does not meet (at the discretion of the ILR President) by appropriate means.
- E.** All meetings of the Executive Council shall be held on at least three days' written notice or by electronic notification.
- F.** A majority of the voting members of the Executive Council shall constitute a quorum.

## Article VI. Officers

A. The officers of the ILR, elected biennially by the Membership as hereinafter provided, shall be:

1. A **President** (all ILR Officers report to this Position), who shall:

- i. Function as Chief Executive Officer in overall supervision of all ILR operations, and as the ILR's liaison with BW.
- ii. Appoint, with the concurrence of the Executive Council, the chairs of all "Standing Committees", to serve throughout the President's biennial term of office. They shall serve at the pleasure of the President.
- iii. Within sixty days of the biennial election of officers of the organization, the President shall plan and conduct comprehensive board training for members of the Governing Board
- iv. Appoint, from time to time, such *ad hoc* committees as may be needed for special projects, or for the study and recommendation of specific issues not within the sphere of an existing standing committee. All such *ad hoc* committees shall be automatically dissolved upon the completion of their tasks.
- v. Hire Outside Consultants or Independent Contractors (when needed) to perform required ILR duties, with approval from the Governing Board.
- vi. Preside at all meetings of the Governing Board Committee, Executive Council, and Annual Meeting, and coordinate the development of an agenda for all such meetings.
- vii. Facilitate the implementation of all actions of the Governing Board.
- viii. Serve as a member, *ex officio without vote*, of all Standing and *ad hoc* Committees.
- ix. Appoint the Nominating Committee and other *ad hoc* committees as hereinafter provided.
- x. Report to the membership at each Annual Meeting and at other times keep membership informed.

2. A **Vice-President of Administration**, who shall:

- i. Act for the President in the latter's absence.
- ii. Assume the duties of the President in case of the latter's inability to serve.
- iii. Attend other committee meetings from time to time in an advisory capacity.
- iv. Oversee and supervise the Office Services, Cultural-Travel, Social Committees, and the Volunteer Coordinator.

## Article VI. Officers (continued)

### Vice-President of Administration (continued)

- v. Chair a working group to establish with the approval of the Governing Board, the Annual and Academic calendar. The group will consist of chairs of Curriculum, Registrar, Marketing, Technology, Social, and Cultural-Travel committees.
- vi. Act as liaison with the BW Parking Office.
- vii. Manage allocated budget to ensure maximum cost efficiency.
- viii. Perform such other duties as shall be assigned by the President.
- ix. May serve on other committees at the discretion of the President.
- x. Reports to the President.

### 3. Vice President and Chief Financial Officer (CFO), who shall:

- i. Appoint or hire a qualified Comptroller who serves as the Chair of the Finance Committee and is responsible to the CFO.
- ii. Liaison to BW for tracking all aspects of ILR:
  - o Finances
  - o Asset management
  - o Risk management.
- iii. Ensure that all ILR financial policies and procedures are followed.
- iv. Prepare the annual operating budget for review by the Finance Committee, and present same to the Governing Board for approval.
- v. Institute and control processes to initiate and maintain methods to facilitate charitable giving to the ILR.
- vi. Prepare, in conjunction with the Comptroller, a current ILR financial report and present same at each meeting of the Governing Board.
- vii. Prepare, in conjunction with the Comptroller, a fiscal year-to-date ILR financial report and present same at the ILR Annual Meeting.
- viii. Respond to financial information needs of all ILR organizational areas.
- ix. Oversee the Scholarship Committee.
- x. Serve as *ex officio* member of the Audit Committee.
- xi. Ensure adequate insurance coverage is purchased or as part of BW's overall insurance coverage annually (e.g., Directors and Officers and General Liability coverage, etc.)

## **Article VI. Officers (continued)**

### **Vice President and Chief Financial Officer (CFO) (continued)**

- xii. May serve on other committees at the discretion of the President.
- xiii. Perform such other duties as shall be assigned by the President.
- xiv. Reports to the President.

#### **4. Vice President and Chief Information Officer (CIO), who shall:**

- i. Assume the duties for addressing and care of all Information Technology (IT) issues that relate to or may occur with ILR.
- ii. Develop and maintain ILR's Data Management system and on-line platforms and learning systems.
- iii. Manage and support the Help Desk and the volunteers that work in this area in order to provide adequate support to ILR members with any computer or technology issues.
- iv. The Registrar reports to this position.
- v. Support the Technology Committee.
- vi. In conjunction with Marketing oversee the ILR website.
- vii. Monitor IT costs incurred by ILR during the year seek approval of disbursements from the Executive Council or Governing Board as appropriate.
- viii. May serve on other committees at the discretion of the President.
- ix. Perform such other duties as shall be assigned by the President.
- x. Reports to the President.

#### **5. Vice President of Curriculum, who shall:**

- i. Establish and manage the overall academic program of ILR.
- ii. Recruit members to serve on the Curriculum Committee (including a Co-Chairperson approved by the President).
- iii. Propose a yearly "Academic Schedule" for the ILR annual calendar, which will be submitted to the President and approved by the Executive Council.
- iv. Recruit and deploy ILR Presenters who will be paid a dollar amount established by the ILR Curriculum Chairperson and Co-Chair and approved by the Governing Board.

## **Article VI. Officers (continued)**

### **Vice President of Curriculum (continued)**

- v. Select and confirm classroom Presenters, with a vote of the members of the Curriculum Committee.
- vi. Ensure that required and accurate information (i.e., class descriptions, presenter biographies, etc.) for the Class Catalogue is properly included on the ILR website.
- vii. Recruit, train, and deploy Host Coordinators for all in-house and on-line classes.
- viii. Provide the Presenters and Host Coordinators with the needed training aids and computer equipment, projectors, etc., that they may be required or needed.
- ix. Determine and select venues to be used for ILR classes at each academic session, and schedule the classes (i.e., days, dates, and times) at each venue.
- x. Chairperson and Co-Chair will establish the dollar amount to be paid to each venue only after approval from the ILR Governing Board.
- xi. Manage allocated budget to ensure maximum cost efficiency.
- xii. May serve on other committees at the discretion of the President.
- xiii. Reports to the President.

### **6. Recording Secretary, who shall:**

- i. Be responsible for documenting the Governing Board and Executive Council meetings and preparing minutes of actions carried out during such meetings and recording the resolutions of the Governing Board and Executive Council and voting results and retaining them in a special and organized register.
- ii. Be responsible for maintaining the organization's records, including past minutes and votes, in the event previous minutes are amended.
- iii. Work with President to determine what items need to be on the agenda.
- iv. With guidance from the President prepare the meeting packet for distribution; the packet may include but is not limited to: Agenda, Minutes from previous meeting (s), Correspondence, Reports, Back-up paperwork for agenda items.
- v. Perform such other duties as assigned by the president.
- vi. Reports to the President.



## Article VI. Officers (continued)

### 7. Vice President of Marketing who shall:

- i. Work with ILR Committees to develop and implement an effective marketing and promotion strategy.
- ii. Recruit, motivate and train a volunteer committee to provide the tools and assets to promote ILR effectively through general publicity including internal and external communication, the ILR Newsletter, the ILR Website and Social Media,
- iii. Coordinate ILR marketing efforts with the marketing services of Baldwin Wallace Universities Division of Community Learning.
- iv. Spearhead outreach and marketing initiatives.
- v. Oversee content production, web content and social media content.
- vi. Manage allocated budget to ensure maximum cost efficiency.
- vii. Perform such other duties as assigned by the President.
- viii. Reports to the President.

**B. Nomination.** Officers shall be nominated to office by a **Nominating Committee** consisting of Vice President of Administration and at least two members appointed by the President, with the immediate past-President as chair. Members of the Nominating Committee shall be appointed three (3) months prior to an election. They shall serve for one election cycle. This Committee shall notify the Governing Board of their proposed slate as soon as determined and distributed to the membership at least two weeks prior to each Annual Meeting at which an election is to be held.

**C. Election.** Elections are held biennially at the Annual Meeting of the ILR. The Nominating Committee shall prepare a ballot to be used thereat, and a majority vote of those attending shall be required for election.

**D. Term of Office.** All terms of office commence on July 1 following the Annual Meeting at which officers are elected and shall extend for two years. The President shall be limited to a maximum of two consecutive terms, except in the event of a determination by the Governing Board that continuance in office is in the ILR's best interest.

## **Article VII. Committees.**

The following standing committees shall be appointed as prescribed and shall establish such times and places of meetings, procedures, and organization as shall facilitate their work. Chairs of all standing committees are appointed by the President and serve at the pleasure of the President; other members shall be appointed by the chair of each standing committee and shall serve at the respective chair's pleasure.

All standing committees shall: (1) submit any proposed policy changes to the Governing Board through the Executive Council for discussion and approval; (2) submit information, as appropriate, to the Marketing Committee and the editor of the newsletter; (3) respond to requests of the President and Governing Board; (4) prepare and present to the ILR Annual Meeting a year-end report of their activities, accomplishments and publications, submitting a copy of the same to the Recording Secretary.

### **A. Culture and Travel Committee**

The Culture and Travel Committee coordinates such travel and cultural events as the Governing Board shall authorize.

### **B. Curriculum Committee (includes a Chair and Co-Chairperson)**

The Curriculum Committee establishes the overall academic program and calendar for ILR, including preparing the "Class Catalogue" published on the ILR Website. Determine and schedule locations where classes will be taught and the standard rate to be paid to these venues. Recruit and select ILR presenters to be paid at a uniform pay rate (approved by the Governing Board), and recruit, train and deploy Host Coordinators for all in-house or on-line classes. Provide on-line training and the necessary aid devices to these Presenters, Host Coordinators and ILR attendees when required.

### **C. Finance Committee**

The Finance Committee is responsible for the development and implementation of policies and procedures which assure the integrity of ILR financial controls and records. Safeguards the assets of the ILR. Reviews ILR financial report and makes recommendations as necessary to the Governing Board regarding the financial health of the ILR.

### **D. Marketing Committee**

The Marketing Committee's role is to create awareness, promote the ILR, and oversee promotional content development. The Marketing Committee develops and implements strategies on how to communicate the ILR message to current members, potential members, and stakeholders, and to generate interest in the mission of the ILR. The Committee provides oversight to general publicity including internal and external communication, the ILR Newsletter, social media and the ILR Website.

## **Article VII. Committees. (continued)**

### **E. Office Services Committee**

The Office Services Committee supervises the general operation of the ILR office, including the recruitment, training and deployment of volunteers assisting in office operations. Provide operational oversight for the basic business functions of the ILR Office. Maintain an information and service center and respond to member questions.

### **F. Registration and Membership Services Committee**

The Registration Committee headed by the Registrar maintains all membership and registration records of ILR members and plans and implements the registration process for all classes and organizational activities. Works with other ILR committees to resolve scheduling conflicts. Other responsibilities include keeping records of classes and the recruitment training and motivation of the necessary volunteer personnel including associate registrars for the membership and registration functions to fulfill the requirements of the ILR.

### **G. Technology Support Committee**

The Technology Support Committee shall, with the approval of the Executive Council, provide for the acquisition, support, and maintenance of software and hardware to further the programs and mission of the ILR. This shall include but is not limited to classroom instructional aides as well as online learning programs.

### **H. Scholarship Committee**

The Scholarship Committee shall establish, maintain, and monitor the ILR Scholarship Program. Working with BW, determine which students receive these scholarships from the ILR on an annual basis if funds are available.

### **I. Social Committee**

The Social Committee schedules dates, plans, and implements plans for ILR receptions, luncheons, dinners, and Annual Meetings, including the preparation and distribution of invitations.

### **Article VIII. Annual Meeting**

There shall be an annual meeting of all members, held each year in May on a date to be determined by the Governing Board, at which a quorum shall consist of those members participating. Biennially, elections shall be held at this meeting for all Officers of the ILR. At each Annual Meeting, reports may be received, and business transacted; all questions shall be decided by the majority vote of those participating.

The ILR Executive Council shall predetermine if the annual meeting is held in person or virtually.

If the ILR Executive Council determines for any reason that the annual meeting shall be virtual, the following protocol shall be followed:

- A. The Recording Secretary shall send an electronic invitation to all members of record one month prior to the annual meeting.

Two weeks prior to the meeting, the Recording Secretary is to send a second invitation together with any proposed changes to the bylaws and a list of all candidates who may be running for office.

- B. All votes, if cast, are to be recognized by the Chair according to current protocol for ILR electronic meetings or standing rules of protocol if a room setting applies.
- C. Votes cast to elect candidates for all officer positions must be sent via email to the Recording Secretary at least one week prior to the annual meeting or cast at a physical meeting if held.
- D. All virtual participation is based on the availability of suitable media and in no case can it be a valid reason to cause the meeting to be postponed or canceled. Any exceptions will be ruled on by the Executive Council whose decision shall be final.

### **Article IX. Parliamentary Authority**

The parliamentary authority for all meetings of the membership and of the Governing Board shall be the rules contained in the current edition of *Roberts Rules of Order, Newly Revised* in all cases to which they are applicable, provided that they are not inconsistent with these bylaws or any special rules which they may adopt.

In the case of a virtual meeting, the same rules apply except as modified to conform to the remote environment.

## **Article X. Amendment**

- A. The Governing Board may propose amendments to these bylaws.
- B. When amendments are to be considered, the President shall appoint an *ad hoc* committee of not fewer than four members to review the bylaws with the Vice President of Administration serving as chair. This committee shall present their recommendations to the Governing Board not later than the February meeting prior to the annual meeting. The Governing Board shall cause a copy of the proposed revisions to the bylaws to be furnished electronically to the members not later than two weeks prior to the annual meeting at which they are to be considered.
- C. Amendments may be adopted by the affirmative vote of a majority of those members participating and voting at the annual meeting. Unless otherwise provided, they shall become effective immediately.
- D. Bylaws may be changed annually as recommended by the Executive Council following these guidelines.

## **Article XI. Dissolution**

Should it be necessary for the ILR to terminate its activities, as determined by a vote of the Executive Council, any assets remaining after all liabilities have been liquidated shall revert to BW for the benefit of students supported by the Office of Adult, Military, and Transfer Services program.