

Adult Learning Program, Inc. Bylaws

Article I: Name, Purpose, Affiliations, and Program Year

Section 1.1. Name. The name by which the Corporation shall be known is Adult Learning Program, Inc. (the "Corporation" or "ALP").

Section 1.2. Applicable Laws and Purpose. The Corporation is a nonstock corporation organized and incorporated under the Connecticut Revised Nonstock Corporation Act, Section 33-1000 et seq, (the "Act") and shall have the powers of a Connecticut nonstock corporation, provided that the activities of the Corporation are not inconsistent with Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended. The purposes of the Corporation, as set forth in the Certificate of Incorporation, shall be to offer member-directed educational programs for older adults. These programs are chosen and designated by members, primarily coordinated by members and attended by members.

Section 1.3. Affiliations. Adult Learning Program, Inc. is affiliated with the University of Connecticut and the Elderhostel Institute Network and any program under or successor to that network, including Road Scholar Network.

Section 1.4. Program Year. The Program year starts on July 1 and ends on the following June 30.

Article II: Membership

Section 2.1 Members. The Corporation is a member organization and individuals committed to the vision and mission may become members by registering for classes and paying membership dues, the amount of which and the period covered shall be determined by the Board of Directors by resolution from time to time. Membership is available to any adult on a non-discriminatory basis.

Section 2.2. Classes of Members. The Corporation shall have one class of members. Any individual who meets the requirements in Section 2.1 shall be deemed a member.

Section 2.3. Qualifications for Voting.

- (a) Each Member shall have full rights to participate in voting, including voting at the Annual Meeting for the Board of Directors and voting at any other meetings at which a membership vote may be called.
- (b) Pay dues on a schedule as determined by the Board of Directors. Only those members whose dues have been paid for the current period shall be eligible to vote.

Section 2.4. Members Rights.

Members have the power to:

- (a) Elect members of the Board of Directors at Annual Meetings;
- (b) Approve the budget;
- (c) Receive brief annual reports from Co-Chairs of Standing Committees;
- (d) Amend or adopt new or revised bylaws at a duly called Annual or Special Meeting of Members, if the proposed amendments are included in the call of the meeting;
- (e) Remove from office any member of the Board of Directors for good and sufficient cause at a regular or Special Meeting.

Section 2.5. Meetings of Members.

- (a) Annual Meeting. The Annual Meeting of the Corporation shall be held each year during the month of June or at a date and time to be set by the Board of Directors. At the Annual Meeting, Members eligible to vote shall elect the Board of Directors and the officers for the year. In addition, the Board of Directors shall present an Annual Report to the Members at the Annual Meeting which shall include the accomplishments of the previous year and the plans for the coming year.
- (b) Membership Meetings. Before the Start of each Semester the Board may call a Preview Meeting where the current dues-paid members of the Corporation may discuss any business that arises during the previous semester. In addition to the Annual Meeting, the Members may conduct at least two regular meetings that shall include Preview Meetings prior to each semester or term, and each Membership Meeting shall be held at a date and time set by the Board of Directors.
- (c) Special Meetings. Special membership meetings may be called by the Co-Chairs and shall be called by the Co-Chairs upon receipt of a petition to the Co-Chair signed by either at least twenty (20) percent of all voting members, or a majority of the Board of Directors then in office, stating the purpose for which the Special Meeting is requested.
- (d) Notice. Notice of any meeting shall be given to each Member, by mail or email. no fewer than fourteen (14) nor more than sixty (60) days before any meeting of members, annual, regular or special, including adequate information on any matter proposed to be voted.

Section 2.6. Quorum. The quorum for Membership Meetings shall be twenty (20) members.

Section 2. 7. Voting. Each Member shall have one vote and may empower an individual or his or her alternate to vote on his or her behalf at any Membership Meeting either in person or by proxy. Decisions on any question shall be made by a majority (fifty-one percent (51%) vote) of those Members present constituting a quorum.

Section 2.8. Removal of Members. Any member who fails to pay the appropriate dues will be removed from the membership list, but may be retained on the information mailing list for three years.

Article III: Board of Directors

Section 3.1. Board of Directors. The affairs of the Corporation shall be managed by the Board of Directors, composed of the elected Officers (see Section 4.1), the Co-Chairs of the Standing Committees, the editor of the ALP-Horn and the Website Manager, and up to two Members At Large (see Section 6.10). The immediate past Co-Chair of the Board may be an ex-officio member for a one-year term, and the University of Connecticut may have an ex-officio member. Ex officio members shall have no voting rights and shall not count towards a quorum.

Section 3.2. Number, Election and Term of Office. There shall be no fewer than three (3) nor more than eighteen (18) directors on the Board of Directors, and the number of directors at any time shall be the number of directors elected at the last annual or duly scheduled Membership Meeting plus those directors completing their term in office. Except for the ALP Horn Editor and the Website Manager, the Board of Directors shall be divided into two classes, one class of which shall be elected each year for a two-year term. The Secretary, one Co-Chair of the Board of Directors and one Co-Chair of each of the Standing Committees shall be elected in one class, and the Treasurer, and other Co-Chairs shall be elected in the other class. Each person may be elected for an additional consecutive two-year term in that position. No Director, except for the ALP Horn Editor and Web Site Manager, shall serve consecutive full terms aggregating more than four years in one position.

Section 3.3. Vacancies and Removal. All vacancies resulting from the death, resignation or removal of a member of the Board of Directors shall be filled by the Board of Directors, with the advice of the Events and Member Support Committee for the remainder of that person's term. A Director may be removed from office at any time by a two-thirds vote of the Board. A Director may be removed only at a meeting called for that purpose and the meeting notice must state the purpose, or one of the purposes of the meeting as the removal of the Director. Any Director who is absent from three consecutive meetings without adequate excuse as determined by the Board of Directors may be deemed to have resigned.

Section 3.4. Annual Meetings. The Annual Meeting of members shall be held near the end of the program year (June) at a location and time to be determined by the Co-Chairs. The agenda for this meeting shall include presentation and Approval of the minutes of the last Membership Meeting, reports of the Co-Chairs, Treasurer, and Standing Committees, report of the Events and Member Support Committee proposing a slate of Officers and Committee Co-Chairs to serve on the Board of Directors for the coming year, election of Officers and Committee Co-Chairs as Board of Directors members, adoption of the budget and such other business as may properly come before the meeting.

Section 3.5. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly and at other times as called by the Board of Directors Co-Chairs. Directors shall receive at least fourteen (14) days written notice of any directors' meeting, annual or special, including adequate information on any matter proposed to be voted.

Section 3.6. Special Meetings. A Special Meeting of directors may be called by the Co-Chairs and shall be called by the Co-Chairs upon receipt of a petition to the Co-Chairs signed by at least twenty (20%) percent of the Board of Directors then in office, stating the purpose for which the Special meeting is requested.

Section 3.7. Quorum and Voting Requirements. A quorum shall consist of at least one-third of the Board of Directors members present immediately before the meeting begins. The affirmative vote of a majority of directors present at a meeting shall be required for every action by the Board unless a greater proportion of directors' votes are required by the Certificate of Incorporation, these Bylaws or by Chapter 602 of the Act.

Section 3.8. Voting. At all meetings of the Board, each Director is entitled to have one (1) vote. Proxy voting by Directors is not permitted.

Section 3.9. Unanimous Consent. In lieu of any regular or Special Meeting and vote of the Directors, the unanimous consent of all Directors may be executed with respect to any action taken or to be taken by the Directors, and said consent shall have the same force and effect as a unanimous vote of the Directors at a duly called or held meeting.

Section 3.10. Powers. The directors shall manage the property and business of the Corporation. The directors may do anything that is not prohibited by law, the Certificate of Incorporation or these Bylaws.

Section 3.11. indemnification and Reimbursement. The Corporation shall be bound by and comply with the provisions of Sections 33-1116 through 1124 of the C.G.S. regarding indemnification of directors, officers and agents of the Corporation.

Section 3.12. Participation in Meetings by Telephone. In the event that a member of the board cannot attend a meeting in person, he or she may participate in the meeting by telephone, as long as the member requested such telephonic participation of the Co-Chairs in advance of the meeting, as long as everyone at the meeting can hear every other person participating in the meeting, and if so, such participation by telephone shall constitute attendance at the meeting by such director.

Article IV: Officers

Section 4.1. Title and Duties. The officers of the Corporation shall be the Board of Directors Co-Chairs, Co-Chairs for Curriculum, Secretary and Treasurer, or other officers whenever they determine that these other officers are desirable. The duties of each officer shall be the duties prescribed by these Bylaws and those prescribed by the Board. Officers shall serve without compensation.

Section 4.2. The Board of Directors Co-Chairs. The Board of Directors Co-Chairs shall share responsibility for presiding at all Board of Directors and Member Meetings and shall perform such other duties as may be required of them by the Board of Directors. They shall be ex-officio members of all committees.

Section 4.3. Co-Chairs for Curriculum. The Co-Chairs for Curriculum shall chair the Curriculum Committee, shall advise the Board of Directors on the academic direction and concerns of the Corporation and in the absence of the Board of Directors Co-Chairs, shall perform their duties and such other duties as may be required of them by the Board of Directors Co-Chairs.

Section 4.4. Treasurer.

- a) The Treasurer shall be the financial officer of the Corporation, shall report on the financial affairs of the Corporation at Board of Directors Meetings, prepare the annual budget for the Board of Directors and membership approval, and shall perform such other duties as may be required of him/her by the Co-Chairs. The Treasurer shall prepare or have prepared a balance sheet and statement of income showing the financial condition of the Corporation on an annual basis. The financial statements shall be presented to the Board at the Annual Meeting and shall be deposited at the principal office of the Corporation and kept there for at least ten years. Upon request of the Board, the Treasurer will provide these statements to an outside auditor for verification before presentment. The Treasurer may endorse checks, notes and other obligations on behalf of the Corporation, for collection only. The Treasurer shall have custody of the stock, securities or other investment instruments owned by the Corporation, and shall have the power to endorse them for transfer on behalf of the Corporation.
- b) The Treasurer shall maintain and act as custodian of ALP records in a location established by the Board of Directors. Such records will include all existing records of the Corporation which relate to its organization and are necessary for its ongoing functioning. Such records shall include original or copies of the Certificate of Incorporation, the contractual agreement(s) with UCONN, the By-Laws of the Corporation, IRS correspondence confirming 501(c)(3) status, contractual agreements relating to bonding and insurance, the most recent signed statements identifying conflicts of interest by Board members, a year end summary statement of financial activity for the year, a year-end bank statement indicating the condition of the ALP account at that time, copy of the minutes of the most recent Annual Meeting, including the budget agreed upon in that meeting and a list of the membership at the time of that meeting, copies of the minutes of Board meetings, and any other documents specified by the Board. It is understood that it is the duty of members or employees of ALP, including the Board, to deliver such documents to the Treasurer to the extent that such documents are in their possession or must otherwise be prepared by them in accordance with their ALP duties.

Section 4.5. Secretary. The Secretary shall keep the minutes of the Board of Directors and member meetings, shall sign the approved minutes, and perform such other duties as may be requested by the Co-Chairs.

Section 4.6. Term of Office. Each officer shall serve for a term of two years unless reelected for an additional two year term per Section 3.2 and thereafter until his or her successor is elected.

Article V: ALP Horn Editor and Web Site Manager

Section 5.1. The ALP Horn Editor shall be responsible for coordinating the tri- annual publication of the Corporation's newsletter, the ALP Horn, to ensure all members are aware of upcoming events and each semester's curriculum from which members can make selections and register for the upcoming semester.

Section 5.2. The Web Site Manager shall be responsible for maintaining the Corporation's web site (alp.uconn.edu) to enable all members to access current program-related information, including a copy of the latest class syllabi and schedule from which members can make selections, register, and develop their own personal schedule for future reference.

Section 5.3. Term of Office: When their offices become vacant, the ALP Horn Editor and Web Site Manager may be appointed by the Board but should then be elected by the Membership at a duly scheduled business meeting. They shall continue to serve until they resign or are removed in accordance with Section 3.3.

Article VI: Standing Committees

Section 6.1. Committees. Pursuant to Section 33-1101 of the Act the Board may form an Executive Committee or any other committee, and may appoint two (2) or more directors or other persons to serve on these committees. The Board shall, by resolution, define the powers to be held by each committee. which shall not include taking any action other than recommendations to the Board for its action, and each committee may exercise those, and only those powers. Each committee shall keep minutes of its proceedings and shall report them to the Board. The Standing Committees of the Board include a Curriculum Committee, an Events and Member Support Committee and a Communication Committee. The Board may create a Finance Committee made up of individuals selected by the Treasurer to assist in monitoring the Corporation's finances and to recommend, adopt and implement all elements of a Fiscal Policy to address the prudent management of the Corporation's revenues, expenses and assets,

Section 6.2. Election of Committee Co-Chairs. The Events and Member Support Committee shall present names of chosen individuals for potential Co-Chair positions to the Board of Directors as part of their nominating process and part of the annual slate. The Board of Directors shall vote to recommend the named individuals selected by the Events and Member Support Committee to the members of the Corporation for election at the Annual Meeting.

Section 6.3. Duties. Co-Chairs of Standing Committees are members of the Board of Directors and shall present regular reports to the Board of Directors and at the Annual Meeting.

Section 6.4. Curriculum Committee. The Co-Chairs of the Curriculum Committee shall be responsible for academic programs, beginning with spring term following their election and ending with the planning of the fall term following completion of their term in office. The duties of the committee shall be to solicit and evaluate course ideas as well as organize, schedule and coordinate the presentation of all classes each semester.

Section 6.5. Communication Committee. The committee shall be responsible for coordinating all publicity, including print media and social media, advertising, informational material distribution and speaking engagements promoting the Corporation's program and soliciting new members.

Section 6.6. Events and Member Support Committee. The duties of the committee shall be to welcome and integrate new members into the Corporation, coordinate the registration process and Membership Meetings. solicit volunteerism, acquire guest speakers for the fall and spring Preview Meetings, and organize the ALP Autumn Social event. The Events and Member Support Committee shall also serve as the nominating committee. Each year the committee shall prepare a slate of recommended individuals to be nominated for officers and co-chair positions on the current Board and any additional board positions approved by the Board but not yet identified within these bylaws. The committee shall present this slate to the Board of Directors no less than two months before the Annual Meeting.

Section 6.7. Election of Committee Members. Members of the Committees shall be selected from the membership by the Co-Chairs of each Committee.

Section 6.8. Vacancies. The Board, with the advice of the Events and Member Support Committee, shall fill any vacancy in Committee Co-Chairs.

Section 6.9. Ad Hoc Committees. The Board of Directors Co-Chairs, with the approval of the Board of Directors, may establish ad hoc committees, appoint their Chairs and define their duties. Ad hoc and Standing Committees remain in existence as long as the Co-Chairs and Board of Directors determine that they are needed.

Section 6.10. Members-at-Large. Two Members-at-large may be elected to the Board of Directors at the discretion of the Board of Directors. They shall have no specific responsibilities but will be expected to contribute ideas and suggestions at Board of Directors Meetings. They may be asked to serve on ad hoc committees, and assume other duties.

Section 6.11. Publications. The editor of the ALP-Horn shall be responsible for preparing three issues each year for publication at optimum times to inform the membership about fall and spring programs, and the Annual Meeting.

Article VI: Administrator

Section 7.1. Title and Duties. The Corporation may engage an Administrator to be responsible for conducting the Corporation's business as determined by the Board of Directors. The Administrator may serve as the Corporation's liaison with the University of Connecticut. The Administrator shall be selected by the Board of Directors of the Corporation.

Article VIII: Distribution of Asset

Section 8.1. Generally. None of the income or assets of the Corporation shall ever be distributed to its officers or directors: provided, however, that the Corporation may reasonably compensate any of the officers and directors for services performed for the Corporation.

Section 8.2. Dissolution. If the Corporation is dissolved, any assets remaining after payment of all its liabilities and obligations shall be distributed to nonprofit organization(s) exempt under Section 501(e)(3) of the Internal Revenue Code of 1986, as amended, in such proportions and amounts the Board shall determine.

Article IX: Conflicts of Interest

Section 9.1. Conflicts of Interest. The Corporation shall adopt procedures to assure that any conflicting interest transactions, as that term is defined in Section 33-1127 of the C.G.S, or any excess benefit transaction, as that term is defined in Section 4958 of the Internal Revenue Code, involving a disqualified person, including directors and officers of the Corporation, shall only be undertaken after the requisite disclosure, and voting by both directors and, where appropriate, members of the Corporation as provided in Sections 33-1129 and 33-1130 of the C.G.S. and under any relevant regulations of the I.R.S.

Section 9.2. Policies. The board shall adopt a conflict of interest policy, and review it at least annually, to assure that all actions taken by the Board of Directors comply with the relevant state and federal statutes.

Article X: Amendments

Section 10.1. Bylaws. These Bylaws may be amended at any time as provided in the Certificate of Incorporation, as set forth below, however, no change may be made in these Bylaws which will affect the exempt status of the Corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. As permitted by Section 33-1150 of the C.G.S., no amendment to the Bylaws shall be adopted unless that amendment is adopted in accordance with the following procedure:

- (a) Written notice of the meeting of the Board of Directors at which such amendment shall be considered, including the text or the proposed amendment shall be delivered to all directors no fewer than fourteen (14) nor more than sixty (60) days before the Directors' meeting;
- (b) At least two-thirds majority of the directors present at a duly called meeting of the Board of Directors at which a quorum is present shall vote in favor of such amendment; and
- (c) At least two-thirds of the Members present at a duly called meeting of the Members at which a quorum is present shall vote in favor of such amendment.

Section 10.2. Record of Changes. Whenever these Bylaws are amended or repealed, that action and the date on which it was taken shall be noted on the original Bylaws in the appropriate place, or a new set of Bylaws shall be prepared incorporating those changes.

Section 10.3. Inconsistencies with the Certificate of Incorporation. If any provisions of these Bylaws are found to be inconsistent with any provisions of the Certificate of Incorporation, as presently existing or as amended, the Certificate of Incorporation shall be the controlling authority.

Article XI: Fiscal Year

Section 11.1. Fiscal Year. For any year, the fiscal year of the Corporation shall end on June 30.

Adopted as the bylaws of the Corporation June 8, 2021