

Adult Learning Program, Inc. Bylaws

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

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 purpose 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.

Section 1.5. Definitions of terms used within these bylaws:

- (a) Officers: Duly elected members of the Board of Directors serving as defined representatives of ALP on all matters as authorized herein. (see 4.1).
- (b) Co-Directors: Two ALP members duly elected to the Board of Directors to share the leadership responsibility for the conduct of the Board of Directors.
- (c) Co-Chairs: Two ALP members duly elected to the Board of Directors to share the leadership responsibility for the conduct of each Standing Committee.
- (d) At Large: ALP Members approved by the Board of Directors to serve as voting members of the board with no specific areas of responsibility.
- (e) Standing Committees: All committees, including the Curriculum Committee, that are created by the Board of Directors to provide an ongoing, specific service to the membership.

Article II: Membership

Section 2.1 Members. The Corporation shall have two classes of members. The first class shall be any individual who pays their individual membership dues. The second class shall be any organization dedicated to providing care for residents confined to the organization's facility. This class of membership will be called an "Institutional Membership" for which membership dues will consist of one flat fee to be paid by the organization for a link to all on-line courses viewable by multiple residents of the organization's facility. The amount of membership dues and the period covered for both individual and "Institutional" membership shall be determined by ALP's Board of Directors by periodic resolution.

Section 2.2. 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 2.3. Meetings of Members.

- (a) *Annual Meeting.* 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-Directors. The agenda for this meeting shall include presentation and approval of the minutes of the last Annual Meeting, reports of the Co-Directors, Treasurer, and Standing Committees, report of the Ad hoc Nominating Committee proposing a slate of Officers, including Co-Directors, Treasurer, Secretary, Standing Committee Co-Chairs and any members-at-large to serve on the Board of Directors for the coming year, election of said Slate, adoption of the budget and such other business as may properly come before the meeting..
- (b) *Membership Meetings.* Preceding the beginning of each academic semester the Board shall call a Preview Meeting. All recent, present and potential members shall be invited to attend to learn more about the coming semester's curriculum by listening to and meeting the Presenters scheduled to conduct classes. Information on ALP-related issues affecting the membership may also be shared by members of the Board of Directors.
- (c) *Special Membership Meetings.* Special membership meetings may be called by the Co-Directors upon receipt of a petition to the Co-Directors 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 thirty (30) days before any meeting of members, annual, regular or special, including adequate information on any matter proposed to be brought to a vote.

Section 2.4. Quorum. The quorum for Membership Meetings shall be twenty (20) members.

Section 2.5. Voting. Each Member, whether an individual or "Institutional", shall have one vote. Decisions on any question shall be made by a majority of those Members present constituting a quorum. Only those members whose dues have been paid for the current semester shall be eligible to vote.

Section 2.6. 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 Four Members-At-Large (see Section 6.10). The immediate past Co-Director 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) board members on the Board of Directors, and the number of board members at any time shall be the number of board members elected at the last annual or duly scheduled Membership Meeting plus those board members completing their term in office plus any At-Large members appointed by the Board of Directors prior to the Annual Meeting. 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-Director and one Co-Chair of each of the Standing Committees shall be elected in one class, and the Treasurer, the other Co-Director, and the other Co-Chairs shall be elected in the other class. Each person may be elected for additional consecutive two-year terms in that 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 for the remainder of that person's term. A board member may be removed from office at any time by a two-thirds vote of the Board. A board member 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 board member. Any board member 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. Regular Meetings. Regular meetings of the Board of Directors shall be held at least four times a year and at other times as called by the Co-Directors. Board Members shall receive at least fourteen (14) days written notice of any Board of Directors meeting, including adequate information on any matter proposed to be brought to a vote.

Section 3.5. Special Meetings. A Special Meeting of directors may be called by the Co-Directors and shall be called by the Co-Directors upon receipt of a petition to the Co-Directors 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 3.6. 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 board members' votes are required by the Certificate of Incorporation, these By-laws or by Chapter 602 of the Act.

Section 3.7. Voting. At all meetings of the Board, each board member is entitled to have one (1) vote. Proxy voting is not permitted.

Section 3.8. Unanimous Consent. In lieu of any regular or Special Meeting and vote of the board members, the unanimous consent of all board members may be executed with respect to any action taken or to be taken by the board members, and said consent shall have the same force and effect as a unanimous vote of the board members at a duly called or held meeting.

Section 3.9. 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 By-laws.

Section 3.10. 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 3.11. Remote Participation. If a member of the Board of Directors cannot attend a scheduled Board Meeting in-person, he or she can participate in the meeting via telephone and/or internet teleconferencing IF (a) he or she submits a request to do so to a Co-Director in advance of the meeting and (b) everyone at the meeting can hear all participants. Such participation shall constitute attendance at the meeting.

Article IV: Officers

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

Section 4.2. The Board of Directors' Co-Directors. The Co-Directors 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 preside at all Curriculum Committee meetings, advise the Board of Directors on the academic direction and concerns of the Corporation and in the absence of the Co-Directors, shall perform their duties and such other duties as may be required of them by the Co-Directors.

Section 4.4. Treasurer. 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-Directors. 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.

Section 4.5. Secretary.

- a) The Secretary shall keep the minutes of the Board of Directors and the member meetings and shall sign the approved minutes.
- b) The Secretary shall act as custodian of ALP non-financial records in a location established by the Board of Directors, with the assistances of the ALP Administrator in the maintenance of such records. The 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 Secretary and/or ALP Administrator to the extent that such documents are in their possession or must otherwise be prepared by them in accordance with their ALP duties.

Section 4.6. 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 publication of the Corporation's newsletter, the ALP Horn, as required, 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 of Directors may form an Executive Committee or any other committee, and may appoint two (2) or more board members 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 or an Assistant 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 Co-Directors shall appoint annually an Ad hoc Nominating Committee to present names of chosen individuals for potential positions to the Board of Directors as part of the nominating process and part of the annual slate. See Section 6.9.

Section 6.3. Duties. Co-Chairs are members of the Board of Directors and shall present regular reports to the Board of Directors and to current ALP members prior to 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 with the assistance of the ALP Administrator.

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 Membership Meetings, solicit volunteerism, acquire guest speakers for the fall and spring Preview Meetings if needed, and organize the ALP Social events.

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 may fill any vacancy deemed necessary.

Section 6.9. Ad Hoc Committees. The Co-Directors, 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 Board of Directors determine that they are needed. On an annual basis the Co-Directors may appoint an Ad Hoc 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 By-laws. The committee shall present this slate to the Board of Directors no less than two months before the Annual Meeting.

Section 6.10. Members-at-Large. Members-at-Large may be elected to the Board of Directors to the maximum of 18 directors as detailed in Section 3.2. They shall have no specific responsibilities but are entitled to vote on all issues before the board and 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. At the Board's discretion, At-Large members may serve on the board prior to their election by the membership at the Annual Meeting.

Article VII: Administrator

Section 7.1. Title. 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. The Corporation may compensate an Administrator as determined by the Board of Directors.

Section 7.2. Duties, The Administrator will gather and maintain all records, perform functions necessary for the current and upcoming terms as well as responsibly follow through on all that is identified in a job description formally approved, from time to time, by the Board of Directors.

Article VIII: Distribution of Asset

Section 8.1. Generally. None of the income or assets of the Corporation shall ever be distributed to its board members provided, however, that the Corporation may reasonably compensate any of the board members 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 board members 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. By-laws. 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 By-laws 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 By-laws 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 board members no fewer than fourteen (14) nor more than thirty (30) days before the Board of Directors meeting;
- (b) At least two-thirds majority of the board members 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 6, 2024