

# BYLAWS

## **Arlington Learning in Retirement Institute**

(Adopted by the Members on June 6, 2003)

## **Arlington Learning in Retirement Institute, Inc.**

(Approved by the Board of Directors September 26, 2003)

(Amended by the Members on June 4, 2004)

(Amended by the Members on June 3, 2005)

## **Encore Learning**

(Amended by the members on June 8, 2012)

(Amended by the members June 7, 2013)

(Amended by the members June 6, 2014)

(Amended by the Board of Directors March 15, 2020)

(Amended by the Board of Directors September 25, 2020)

(Amended by the Board of Directors January 19, 2024)

## ARTICLE 1 – Name and Organization

Encore Learning is organized as an unincorporated membership association.<sup>1</sup>

## ARTICLE 2 – Mission Statement

Encore Learning offers short, college-level, non-credit, daytime courses, lectures, special events, and activities to help meet the continuing education and social needs of any interested persons over fifty years of age. Encore Learning is supported, governed, and financed by its members. Encore Learning is a non-profit, equal opportunity organization without regard to sex, race, color, religion, disability, marital status, sexual orientation, gender identity, or national origin.

## ARTICLE 3 – Membership

- A. Membership in Encore Learning shall be open to all persons over 50 years of age who register on the established form and pay the current established fee or fees for the then current calendar or academic year.
- B. A meeting of the Encore Learning membership shall be held at least once in each calendar year on a date set by the Board of Directors. Additional meetings may be called by the Board or upon the written request of twenty percent (20%) of the membership, but not less than 20 members. Proxy voting shall not be allowed. The Secretary shall give to the members at least two weeks prior written notice of the time, place, and agenda of membership meetings. A quorum shall consist of 20% of the membership, but not less than 20 persons. Decisions shall be made by the majority of those voting.

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<sup>1</sup> Arlington Learning in Retirement Institute, Inc. was incorporated as a Virginia not-for-profit corporation on August 8, 2003. The corporation changed its name to Encore Learning on June 8, 2012.

- C. The Board of Directors is authorized to permit absentee or electronic voting of members with respect to agenda voting items included in the meeting Notice to members referred to in Article 3.B. Absentee or electronic ballots received by Encore Learning at least one day prior to such meeting date shall be included in the quorum for such meeting.
- D. General Powers. The members shall at its Annual Meeting:
1. elect officers of Encore Learning;
  2. elect Chairpersons of Encore Learning committees; and
  3. vote, if motion(s) are made and seconded at an Annual Meeting, on rejection of amendments of the Bylaws made by the Board of Directors since the previous Annual Meeting.

#### ARTICLE 4 – Board of Directors

- A. General Powers. The Board of Directors shall supervise, manage, and control all of the affairs, business activities, and policies of Encore Learning. In furtherance, but not in limitation of the authority to govern Encore Learning, the Board shall have the following powers:
1. To establish such committees as may be needed to carry out the activities of Encore Learning or functions of the Board.
  2. To apply and expend any of the income and/or capital of Encore Learning for its stated purposes.
  3. To employ agents and attorneys for the administration of Encore Learning and, to this end, to delegate to such agents or attorneys such duties as are deemed proper.
  4. To employ paid personnel to administer the organization and complete duties as established in position descriptions.
  5. To accept gifts, bequests, devises, grants and contributions of real and personal property, or interest therein on behalf of Encore Learning provided the terms and conditions, if any, under which such gifts, etc., are made shall not be inconsistent with the purposes of Encore Learning.
  6. To invest any money received by Encore Learning in Certificates of Deposit, or any stocks, bonds or any other obligations or securities as the Board shall deem advisable.
  7. To pay all costs, expenses and charges in connection with the administration of Encore Learning, including, but not limited to, attorneys' and agents' fees.
  8. To establish operational policies and procedures of Encore Learning which shall be collected and maintained by the Secretary as a supplement to these Bylaws.
- B. Election and Term. The Board shall consist of at least five (5) and not more than twenty (20) persons, each of whom shall be an officer of Encore Learning or a chairperson of a standing committee established by the Board. The chairperson of the Nominating and Elections Committee shall not be a member of the Board. The President and one Vice-President will be elected for two-year terms beginning in June 2014 and thereafter on even years. The second Vice-President, Treasurer, and Secretary will be elected for one-year terms beginning in June 2014 and for two-year terms beginning in 2015 and thereafter on odd years. Chairpersons of committees shall serve for one-year terms.

- C. Vacancies. Vacancies occurring on the Board shall be filled by the affirmative vote of a majority of the then members of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any director may resign at any time by notifying the chairperson of the Board or the Secretary in writing. Such resignation shall take effect at the time therein specified.
- D. Meetings. The Board shall meet regularly at a time set by the Board, and such meeting shall be held within Arlington, Virginia. Additional meetings may be called by or at the request of the Chairperson of the Board (the President). The Secretary shall give at least one week's prior written notice of the time, place and agenda of directors meetings. Proxy voting shall not be allowed. Electronic voting is allowed. A quorum shall consist of a majority of the Board. Decisions shall be made by a majority of those voting. Meetings of the Board may be held by conference telephone call, virtually or any other similar communications equipment which allows all participants to communicate with each other. Participation by such means shall constitute presence in person. Board meetings shall be open to the membership.
- E. Non-voting Members. Organizations which enter into formal affiliation agreements with Encore Learning may each designate as its representative a non-voting ex officio member of the Board.

#### ARTICLE 5 – Officers

- A. The officers of Encore Learning shall be:
  - 1. President
  - 2. Two (2) Vice Presidents
  - 3. Treasurer
  - 4. Secretary
- B. The duties of the officers shall be as follows:
  - 1. President: the President shall be responsible for the management of Encore Learning in accordance with the Bylaws, operational policies and procedures. The President shall preside over all official business meetings of Encore Learning and shall serve as Chairperson of the Board of Directors. The President shall serve as the principal spokesperson for Encore Learning.
  - 2. Vice Presidents: the President and the Vice Presidents shall determine between them the assignment of duties in carrying out the planning, development, coordination and implementation of Encore Learning's activities. The Vice Presidents shall fulfill the duties of the President if the President is unable to do so.
  - 3. Treasurer: the Treasurer shall be responsible for the receipt of all moneys for Encore Learning, the payment of all financial obligations, and the preparation of a proposed annual budget. The Treasurer shall also be responsible for the maintenance of accurate financial records and for presenting written reports to the Board and at annual membership meeting, including an annual financial statement. Additionally, the Treasurer shall provide the data and oversight

necessary for submission of tax-related materials to the entity preparing, submitting and responding to tax-related matters.

4. Secretary: the Secretary shall be responsible for assuring that all notices are duly given in accordance with the Bylaws, accurate records are prepared of meetings of the Board of Directors, Executive Committee and the general membership, including operational policy and procedure decisions made by these bodies, and shall function as the archivist of Encore Learning and parliamentarian.
5. Officers may serve as committee chairs.

#### ARTICLE 6 – Committees

A. Executive Committee. The officers shall constitute the Executive Committee and shall exercise the authority of the Board of Directors between regular meetings of the Board in instances necessitating timely Board decisions. All actions of the Executive Committee shall be promptly reported to the Board of Directors and shall be subject to ratification by the Board.

B. Nominating Committee.

1. The Nominating Committee shall consist of five (5) members. The Chairperson of the Nominating Committee and its members shall be elected annually by the Board of Directors at least ninety (90) days prior to each annual membership meeting for the purpose of recommending candidates for officers and committee chairpersons who shall constitute the Board membership. Members of the Committee will be eligible to be candidates for election to the Board during the upcoming year. Within two weeks after the Board's appointment of the Nominating Committee, the Secretary will (a) announce its composition to the membership and invite suggestions from the membership for Board member nominees, utilizing appropriate Encore Learning publication(s) and notices for this purpose; and (b) give notice of the alternative process set forth in paragraph 2 (b) below.
2. When the notice of the annual membership meeting is announced to the membership, the Committee shall include a written list of nominees, along with their qualifications, as follows:
  - a) The names of nominees for Board membership who agree to be candidates and who, in the view of the Committee, meet the qualifications set forth in paragraph 3 below; and
  - b) The names of any other members of Encore Learning whose candidacy for Board member has received the written support of at least ten (10) members and who meet the criteria set forth in paragraph 3 below, provided the Committee has been notified of such candidate at least fifteen (15) days before the notice to the membership must be transmitted. Nominations may not be made from the floor at the annual membership meeting.

3. The Committee shall select nominees from the membership to be candidates for the Board of Directors who have demonstrated or expressed the following qualifications and standards:
    - a) An active interest in Encore Learning in one or more of the following areas:
      - Teacher, moderator or coordinator of a course or event;
      - Committee member; or
      - Other volunteer work.
    - b) The ability to communicate and express ideas, verbally and in writing, and the willingness to contribute energy, ideas and time in support of Encore Learning.
    - c) Willingness to assume an active role in the management of Encore Learning over and above policy making on the Board of Directors, in areas such as Encore Learning officer or committee chairperson.
  4. The Board may establish supplementary guidelines and standards concerning the number and qualifications of candidates to be nominated for election to the Board of Directors.
  5. The Nominating Committee shall be responsible for conducting the election and for tallying and certifying the votes for Board members and such detailed procedures as the Board may adopt.
- C. Other Committees. Standing, Advisory, Ad Hoc or Special committees shall be established by the Board of Directors. Committee members shall be named by their Chairpersons. Encore Learning members are encouraged to volunteer for service on Encore Learning committees.
- D. General. The officers of Encore Learning shall be ex officio non-voting members of all committees with the exception of the Nominating Committee. All committees shall welcome the attendance of any Encore Learning members at their meetings.

#### ARTICLE 7 – Amendment of Bylaws

These Bylaws may be altered, amended or replaced and new Bylaws may be adopted by the affirmative vote of a majority of the Board of Directors at a duly constituted meeting, provided that the Members and Board have had at least thirty (30) days electronic or written notice of proposed changes prior to such vote, and provided further that the Members shall have the right at the Annual Meeting to reject any Amendment to the Bylaws made by the Board since the previous Annual Meeting.