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**Marked Up 03-25-19**

BYLAWS

OF

ACADEMY FOR LIFELONG LEARNING OF CAPE COD, INC.

ARTICLE I

General

Section 1. Name. The name of the corporation is ACADEMY FOR LIFELONG LEARNING OF CAPE COD, INC., hereinafter “the Corporation”, “the Academy”, or “A.L.L.”.

(Inserted to reduce redundancy and improve clarity)

Section 2. Purpose. The purpose of the Corporation is to offer an opportunity for those age 50 or over to pursue current intellectual interests and educational activities and to explore new areas of learning in the company of their peers consistent with educational purposes within the meaning of Section (c) (3) of the Internal Revenue Code of 1986, as amended, and the purposes and activities set forth in the Corporation’s Articles of Organization.

Section 3. Office. The principal office of the Corporation shall be 2240 Iyannough Road, West Barnstable, MA 02668 – 1599.

Section 4. Fiscal Year. The fiscal year of the Corporation shall commence on July 1 of each year and end on June 30.

Section 5. Nondiscrimination Policy. The Academy’s policy is that it shall not discriminate on the basis of race, sex, color, religion, national origin, genetic information, disability, citizenship status, or any other protected classes consistent with Massachusetts and federal laws in administering its educational programs, membership, scholarship and other programs, or in the selection and retention of faculty and administrative staff.

~~The Corporation's policy shall be to admit students of any race, gender, sexual orientation or disability status to all the rights, privileges, programs and activities generally made available to students and shall not discriminate on the basis of race, gender, sexual orientation or disability status in administering its educational policies, admission policies, scholarship and other programs nor shall it discriminate on the basis of race, gender, sexual orientation or disability status in the selection and retention of faculty and administrative staff.~~

(Inserted to bring by-laws into line with language of current laws and to remove redundancies)

Section 6. Limitations. Notwithstanding anything else herein provided, the Academy is organized and shall be operated exclusively for educational, charitable or literary purposes, as those terms have been and shall be defined pursuant to § 170 (c) and 501 (c) (3) of the Internal Revenue Code of 1986, as amended. All powers of the Corporation shall be exercised only in such manner as will assure the operation of the Corporation exclusively for those purposes, it being the intention that the Corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to the Code, and all purposes and powers shall be interpreted and exercised consistently with this intention. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributed to its Directors, Officers or members, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the Corporation's purposes as described in the Articles of Organization. Upon liquidation, dissolution, termination or winding up of the Corporation, its property and assets shall be distributed in the manner set forth in its Articles of Organization.

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in § 501 (h) of the Code), and the Academy shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## ARTICLE II

### Membership

Section 1. The members of the Corporation shall be (a) the Directors of the Corporation then in office, (b) faculty members (coordinators and ~~assistant co~~-coordinators) in

the current (or if the Corporation is between semesters, the most recent) semester or the immediately preceding semester, (c) persons over the age of 50 who have paid their Membership Fee enrolled as students in the current semester or, if the ~~Academy Corporation~~ is between semesters, ~~the most recent~~) or the immediately preceding semester and (d) such other persons or entities the addition of which is determined by the Board of Directors to be desirable to achieving the purposes of the Corporation.

(brings language into line with current nomenclature and practices at ALL)

Section 2. Membership Fee Dues and Tuition. The Board of Directors shall determine the amount of Membership Fees ~~dues~~ (which may be on an annual or semester basis) ~~and the amount of tuition for each semester~~. The Board also shall determine the payment date of such ~~fees, dues and tuition and may combine dues and tuition charges to members~~.

(brings language into line with current nomenclature and practices at ALL)

Section 3. Annual Meetings. The annual meeting of the members of the Corporation shall be held at such time and at such place as the Board of Directors shall designate in the spring of each year for the purpose of transacting such business as may properly come before the meeting.

Section 4. Regular and Special Meetings. Other than the Annual Meeting, there shall not be any regularly scheduled meetings of members unless the Board of Directors determines otherwise. ~~In such case, regular meetings of members shall be held during the fiscal year of the Corporation at such time and place as the Board of Directors shall determine~~. Special meetings of the members may be called at any time by the Board of Directors or the President and, subject to the provisions of Chapter 120 of the General Laws of Massachusetts, shall be called by the Clerk at the request of Members. Notice of all meetings of Members shall be given at least seven days in advance.

(deleted sentence deemed redundant)

Section 5. Quorum. Five percent (5%) of the members of the Corporation shall constitute a quorum for all purposes except where a larger quorum may be required by law, but a smaller number may adjourn a meeting from time to time without further notice until a quorum is present.

Section 6. Voting. Each member of the Corporation shall be entitled to one (1) vote. All elections shall be decided by a plurality of the votes cast and all other matters shall be decided by a majority of the votes cast except where a larger vote may be required by law.

Voting may, but need not, be conducted by ballots cast at a meeting of members or prior thereto except that the election of Directors shall be by ballot as set forth in Section 2 of Article III.

Section 7. Resignation of Members. Any member may resign from the Corporation by delivering a written resignation to any Director or Officer of the Corporation.

Section 8. Removal of Members. Any member may be removed from membership by a majority vote of the entire Board of Directors for conduct detrimental to the interests of the Corporation, lack of sympathy with its objectives, failure to pay any ~~Fees dues or tuition~~ assessed by the Corporation, or refusal to render reasonable cooperation or assistance in carrying out its purposes. Any such member proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

(brings language into line with current nomenclature and practices at ALL)

### ARTICLE III

#### Board of Directors

Section 1. Authority. The affairs, business and property of the Corporation shall be managed by the Board of Directors.

Section 2. Number, Election and Terms. The number of Directors of the Corporation, which shall be not less than six or more than fifteen, shall be fixed from time to time by resolution of the Board of Directors. The Directors shall be classified, with respect to the time for which they severally hold office, into classes, as nearly equal in number as possible, except for the class of Immediate Past President, which class shall be only one Director. Each member of a class will serve a three - year term, except for the Immediate Past President, whose term will be for one year, to expire at the end of the fiscal year.

In the month of April prior to each annual meeting of the members of the Corporation, the successors of the class of Directors whose term expires at the end of the current fiscal year shall be elected to hold office for a term expiring at the end of the third fiscal year following the year of their election.

Candidates for election to the Board of Directors shall be nominated as hereinafter set forth in Article V, Section 6. The Nominating Committee shall prepare and make available to the membership, via e-mail or U.S. Mail, ballots containing the names of persons duly nominated for election to the Board of Directors. The Committee shall collect the ballots and ~~tally count~~ the

results thereof; and shall make known to the membership the names of persons elected at or before the next annual meeting of the membership.

(brings language into line with current nomenclature and practices at ALL)

Upon completion of a term, a member shall ~~not~~ be eligible for ~~nomination election or appointment~~ to the Board of Directors for one additional term of three years, after which the member must be off the board for one year. Only one partner of a couple may serve on the Board of Directors at any given time.

(This is a significant change, since it removes the requirement that board members leave at the end of their initial term. Doing so allows for improved continuity between boards and retention of institutional knowledge and experience, and recruitment and retention of appropriate talent and skill-sets).

Section 3. Regular and Special Meetings. Regular meetings of the Directors may be held at places and times determined by the Directors. Special meetings of the Directors may be held at any time and at any place when called by the President or a majority of the Directors.

Section 4. Notice of Meetings. At least two (2) days' notice shall be given for all special meetings of Directors. No prior notice shall be required for regular meetings.

Section 5. Quorum. A majority of the Directors then in office shall constitute a quorum for all purposes except where a larger quorum may be required by law. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 6. Action by Vote. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of Officers, unless otherwise provided by law, the Articles of Organization or these Bylaws.

Section 7. Action by Writing. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing or e-mail and the consents are filed with the records of the meetings of the Directors. The consents shall be treated for all purposes as votes taken at a meeting.

(brings language into line with current practices at ALL)

Section 8. Presence. Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting of the Board of Directors by conference telephone or similar means by which all persons can hear each other simultaneously, and participation by such means shall constitute presence in person at a meeting.

Section 9. Newly Created Directorship and Vacancies. Newly created Directorships resulting from an increase in the number of Directors may be filled by a plurality of the votes cast by members, ~~and~~ Vacancies occurring ~~in~~ on the Board of Directors for any other reason may be filled by the affirmative vote of a majority of the Directors then in office or by a plurality of the votes cast by members.

(clarifies intent and language of this paragraph)

Section 10. Removal of Directors. Any Director may be removed from office with or without cause by the affirmative vote of a majority of the members or for cause by a majority of the Directors then in office.

Section 11. Resignation. A Director may resign at any time by giving written notice to the Board of Directors, the President, or the Clerk of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer unless it is specified to be effective at some later time. The acceptance of any such resignation shall not be necessary to make it effective.

Section 12. Compensation. No compensation shall be paid to Directors, as such, for their services. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 13. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless such Director files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Clerk of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

## ARTICLE IV

### Officers

Section 1. Number. The Officers of the Corporation shall be a President, a Vice President, a Clerk, and a Treasurer, and such other Officers as the Directors may determine.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Directors from among their number at the Board of Directors meeting following the annual meeting of members. No two offices may be held by the same person. Each

Officer shall hold office for one year beginning on July 1<sup>st</sup> following his or her election or until his or her successor has been duly elected and shall have qualified, or until his or her death, or until he or she has resigned or has been removed in the manner hereinafter provided.

Section 3. Resignation and Removal. Any Officer may resign by delivering a written resignation to the Corporation at its principal office or to the President or the Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some later date. Any Officer or agent may be removed by a majority of the Directors then in office whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled for the unexpired portion of the term by a vote of the majority of the Directors then in office.

Section 5. President. The President shall be the principal executive Officer of the Corporation and, subject to the control of the Directors, shall in general supervise and control all of the business and affairs of the Corporation. He or she shall be the liaison between the Corporation and Cape Cod Community College and he or she shall keep the Board of Directors informed of relations, including any issues under discussion with the College. The President shall, when present, preside at all meetings of the members and of the Directors. The President may sign, with the Clerk or any other proper Officer of the Corporation thereunto authorized by the Directors, deeds, mortgages, bonds, contracts, or other instructions which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors of these Bylaws to some other agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the offices of President and such other duties as may be prescribed by the Directors from time to time. Upon the completion of the President's term, the President shall become a member of the Board of Directors with all responsibilities accorded to the other Directors for a term of one year.

Section 6. Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Clerk. The Clerk shall keep a record of the members of the Corporation, the minutes of members' and Directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as otherwise required, be custodian of the corporate records and of the seal of the Corporation, and in general perform all duties incident to the office of Clerk and such other duties as from time to time may be assigned to the Clerk by the President or by the Directors. In the absence of the Clerk from any meeting, a temporary Clerk shall be designated by the President or the Directors present at the meeting who shall perform the duties of the Clerk.

Section 8. Treasurer. ~~If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Directors shall determine.~~ The Treasurer shall have charge and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation and from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as approved by the Board of Directors, including the Cape Cod Community College and/or depositories designated by it; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Directors.

(the College is no longer the "banker" to ALL, as it was when ALL was first established).

The Treasurer, with the advice and assistance from an independent CPA firm approved by the Board of Directors, is responsible for maintaining the financial records of the Corporation and for the timely filing of all tax returns necessary to preserve and maintain the Corporation's exemptions from Federal and State Income Taxes and from Massachusetts Sales and Use Taxes.

(brings language into line with current practices at ALL)

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Directors shall determine.

(moves this clause from the beginning to the end of the Section)

## ARTICLE V

### Committees

Section 1. Standing Committees. The standing committees shall be subject to the direction and control of the Board of Directors. They shall consist of the following:



Curriculum	Nominating
Hospitality	Policies and Procedures
Long Range Planning	Communications
Membership	Special Events
<u>Finance Ways and Means</u>	<u>Registration</u>

(brings language into line with current practices at ALL)

The Chairperson of each standing committee shall be appointed from the Board of Directors of the Corporation for a term of one year by the President of the Corporation. Standing committee members, except for the Nominating Committee, shall be appointed from the membership of the Corporation for a term of one year by the Committee Chairperson.

(1/22/19: Board decided to discuss this section at the next meeting, on 2/19/19. The By-Law revision working group recommends no change to this paragraph.)

Section 2. Curriculum Committee. The Curriculum Committee shall plan and facilitate courses for members, being responsive to the interests of members; ~~present the Committee's recommendations for courses and faculty to the Board of Directors for comment and approval~~; and provide the Communications Committee with information for use in publicity.

(brings language into line with current practices at ALL—Curriculum Committee approves courses and faculty)

Section 3. Hospitality Committee. The Hospitality Committee shall plan and carry out a program of social activities for the members of the Corporation.

Section 4. Long Range Planning Committee. The Long Range Planning Committee shall address the future needs of the Corporation and its members so that a hospitable environment for the pursuit of lifelong learning in the future is assured.

Section 5. Membership Committee. ~~The Membership Committee shall come under the auspices of the Vice President~~. The Membership Committee shall seek new members; assist other committees in determining the interests of the membership; endeavor to retain non-renewing members; assist the committee Chairperson in recruiting interested members to serve on their committees; and provide a list of the members to the Clerk and the membership in a timely fashion each semester.

(brings language into line with current practices at ALL. Membership Committee is currently inactive)

Section 6. Nominating Committee. At the September meeting of the Board of Directors, the President shall appoint a Nominating Committee broadly representative of the membership of the Academy, including one member of the then current. No member of the Nominating Committee may run for election to the Board of Directors while serving on the committee. The President shall also appoint the Chair of the Committee, who shall not be a Director.

Nominations for election to the Board of Directors may be made by the Nominating Committee ~~upon receipt of and/or by~~ petitions from the membership at large. Each such petition, including petitions for Committee nominees, must be signed by 10 members and contain therein the acceptance of the nominee. The number of nominees ~~shall~~ may not be fewer than the number of vacancies to be filled on the Board of Directors. The petitions shall be presented to the Nominating Committee no later than the last day of February of each year. The names of all nominees shall be included on the ballots of election. In the month of April in each year, the Nominating Committee shall conduct the election of Directors as set forth in Article III, Section 2.

(changes are to clarify meaning and intent of this paragraph)

Section 7. Policies and Procedure Committee. The Policies and Procedures Committee shall write and maintain a manual of the Policies and Procedures approved by the Board of Directors.

Section 8. Communications Committee. The ~~Communications Public Relations~~ Committee shall present the purposes and programs of the Corporation to the membership and the public and assist with membership promotion when deemed necessary by the Board of Directors.

(brings language into line with current nomenclature at ALL)

Section 9. Special Events Committee. The Special Events Committee shall plan and arrange special activities such as day trips and other special events, including social activities.

Section 10. ~~Ways and Means~~/Finance Committee. The ~~Ways and Means~~/Finance Committee shall come under the auspices of the Treasurer. The ~~Ways and Means~~/Finance Committee shall identify short- and long-range financial goals and identify sources of revenue to provide for said goals. Additionally, the Committee shall monitor the need and execute the Program of Memorial Donations as directed by the Board. The Committee shall assist the Treasurer in the preparation of an annual operating budget for the Corporation.

(brings language into line with current nomenclature and practices at ALL)

Section 11. Registration Committee. The Registration Committee is responsible for registering members into classes each semester, collecting membership fees, notifying members of their class enrolment status, approving requests for fee refunds, and providing enrollment data to the board.

(This changes the status of the Registration Committee from a “Special Committee” to a “Standing Committee”, which is appropriate in view of the importance of the committee’s ongoing work to ALL.)

Section 12. Special Committees. Special Committees shall be established, and their Chairpersons shall be appointed by the President with the approval of the Board of Directors as circumstances demand. Members of Special Committees shall be appointed by the Chairperson. Special Committees shall limit their activities to the purposes for which they are appointed, and shall have no power to act on behalf of the Corporation unless such power is specifically conferred by the Board of Directors.

(re-numbered to accommodate new Section 11)

## ARTICLE VI

### Miscellaneous Provisions

Section 1. Voting of Securities. Except as the Board of Directors may otherwise designate, the President or Treasurer may waive notice of, and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for the Corporation at any meeting of stockholders of any other corporation, the securities of which may be held by this Corporation.

Section 2. Corporate Records. The original or attested copies of the Articles of Organization, Bylaws and records of all meetings of incorporators and members shall be kept in Massachusetts at the principal office of the Corporation or of the Clerk, but such corporate records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any purpose in the proper interest of the member relative to the affairs of the Corporation.

Section 3. Indemnification. The Corporation shall have powers to indemnify Directors, Officers and employees of the Corporation and such persons shall have rights to be indemnified by the Corporation as set forth in the Corporation’s Articles of Organization.

## ARTICLE VII

### Amendments

These Bylaws may be amended or repealed in whole or in part. All amendments must be brought before the members of the Corporation for approval. They may be proposed by the Board of Directors or by a petition of the membership, signed by at least 50 members. Presentation and discussion of the amendment(s) will take place at the Annual Meeting or at a special meeting with the time and place designated by the Board of Directors. Notice of the meeting to amend and the contents of the amendment(s) must be received by the membership at least two weeks prior to the meeting along with ballots. Explanations of the voting procedure must be included along with the notice.

Voting will take place at the designated meeting or by signed ballot. Members not attending may send in their votes in advance of the meeting by email or by U.S. mail or by hand delivery to the A.L.L. office. Approval of the amendment(s) must be by two thirds (2/3) of the votes cast.