

**OSHER LIFELONG LEARNING INSTITUTE  
AT GEORGE MASON UNIVERSITY**

**BOARD HANDBOOK**

The Board Handbook is a basic reference source for OLLI Board members, officers, committee chairs, and the executive director and staff. This version is current as of May 3, 2009.

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## **A. OLLI Purpose and Organization**

### **Mission**

(Bylaws, Article II.1.) The mission of the Institute is to offer to its members learning opportunities in a stimulating environment in which adults can:

- share their talents, experiences and skills,
- explore new interests;
- discover and develop latent abilities,
- engage in intellectual and cultural pursuits, and
- socialize with others of similar interests.

### **Guiding Principles**

(Bylaws, Article II.2.) To accomplish its mission, the Institute is guided by the following principles. The Institute:

- provides noncredit, non-degree-granting programs, as well as special, cultural and social events;
- is governed by its members through an elected Board of Directors;
- functions as an intellectual cooperative in which members volunteer as planners, instructors, organizational officers and committee members;
- serves as an important resource and forum for the discussion of current issues and concerns of its members and the community; and
- is an affirmative action, equal opportunity, nonprofit institution.

### **Underlying Instruments**

1. The Osher Lifelong Learning Institute (OLLI) at George Mason University (Mason) is a non-profit entity holding a 501(c)(3) designation from the Internal Revenue Service for purposes of education. OLLI was incorporated in 1991 as a Non-Stock Corporation under Virginia's Non-Stock Corporation Act. This statute imposes certain requirements on non-stock corporations relating to governance, membership, annual meetings, etc. These issues are addressed in the OLLI Bylaws.

2. The principal requirements of an organization of the type of 501(c)(3) designation the Institute has received are:

- OLLI is organized exclusively for educational purposes;
- No net earnings shall be distributed to its members; and
- OLLI abides by restrictions on lobbying.

3. OLLI applied in 2000 for an election under section 501(h) of the IRS code to permit it to expend limited funds to influence legislation (rather than demonstrate an insubstantial level of lobbying activity, the standard without the optional election). Organization funds may not be expended to support political campaigns or candidates. Funds expended under 501(h) are reported annually on the OLLI Form 990. To date, OLLI has expended only minimal resources in support of George Mason University.

4. The bylaws, which were last approved by the general membership in 2006, are OLLI's principal operating instrument.

5. Section G of this Handbook provides more detail on OLLI's incorporation and its legal designations, as well as the order of preference (or the hierarchy of legal authority) applying to the Institute. The attachments contain the full text of the relevant legal documents (see table of contents) and of the Mason-OLLI Affiliation Agreement described below.

### **Affiliation with George Mason University**

OLLI is recognized by George Mason University as a professional organization affiliated with the University. Lilyan Spero signed the first Affiliation Agreement on February 14, 1994. The current governing instrument is a renewable Mason-OLLI Affiliation Agreement signed in September 2007 and valid until June 30, 2012. The agreement defines the responsibilities and commitments of each party.

### **Other Affiliations**

#### **Bernard Osher Foundation:**

OLLI is one of many LLIs that have received support from the Bernard Osher Foundation, [www.osherfoundation.org](http://www.osherfoundation.org). Three grants of \$100,000, \$100,000 and \$50,000 have been used to repair and update existing physical facilities (including construction of additional restrooms and roof repair at Tallwood), installation of modern audiovisual equipment in classrooms, and financing the first year and a half of the cost of hiring an executive director. OLLI has also been awarded a \$1 million endowment; these funds have been invested by the George Mason University Foundation. OLLI began receiving an annual interest payout in 2007. These earnings will be considered revenue available for operations.

The National Resource Center for the Osher Lifelong Learning Institutes, located at the University of Southern Maine, is the national center for the network of OLLIs throughout the nation. It serves as a center for excellence and dissemination of best practice models. See [www.usm.maine.edu/olli/national](http://www.usm.maine.edu/olli/national).

#### **Elderhostel Institute Network:**

OLLI is a member of the Elderhostel Institute Network (EIN), a voluntary association of LLIs founded by Elderhostel, Inc., a nonprofit organization dedicated to providing educational opportunities to older adults. EIN exists to promote communication and provide resources to LLIs. It serves as a source of information about what other LLIs are doing. See [www.elderhostel.org/ein/intro.asp](http://www.elderhostel.org/ein/intro.asp)

#### **OLLI Slogan: Broadening Horizons Together.**

The Publications Committee will determine when the slogan is used, based on publications design, appropriateness and other factors.

### **Membership**

(Bylaws, Article III, V)

#### **Members:**

Under the bylaws, there is one class of members: voting members. In compliance with the bylaws provisions, the Board determines the qualifications, dues, terms, and other conditions of membership.

**Qualifications and Terms:**

Members are persons who subscribe to the mission and guiding principles of the Institute and pay dues in accordance with procedures established by the Board of Directors. Since the Institute is run as a cooperative, members are encouraged to volunteer, as much as they are able, to assist in the operations of the Institute.

**Dues:**

In December 2006, the Board approved an increase in dues from \$280 to \$350 effective with the spring 2007 term. There was no change in dues for 2008, and in November 2008 the Board approved the same \$350 dues level for calendar year 2009. This dues level enables a "full" member to take an unrestricted number of courses and special events (space permitting) at Fairfax, Reston and Loudoun during four OLLI terms. In September 2008 the Board endorsed the executive director's plan for Loudoun participants to become OLLI members starting in fall 2008 at a separate dues structure of \$125 per year for Loudoun courses only.

**Membership Meetings:**

Members vote at general membership meetings (or by ballots mailed in connection with such a meeting) on bylaws or amendments to them and to elect Board members, and on any other matters the Board brings before them. Voting on all other matters is expressly reserved for the Board of Directors. An annual membership meeting must be held in the spring. Town meetings may be called periodically at the discretion of the president.

***OLLI Member Handbook:***

Issued periodically by the Publications Committee, the Member Handbook provides information about OLLI useful to new members, including the value of friendship, the importance of volunteering in the life of the Institute, and the nature of OLLI volunteer opportunities. While the Member Handbook does not have policy status, it is recommended that each Board member keep a copy of the Member Handbook with their Board Handbook.

## **B. Board Structure and Process**

### **Governance Function**

(Bylaws, Article IV.6.)

1. The OLLI Board of Directors provides for the governance of the Institute. The bylaws provide that the Board shall:

- propose changes in the bylaws;
- establish the policies of the Institute;
- determine its mission, purposes and programs;
- ensure adequate resources and approve budgets;
- develop a vision for its future;
- provide strategic direction;
- determine qualifications, dues, terms, and other conditions of membership;
- establish the Institute's fiscal year; and
- designate a statutory office and agent.

2. The Board also reviews and approves the annual audit report.

3. Once policy is established by the Board, it is the responsibility of individual committees, working collaboratively with the executive director, to develop guidelines and procedures for the implementation of such policy.

4. In 2005 the Board developed a job description and hired an executive director. If for any reason that should change in the future, the Board has the authority to employ appropriate staff on behalf of the Institute.

### **Composition**

(Bylaws, Article IV.1.)

OLLI has an 18-member Board of Directors; one-third are elected each year for three-year terms. Ex officio and honorary members may be appointed by the Board, but they neither vote nor second motions. The executive director is an ex officio member of the Board. Currently, Lilyan Spero, founding member and senior president emeritus, is an Honorary Director for Life. The immediate past president, if he or she does not continue as a director, serves as an ex officio director for one year. If a standing or ad hoc committee chair is not a director, the chair is an ex officio member for as long as he or she holds that position.

### **Nomination and Election of Directors and Officers**

(Bylaws, Article IV.2-3.)

1. Each year, a Nominating Committee recommends members to be candidates for the Board of Directors, asking for recommendations from current directors in the process, and conducting the election of directors and officers. Voting is by secret ballot. The Board develops and publishes procedures and guidelines for the selection, nomination and election of directors and officers. See the bylaws for more detail on nominations and the election process. Section D of this Handbook contains the Board-approved procedures and guidelines to be followed by the Nominating Committee. Only provisions involving directors are summarized here.

2. The president appoints a Nominating Committee chair by January 14; the Board approves the appointment. The chair, with the Board's approval, appoints two directors and at least three persons from the general membership to serve on the committee. Members of the committee are not eligible to be candidates for director or officer during the upcoming year. The slate of Board candidates is announced at the March Board meeting. Once the results of elections are tallied and certified, the Nominating Committee notifies the nominees of the successful candidates and announces the results to the membership.

3. Officers are elected by the Board. Within 14 days following the election of directors, the Nominating Committee submits to the Board the names of potential officers it believes are willing to serve. The Nominating Committee conducts the election of officers at the first meeting of the Board held within four weeks after the closing date of the elections.

### **Terms and Conditions**

(Bylaws, Articles IV, 4-5, 7., VIII.3.)

1. A director's three-year term begins with the first meeting of the Board after the annual elections. Directors are limited to two consecutive terms (unless immediately prior they have served for one year or less). After a two-year absence from the Board, an individual may serve again.

2. A director may resign by notifying the secretary in writing; the resignation takes effect at the time specified by the director. When a non-officer vacancy occurs, the president appoints, and the Board approves, a member to fill the unexpired term. Officers and appointed directors may be removed from their positions for cause by a two-third majority of the Board. See Section E under "Ethical Standards" on removal for cause.

3. Directors and officers serve without compensation except for reasonable expenses as established by the Board. Directors, officers, and employees of the Institute, when acting on behalf of the Institute, are indemnified and held harmless for their actions to the full extent allowed by law. See Section F on indemnification and insurance coverage.

### **Board Procedures**

(Bylaws, Article V)

1. The Board meets as often as required; current practice is to meet monthly on the third Friday. Meetings are announced by the secretary two weeks in advance of the meeting. Meetings may be called by the president, the Executive Committee, or at least one-third of the directors. In 2006-07 the Board began holding occasional meetings at campuses other than Tallwood.

2. A majority of directors in office and eligible to vote constitutes a quorum. Decisions are made by majority vote of those voting. Directors are permitted to participate by conference telephone and be counted toward a quorum; see the bylaws, Article V.1.c. The executive director will make arrangements for those directors who request this option. On proposed resolutions circulated before the meeting, directors may submit absentee ballots in writing to the secretary; such votes are valid only for the original resolution or ballot. Voting by proxy is not permitted.

3. Board meetings are open to the membership with the exception of executive sessions and retreats. Issues related to personnel, staff pay or other matters determined by the Board to be confidential are always discussed in executive session.

4. The Board agenda generally includes an opportunity for comments from non-Board members. The transparency policy for Board operations governs notice of Board meetings and provision of the proceedings of Board meetings to the general membership. See Section E under “Ethical Standards” for the text of the transparency policy.

5. The president and the executive director are responsible for development of Board meeting agendas. Policy issues should generally first be referred to the appropriate standing committee or to an ad hoc committee for a report with recommendations to be submitted to the Board within a prescribed time, preferably in writing and in advance of the Board meeting. Decisions are to be recorded accurately in the minutes of meetings and, where they affect organization or overall policy, will be included periodically in this Handbook.

6. The president may call a retreat for the Board when it seems appropriate. The Board may hold orientation sessions for new Board members.

## **Officers**

(Bylaws, Article VI)

The president, vice president, treasurer and secretary are elected for one-year terms by directors at the first Board meeting following the annual election. Officers are limited to two consecutive terms in the same office. See the bylaws, Article VI.2.b., for an exception if candidates for certain officers cannot be found. In the case of an officer vacancy, the Board elects a new officer to complete the unexpired term. The duties of the four officers are as follows:

### **President:**

The bylaws provide that the president

- is responsible for the governance of the Institute;
- presides over all official business meetings;
- supervises the executive director;
- serves as chair of the Board;
- serves as principal spokesperson, but may delegate that responsibility;
- fills any vacancies on the Board; and
- appoints standing and ad hoc committee chairs (Nominating Committee chair by January 14).

The president also

- develops Board agendas with the executive director;
- prepares an annual report with the executive director, delivers it to membership at the annual membership meeting; and
- chairs the Executive Committee.

### **Vice President:**

The bylaws provide that the vice president

- fulfills the duties of the president if the president is unable to do so; and
- takes on such duties as the president and vice president determine between them.

**Treasurer:**

The bylaws provide that the treasurer

- is responsible for overseeing the development of the annual operating budget;
- reviews accounting procedures and controls at least annually to provide reasonable assurance that accounting and bookkeeping transactions are properly recorded;
- presents written financial reports to the Board periodically;
- presents a financial statement at annual membership meetings; and
- oversees an annual independent audit.

The treasurer also

- chairs the Finance Committee; and
- works with the executive director to ensure the budget development process includes inputs from committee chairs and others whose activities may involve expenditure of OLLI funds, presentation of budget assumptions for Board approval, and opportunity for directors and interested members to comment on a draft budget for the upcoming year.

**Secretary:**

The bylaws provide that the secretary

- is responsible for assuring that accurate records are prepared and maintained of meetings of the Board, Executive Committee and the general membership, including policy and administrative decisions made by these bodies;
- functions as the archivist and authenticates records of the Institute;
- serves as parliamentarian;
- notifies directors of the time and place of Board meetings;
- complies with the timing and nature of notice requirement to the general membership for the annual spring membership meeting, any other general membership meetings, and the closing date of the elections; and
- notifies Directors promptly of all actions taken by the Executive Committee.

The secretary also

- is responsible, with the executive director, for compliance with the transparency policy for Board operations;
- prepares and distributes to the Board the monthly Committee Report Summary;
- prepares highlights of Board meetings, retreats and membership meetings for publishing in newsletters to inform the membership;
- prepares periodic updates of this Board Handbook; and
- maintains sequential and topical files of all resolutions passed by the Board since the most recent update of this Handbook.

## C. Board-Staff Relations

### Executive Director

The job description for the executive director was approved by the Board on Oct 24, 2007 for use in search and selection of a new executive director and is effective Jan 1, 2008.

**Position Summary:** The executive director (ED) serves as the chief paid staff employee and is responsible for the management of the Osher Lifelong Learning Institute (OLLI or the Institute) at George Mason University (Mason). The Institute is a nonprofit organization that exists to offer its members intellectual and cultural experiences in a stimulating environment for older adults. The Institute provides non-credit, non-degree-granting programs, as well as special cultural and social events, and encourages active participation by members in a voluntary capacity.

The ED reports to the president and is accountable to the Board of Directors (the Board) and is responsible for managing the Institute's operations and supervising its staff. The ED is an ex officio member of the Board and of various committees.

Leadership of the Institute is shared by the President, Board and ED. The Board determines the mission, provides for its governance and sets policies. The ED contributes to the work of the Board and implements the policies and programs in accordance to its mission.

### Specific Responsibilities

Supports the Board and its Committees

- Assists the President with agenda planning, background materials, and such other help as the President may request
- Provides staff support to the Board and its committees
- Supports and contributes to planning activities
- Attends Board meetings and reports regularly on issues, progress, problems
- Facilitates activities and coordination among committees and with volunteers

Oversees Operations

- Manages day-to-day activities
- Manages human resources, facilities, office space, related activities and develops office and personnel policies

Implements the Program

- Facilitates program development in advance of each term
- Supports and assists Program Committee and resource groups
- Facilitates and supports program, course and instructor evaluations
- Develops and facilitates contacts at Mason and a variety of other institutions and sources for program development ideas

Manages Financial Operations

- Operates within the approved annual budget and approves routine expenditures
- Helps assure financial integrity through proper recording and safeguarding procedures
- Oversees relationships with outside contractors
- Supports the Treasurer and Finance Committee in developing the annual budget
- Supports and contributes to fund raising programs

### Promotes Membership

- Supports and facilitates recruitment of new members
- Assesses member needs and wants
- Promotes member satisfaction

### Promotes Community Relations

- Facilitates relationships and communications with Mason, its schools and colleges, and the Mason Foundation
- Serves as OLLI's representative with the Bernard Osher Foundation, other foundations and institutes, local governments, civic groups, and think tanks

### **Other Staff**

Other OLLI staff are part-time hourly employees. Complete position descriptions are on file in the Tallwood office. Summaries of staff job descriptions are included here.

### **Administrator**

Reports to: Executive Director

Supervises: Administrative Assistants

Status: Part Time/Hourly

Summary of Duties: The administrator

- Is responsible for the efficient day-to-day functioning of the Tallwood site, and providing oversight as necessary for the Reston/Lake Anne site;
- Orders supplies; secures needed maintenance services from George Mason University Physical Plant Department as required; and solicits bids/proposals, as necessary, for maintenance and infrastructure services from outside vendors;
- Serves as the OLLI registrar, and is responsible for all facets of member registration and other elements of the member database and email groups;
- Generates all standard and custom reports necessary for the operation and evaluation of the OLLI education program;
- Is responsible for the transmission and dissemination (in print and digital form) of OLLI communications (e.g. OLLI E-News, President's Messages);
- Organizes and leads special projects such as Teacher, Volunteer and Physical Plant appreciation events, etc.; and
- Performs other duties as shall from time to time be assigned by the executive director.

### **Program Associate**

Reports to: Executive Director

Status: Part-Time/Hourly

Summary of Duties: The program associate

- Provides support to OLLI Resource Groups, the Program Committee, and the Program Review Committee;
- Attends all meetings of these groups, records minutes, and works with the Resource Group chairs to develop OLLI educational programs;
- Maintains and periodically circulates draft term schedules;

- Collects, writes and edits, as necessary, course descriptions and other catalog content; and works with volunteers to produce the four OLLI catalogs each year;
- Maintains a database of all OLLI presenters and processes thank you letters after each course or term, as necessary;
- Supports the Liaison Committee; and
- Performs other duties as shall from time to time be assigned by the executive director.

### **Finance Associate**

Reports to: Executive Director

Status: Part-Time/Hourly

Summary of Duties: The finance associate

- Is responsible for all financial operations of OLLI;
- Works closely with the executive director and the treasurer to ensure that OLLI's financial records and practices are in conformity with all appropriate laws and regulations governing a non-profit corporation;
- Develops and maintains the OLLI Accounting and Financial Procedures Manual;
- Maintains and updates financial records as required;
- Receives, reviews for accuracy, processes and prepares checks for all invoices/payables;
- Places orders for special items (bus reservations, theater tickets, etc) in support of OLLI Special Events and maintains records of revenue and expense for each such activity;
- Prepares all required financial reports and related documents for the monthly Board of Directors meeting;
- Assists the executive director in preparation of the annual operating budget;
- Serves as a liaison with the George Mason University Foundation as regards the OLLI grants/endowment;
- Serves as liaison with the University in matters relating to both payment for services and ordering, when necessary, items under University/Commonwealth purchasing systems;
- Monitors all OLLI contracts;
- Compiles data and other records/materials in support of the annual OLLI audit; and
- Performs other duties as shall from time to time be assigned by the executive director.

### **Administrative Assistant (Tallwood and Lake Anne)**

Reports to: Administrator

Status: Part-Time/Hourly

Summary of Duties: The administrative assistants

- Are responsible for all classroom set-up and take-down at OLLI sites (and the occasional off-campus sites) where OLLI classes are taught;
- Work with coordinators and instructors to ensure that audiovisual and other instructor needs are met;
- Pick up instructor hand-outs from the Print-Shop;
- Perform other housekeeping duties in support of the efficient operation of the teaching program;
- Are responsible for ensuring that adequate refreshments are available to OLLI members when classes are in session
- At Tallwood, performs clerical duties in the office as time permits; and

- Perform other duties as shall from time to time be assigned by the administrator or the executive director.

**Other:** It may be necessary to add additional staff on a temporary or permanent basis. In such instances, the executive director will seek authorization from the Board before increasing staff beyond approved levels. If an increase in staffing levels is approved, it is understood that any new hire will be part time.

## **D. Committees**

### **Executive Committee**

(Bylaws, Article VII.1.)

The Executive Committee (consisting of the president, vice president, secretary and treasurer) is empowered to make policy decisions between Board meetings, but only in instances necessitating timely Board decisions. All such actions must be reported promptly to the full Board. Recent presidents have also asked the other officers for advice in preparing Board agendas.

### **Other Committees**

(Bylaws, Article VII.2-3)

1. The Board may establish standing and special (ad hoc) committees. Chairs are named by the president; members of committees are named by their chairs. Chairs of standing committees continue until they resign or are replaced by the president. Ad hoc committees are organized to accomplish a specific task and given a time limit. Officers are ex officio members of all committees except the Nominating Committee. All committees welcome the attendance of any Institute members unless the meeting is held in executive session. Chairs are encouraged to schedule meetings far enough in advance to allow them to be included in the office's long-term schedule and publicized in OLLI E-News.

2. In announcing Board meetings, the secretary also calls for submission of committee reports and Board action items from all committees by a certain date. The secretary compiles these, together with the executive director's report, in a Committee Report Summary to be distributed to the Board in advance of each regular Board meeting.

### **Nominating Committee**

(Bylaws, Articles IV, 2-3, VI.2., VII.3)

The bylaws call for a Nominating Committee and describe some of its duties. Provisional Nominating Committee Procedures and Guidelines are included as Attachment 8 to this Handbook.

### **Standing Committees**

The Board has approved the establishment of the following standing committees: Audiovisual Support, Communications, Development, Finance, Landscaping, Membership, Planning, Program, and Program Review.

### **Audiovisual Support Committee**

*Mission:* Ensure effective classroom environments by assisting the staff in maintaining and improving classroom audiovisual and computer/information technology equipment.

*Responsibilities:*

- Work with staff to identify what instructors and presenters want to do with AV and computer equipment, and the kinds of problems encountered;
- Work with staff and any technical consultants to improve sound quality, eliminate audio feedback, and connect visual sources to projected video images;
- Establish appropriate standards for equipment settings and for locations of commonly needed tools on OLLI laptops;
- Add appropriate labels to remote controls and corresponding equipment; add

instruction manuals to laptops where appropriate;

- Work with staff and consultants on training on how systems work and problem solving; and
- Advise on audiovisual and computer equipment budget and acquisition.

*Membership:* The chair recruits several members with appropriate qualifications and experience (the Tom Swift Squad/AV Helpers group).

*Chair:* Appointed by the president.

### **Communications Committee**

*Mission:* Provide timely, useful and cost-effective non-emergency communications with the membership and publications production support to the staff and Board.

*Responsibilities:*

- Oversee OLLI Catalog, OLLI E-News, the OLLI Website and other publications to assure their consistency, accuracy, attractive appearance and conformity with professional journalistic standards;
- Initiate and encourage submission of articles and notices for OLLI E-News related to OLLI and its affiliated organizations deemed of interest to the membership;
- Provide an electronic forum in OLLI E-News for members to communicate their comments, suggestions and concerns about the Institute to their fellow members as well as to the leadership;
- Develop policies, procedures and guidelines to ensure that all publications contain only materials appropriate for dissemination to the membership, and if the material is intended for release on the Website, that the content is appropriate for an external audience and does not include privacy information;
- Provide technical and editorial support upon request to officers, staff and committee chairs in the preparation of the quarterly catalog of OLLI courses, Fairfax Ink, Poets of Tallwood, the Membership Directory, and Member Handbook as well as brochures, invitations, flyers and other materials for special purposes, including any publications intended for dissemination beyond the membership; and
- Budget for all OLLI publications in coordination with appropriate committee chairs responsible for the content.

*Membership:* The chair recruits an average of 15 to 20 volunteers to serve as editors, proofreaders, writers, graphic artists, and Website/HTML experts.

*Chair:* Appointed by the president.

### **Development Committee**

*Mission:* Plan and coordinate, in concert with the executive director, all fund raising activities for OLLI.

*Responsibilities:*

- Prepare and monitor a Development Plan (Fund Raising Plan) for OLLI;
- Design and conduct the Friends of OLLI annual fund raising campaign;
- Identify and organize to pursue appropriate grant, contracting, sponsorship and other related fund raising activities;
- Develop and maintain relationship with the George Mason University Foundation and the University's development office in matters relating to philanthropic fund raising; and

- Advise the OLLI Board and the president on matters relating to development/fund raising, including special/individual fund raising solicitations.

*Membership:* Two to four members selected through chair appointment.

*Chair:* Appointed by the president.

### **Finance Committee**

*Mission:* Oversee the financial activities of the institute to assure its fiscal soundness.

*Responsibilities:*

- Assist the treasurer and the executive director in the preparation of an annual operating budget for approval by the Board of Directors;
- Assist the treasurer and the executive director in the monthly review of operating financials;
- Assist the treasurer in periodic review of the organization's accounting procedures and controls to provide reasonable assurance that accounting and bookkeeping transactions are properly recorded; and
- Assist the president, executive director and treasurer in negotiation of outside agreements; i.e., the Mason Affiliation Agreement, the Mason Lease Agreement, the Mason Foundation Affiliation Agreement, the Fairfax Swimming Pool Parking Lease, the Washington Baptist Church Lease Agreement, et. al.

*Membership:* Three to five members appointed by the chair.

*Chair:* Treasurer.

### **Landscaping Committee**

*Mission:* Provide an attractive, changing outdoor environment for the Tallwood campus in the area surrounding the buildings and parking lots.

*Responsibilities:*

- Budget for building and maintaining garden beds;
- Design each garden as an outdoor classroom;
- Prepare each garden for proper sustenance of plants as well as for changing sight lines;
- Provide areas for socializing;
- Acquire the most reliable plant materials;
- Install plants, hardscape, structures and other materials; and
- Maintain the gardens year 'round with tools stored in shed.

*Membership:* Chair recruits and trains "Dirty Knee Club" volunteers as needed.

*Chair:* Appointed by the president.

### **Membership Committee**

**Note:** In June 2008 the Board approved a Membership Committee without hospitality responsibilities, with hospitality efforts to be led by a separate Hospitality Committee; specific mission and responsibilities of the Hospitality Committee have not yet been published.

*Mission:* Promote membership recruitment, retention and satisfaction; provide certain member services at the Tallwood, Reston and Loudoun-Sterling locations. *Responsibilities:*

- Recruit members through marketing, publicity, placement of materials, booths at community and senior fairs, a speakers' bureau, encouraging members to promote OLLI to friends and acquaintances, and other appropriate means;

- Arrange for liaisons in each class to introduce instructors, make announcements, monitor attendance and solve problems or seek staff help for same;
- Arrange social events and provide refreshments at OLLI meetings and events such as the New Members Coffee, the annual Holiday Party, Town Meetings, etc.;
- Develop human interest articles for the OLLI E-News;
- Ensure that needs, concerns and suggestions of members are addressed through a variety of communication methods;
- Encourage more social activity among members by facilitating small interest group development, and extend programming to include social components;
- Organize volunteers to assist in the OLLI Tallwood office;
- Maintain volunteer aspects of social rooms or areas such as exhibits, bulletin boards and lending libraries;
- Provide member services at the Reston site, including recruitment, social activities, communication (such as a quarterly open meeting), and liaison with the chair of the Reston Resource Group;
- Provide member services at the Loudoun-Sterling site, to include continued development of the pilot project, recruitment, publicity, social activities, communication, program development in coordination with a Loudoun-Sterling Resource Group and the staff; and
- Report to the Board and make any needed recommendations on member services at Tallwood, Reston, and Loudoun-Sterling.

*Membership:* Through volunteer offers or appointed by the chair in sufficient numbers to cover all functions, including any subcommittees.

*Chair:* Appointed by president.

### **Planning Committee**

*Mission:* Provide both short range planning (up to three years) and strategic planning (three to five years) for OLLI.

*Responsibilities:*

- Prepare and monitor a Short Range Plan for OLLI, to be reviewed and updated annually; the first year of the plan is the operational plan and when approved by the Board, will be implemented by the executive director;
- Prepare and monitor a Strategic Plan for OLLI, to be reviewed and updated annually;
- Advise the OLLI Board and the president on matters relating to the operational plan and the Strategic Plan;
- Provide facilities planning, and start-up planning and support for any new OLLI sites; and Monitor and plan for the OLLI inclusion in the proposed University Based Retirement Community (UBRC) at George Mason University.

*Membership:* Six to ten members appointed by the chair.

*Chair:* Appointed by the president.

### **Program Committee**

*Mission:* Serve as a forum for communication and information exchange by chairs of OLLI Resource Groups.

*Responsibilities:*

- Plan and coordinate all term educational programs, special events, travel programs, and programming for all OLLI locations;

- Review OLLI Reston and OLLI Loudoun-Sterling to ensure program complementarily and inter-site support; and
- Support the work of class liaisons and serve as point of contact between the OLLI staff and individual Resource Groups.

*Membership:* Consists of the chairs of the individual Resource Groups. These Resource Groups, representing each of the academic discipline categories listed in the OLLI catalog, are made up of member volunteers who meet two or three times a year to share ideas for future courses. Members of these groups work to develop and implement courses each session. The chairs of these groups—along with the chairs of Reston and Loudoun-Sterling Resource Groups, Special Events and Travel—meet as the Program Committee to coordinate future programs. The executive director and the program assistant also attend Program Committee meetings. Meetings are held quarterly.

*Chair:* Selected by the president with input from the Program Review Committee. The chair of the Program Committee is automatically a member of the Program Review Committee.

### **Program Review Committee**

*Mission:* In concert with the executive director, oversee all aspects of the OLLI educational program; oversight extends to all present and future OLLI locations.

*Responsibilities:*

- Assure that OLLI program offerings meet basic/established quality standards;
- Conduct ongoing review and evaluation of the OLLI educational program, and make recommendations for program modification/improvement;
- Initiate research projects, analyses of data, pilot tests, and other such initiatives relating to the OLLI educational program;
- Review and approve of executive director's recommendations for the award of OLLI scholarships to George Mason Colleges, schools, institutes, etc.;
- Provide input to OLLI staff in planning the annual Teacher Appreciation event; and
- Make budget recommendations relating to the OLLI educational program.

*Membership:* Three to five members. The chair of the Program Committee is automatically a member of the PRC. The executive director and the program assistant also attend PRC meetings. Meetings are held as needed, bi-monthly at a minimum.

*Chair:* Both the chair and members of the PRC are appointed by the president. The chair of the PRC must be a past or current Board member.

### **Presidential Appointments:**

#### **OLLI Historian**

*Mission:* Update earlier OLLI histories; with the secretary and executive director, determine what OLLI records and materials should be retained.

#### **OLLI Representative to Arts at Mason Board**

*Mission:* This position was requested by the Mason College of Visual and Performing Arts, beginning in 2007, to provide representation and support from OLLI for this Mason program.

#### **University Liaison**

*Mission:* With the president and executive director, maintain good and effective working relationships between OLLI and George Mason University.

## **E. Other Board Policies**

Decisions and directions of the Board are implemented by the executive director and staff, the four officers, and several standing committees. Persons performing jobs in these capacities are either OLLI volunteers or employees. This section reflects policy decisions made by the Board that have continuing applicability and that are not reflected in other parts of this Board Handbook.

### **Ethical Standards**

#### **Conflict of Interest:**

1. All OLLI directors, committee chairs, and employees should be scrupulously careful to avoid any real or perceived conflicts between their actions in fulfilling their responsibilities and personal gain.
2. Any director, committee chair, or employee who deems an upcoming vote or decision to pose a real or perceived conflict of interest should disclose this information and abstain from making the decision, influencing the discussion or voting.
3. Directors or committee chairs who are uncertain as to whether an action represents a conflict of interest should request a decision on the issue from the OLLI Board. Employees who are uncertain as to whether an action represents a conflict of interest should request a decision on the issue from the executive director. The executive director, if uncertain, should request a decision from the Board.
4. The following situations, though not comprehensive, are offered as examples of activities to avoid:
  - Seeking monetary gain for self, family, or friends
  - Voting on projects that involve personal financial gain
  - Accepting personal gifts or favors of more than nominal monetary value

#### **Conflict of Interest – Instructors:**

1. Instructors or coordinators presenting OLLI courses or special events may not promote or sell products or services in which they have a financial interest except under the following conditions.
  - a. A person presenting an OLLI course or special event may:
    - Mention or describe products or services by generic categories that are relevant to the subject matter of the course or special event, even if the presenter has a financial interest in a product or service falling within the generic category.
    - Mention books, web sites or other widely available sources of information that are relevant to the subject matter of the course or special event, even if the presenter has a financial interest in the source of information, provided the presenter identifies his or her interest.
  - b. OLLI may arrange with a presenter of a course or special event to sell his or her book, music, song or other work that is the central focus of the course or special event at the close of or immediately following the course or special event and, in the case of books, to allow signing by the author. OLLI may procure copies of the item from an authorized sales outlet

and collect funds from the sale, provided it is established beforehand that OLLI will be reimbursed for any unsold copies.

2. Any questions of interpretation related specifically to instructors shall be referred to the chair of the Program Review Committee.

**Removal for Cause:**

1. The bylaws specify that officers and appointed directors may be removed from their positions for cause by a two-third majority of the Board. One or more of the following conditions may be used as justification for removal for cause:

- Failure to attend at least six regularly scheduled meetings in a 12-month period without adequate excuse (as determined by the Board).
- Violation of ethics policies, including the Conflict of Interest policy.
- Serious personal or professional misconduct including felony conviction.
- Failure to renew membership or non-payment of dues.

2. Removal for cause may be voted upon at any regular Board meeting or at a special meeting called for the purpose, at which a quorum shall be present. Reasonable notice of the time, place, and object of any such meeting shall be given in the manner prescribed in the bylaws, to the Board members, and to the director or officer against whom charges are to be presented. Such director or officer, shall, at the same time, be informed in writing of such charges, and at such meeting shall have an opportunity to be heard in person, by counsel, and by witness, in regard thereto.

3. The Board of Directors may entertain charges against any officer or director. The Board's decision is final and no further action is required for removal of an officer or a director who has been appointed to fill a vacancy. However, if the director was elected by the general membership, then the vote for removal must be approved by a majority of the general membership at a special membership meeting called for that purpose. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director and comply with the notification, quorum, and voting requirements of the bylaws. (Virginia Code, Title 13, Chapter 10, 13.1-860).

**Transparency:**

1. The Board of Directors endorses the principle of organizational transparency in matters relating to OLLI finance and governance. Transparency is operationally defined for OLLI as:

- Posting of the OLLI IRS Form 990, Annual Audit, and Annual Report on the OLLI website and periodically publicizing the location of this material.
- Making copies of the minutes of Board meetings, with non-confidential attachments, available by email to OLLI members who request them. These documents will also be posted or available in hard copy at all major OLLI locations. However, no material relating to personnel matters, executive sessions of the Board, Board meetings of a non-governance/non-decision-making nature (e.g., retreats), or other materials deemed to be of a confidential or sensitive nature shall be released.

2. The Agenda of upcoming Board meetings will be emailed to all OLLI members having email as soon as practicable after this material is distributed to Directors. Resolutions or other supporting documentation will be made available upon request to any interested OLLI member.

3. The Secretary of the Board will be responsible for overseeing this policy with the assistance of the Executive Director.

4. Except as provided for in law, OLLI reserves the right to amend, modify or rescind this policy at its discretion.

## **Finance**

### **Rainy Day Fund:**

\$50,000 of cash and/or near cash will be held in the Board-designated "Rainy Day" Fund or reserve to be used for Board determined contingencies. The term "contingencies" would include but not be limited to temporary funding of normal expenses during the year when cash revenues are determined by the treasurer not to be sufficient to meet current obligations and/or future needs, such as building, technology or other major capital acquisitions, major repairs, temporary relocation expenses due to unexpected damages to property and equipment or other events that affect the organization's mission, operations or programs. This designation should not be considered permanent, and the amount and purpose of the designated fund or reserve may be changed at any time by Board resolution.

### **Osher Accommodation Fund:**

\$50,000 from the Osher Endowment that is on deposit at the Mason Foundation has been placed in an interest bearing account. The interest earned is available for OLLI's normal expenses. The principal is to be separated on the accounts of OLLI in a fund to be called "The Osher Accommodation," and is not to be spent without separate authorization by the Board. This \$50,000 principal must be returned in full to the Osher Endowment account at the Mason Foundation by 2014.

### **Authorization for Expenditures:**

All OLLI expenditures within the approved budget will be authorized and supervised by the executive director, subject to overall guidance from the treasurer. Those who make expenditures on behalf of OLLI must have the prior approval of the executive director. In the case of expenditures falling under a standing committee, the chair of that standing committee will be consulted on the expenditure, if practicable. Expenditures must fall within established budget lines. Expenditures outside the scope of the current budget must be approved by the Board.

### **Program Expenditures:**

Each year, OLLI budgets funds to cover program-related costs, Classroom Expense, Printing, and Teacher Appreciation. Guidelines for the expenditure of these funds are established in collaboration with the Program Review Committee. In general, OLLI covers the cost of printing instructor handouts. Books and other consumables specified by the instructor will be purchased by OLLI and sold to students at cost. Instructors are expected to provide their own instructional materials. However, OLLI will entertain requests for the acquisition of materials (e.g., DVDs, videotapes, etc.) on a case-by-case basis. The executive director has the authority to approve such purchases. Material so acquired becomes the property of OLLI.

**Reimbursement of Meals and Entertainment Expenses:**

It is expected that there will be occasions when an OLLI representative will be expected to incur meals and entertainment expense on behalf of the Institute. Such occasions shall typically be instances when an OLLI representative is hosting or entertaining a Mason contact or other non-OLLI guest. The only individuals empowered to incur or authorize such expenses are the president and the executive director. If an individual other than the president or the executive director incurs such expense, pre-approval, if possible, must be obtained. All requests for reimbursement of meal and entertainment expense must be documented, approved by the president and reviewed by the treasurer before reimbursement.

**Budget Overruns:**

In general, all spending must be within the Board-approved operating budget. Excess spending beyond Board-approved budget line items is not authorized, except that a ten (10) percent margin for overruns is allowed with the prior approval of the executive director and, in the case of expenditures falling under a standing committee, of the chair of that standing committee. In addition, the Executive Committee may authorize additional spending in emergency situations, as provided in the bylaws. Where spending trends suggest that a program or activity is under funded, the treasurer will, in consultation with the president, secure Board approval if the additional spending is recommended.

**Absence of an Executive Director:**

In case there is no executive director on board, the Treasurer will assume the responsibility to act as required under the above provisions related to Authorization for Expenditures, Program Expenditures, and Budget Overruns.

**Authority to Sign Contracts:**

Contracts that financially obligate the Institute may not be executed unless the expenditure is provided in the approved budget or the Board has approved the particular contractual expense. Authority to sign such contracts with providers of goods or services and to obligate the Institute for the contract is vested in the executive director. The OLLI finance associate, with executive director prior approval, is, in the absence of the executive director, authorized to sign contracts and other documents for OLLI. Examples of such documents include: contracts relating to special events, payroll tax reports (e.g., VEC form, Form 941), foundation documents relating to grant and endowment accounting.

**Check Signatures:**

All checks will have two of the authorized signatures of the president, vice president, treasurer, secretary or executive director. In the case of payments to or on behalf of these authorized persons, the two signatures will be of authorized persons other than the payee or beneficiary.

**Travel Reimbursement:**

Members designated by the president to represent OLLI-GMU at events requiring Board-approved out-of-area travel will be eligible for travel expense reimbursement. Upon completion of travel, those members are authorized reimbursement, if they so desire, for lodging, registration fees, and actual travel costs or mileage (at the IRS charitable contributions reimbursement rate), but not for meals and incidental expenses.

**Pension Plans:**

OLLI employees may establish individual pension plan arrangements in accordance with Internal Revenue Code section 403(b) (7). As such, an employer plan has not been established and each employee is deemed responsible for maintaining and contributing to their plan in accordance with Internal Revenue Service regulations and other applicable statutes. OLLI withholds from employee wages by way of a salary reduction agreement the employee-determined contribution amount and forwards the funds to the employee-designated mutual fund company.

**Development:****1. Friends of OLLI.**

OLLI has established the Friends of OLLI, a fund-raising program to solicit contributions from members, other individuals, and businesses and organizations. The treasurer segregates all donations received in connection with “Friends of OLLI” fundraising to be used exclusively for capital expenditures, scholarships to Mason and donations to nonprofit organizations that provide benefits to OLLI. The treasurer is to take all appropriate steps to account for and report on the receipt and use of funds and the fund balance. These funds may not be used to pay for regular OLLI operating expenses unless the Board of Directors votes to transfer all or a portion of the fund balance to the general operating account. The Board of Directors may also vote to transfer all or a portion of the fund balance to the OLLI “rainy day fund.” This segregated account shall not include any funds received in connection with the Osher Foundation grants. Funds received from the Osher Foundation grants shall be segregated and accounted for in compliance with the grant conditions.

**2. Designated and Undesignated Contributions**

- a. While recognizing the right of any person to make designated contributions for purposes approved by the Board, OLLI will, in its publications and solicitations for contributions, encourage members and other persons not to attach designations or other restrictions to donations.
- b. OLLI will accept designated contributions, provided the purpose of the project has been approved by the Board as part of the annual budget approval process or otherwise (“approved projects”). If a contribution is received with a designation for a project not so approved, the matter will be brought to the Board for decision on whether it should be approved. If not approved, the contribution will be returned to the donor.
- c. If there is any ambiguity or other uncertainty regarding the intent of the donor in making a designated contribution, the donor will be asked to clarify his/her intent. The clarification will be sought by the OLLI executive director acting in consultation with the chair of the Development Committee and will be made a matter of record.
- d. Designated contributions for approved projects must be applied toward funding that project, subject to the following:
  - Contributions received during a fiscal year will be applied up to the amount of the approved project for that fiscal year.
  - If the total amount received in designated contributions for an approved project during a fiscal year exceeds the amount approved by the Board for that project, the excess will be applied to a subsequent fiscal year or years.
- e. Contributions made “in the memory of” any person will be considered as undesignated contributions.

## **Program**

### **Controversial Issues:**

The following statement serves as guidance to the Program Committee and Resource Groups:

#### **STATEMENT ON CONTROVERSIAL ISSUES**

A vital activity of a learning community is the critical examination of ideologies and institutions. It is essential that OLLI instructors have the right to express their views in a professionally responsible manner. This is consistent with basic rights and the climate of academic freedom that exists within George Mason University, the institution with which OLLI is affiliated. Toward this end OLLI supports the freedom of intellectual inquiry in the pursuit of ideas; and the freedom of speech and open exchange of ideas in all of its programs and course offerings.

Note: The above wording is adapted from:

- *The Judicial System for Student Conduct* (George Mason University, Office of Student Life, June 2004)
- *The George Mason University Faculty Handbook* (1994)

### **Over-Subscribed Courses:**

During the registration process, members registering for more than one course or event are asked to prioritize their desired courses and events. Courses will be filled on a priority basis. All registrants will be assigned randomized numbers. Using these numbers, registrant names will be sorted within each priority group. If the number of registrants exceeds the capacity of the course or event, assignments will be made in this order: 1) all who selected it as priority #1, 2) all those who selected it as priority #2, etc. At the point that all members of a priority group cannot be included in the course, registrants in that priority group will be assigned according to their randomized number.

### **Facilities**

1. Through Board-approved agreements or contracts, OLLI is housed or arranges for space in several locations.
2. OLLI's main site, including its office, is at Tallwood in Fairfax. The building (technically known as the Tallwood Annex) is made available to OLLI by GMU in accordance with the Affiliation Agreement dated September 28, 2007 and a Deed of Lease signed on October 8, 2007, which sets the rent at \$1.00 per year.
3. The Board has approved the following policy concerning use of Tallwood facilities. Any member of the OLLI Board of Directors, the chair of a standing or ad hoc committee or any member specifically designated by the president or the executive director may use the Tallwood facility for OLLI-sponsored activities outside of normal operating hours when the office is closed and the office staff is not on the premises, subject to space availability. Prior arrangement for access shall be made with the executive director. It is the responsibility of the designated individual to ensure the facility is locked up and left in an orderly state and that the keys and any other items are returned to the executive director in a timely manner. Such facility access normally shall be limited to the social room and annex and the restrooms. Requests for access to the offices

and classrooms must be sent in advance to the executive director for comment and then to the president for approval; in an emergency and in the absence of the president, the executive director or any officer of the Board may approve such access.

4. In addition, OLLI has concluded an agreement with Fairfax Swimming Pool, Inc., allowing OLLI members to utilize its next-door parking lot.

5. The Board approved the establishment of a Reston site in March 1998 within the existing framework of the Institute. Most classes are offered at the Washington Plaza Baptist Church at Lake Anne under a cooperative agreement with the Church. A site administrator sets up classrooms each day at the Church and provides other administrative support. Classes are also held in surrounding locations.

6. Some large classes and events are held in other off-campus locations as needed.

7. At the request of Mason, OLLI has established a trial program of classes in Loudoun County beginning with the spring term 2007. Classroom space and a small office space are provided by Mason at its facility in Sterling.

### **University Relations**

1. OLLI is an affiliate of George Mason University and this relationship is governed by the aforementioned and attached Affiliation Agreement. The Affiliation Agreement outlines the obligations of both parties.

2. Among the obligations undertaken by OLLI is the award of annual scholarship funds to the Mason Foundation. This obligation is not quantified and the amount is determined annually by the OLLI Board. The scholarships are named OLLI Kathryn Brooks Memorial Scholarship; OLLI Abe Spero Memorial Scholarship; OLLI Shirley Robock Fox Memorial Scholarship. The fourth scholarship is unnamed as current Mason Foundation policy only permits named scholarships in the amount of \$25,000 or greater.

3. The Board, in a resolution on August 18, 2006, expressed support for Mason's plan to develop a university based retirement community that will include a new home and headquarters for OLLI.

## **F. Administrative Decisions**

The executive director is responsible for the management of the Institute. In this capacity, he or she will develop personnel and administrative policies and procedures. The following are examples useful for Board members' reference.

### **Dues Refunds and Needs-based Financial Assistance**

1. Members may obtain a full refund of their annual dues if they apply in writing to the executive director before the beginning of the third week of classes of the first term of the year of enrollment or re-enrollment.
2. Refunds of annual membership dues requested in the event of death or serious illness of a member will be decided on a case-by-case basis by the executive director.
3. All existing members who continue to renew their membership when it is due to expire will not be denied membership because of any membership limit that may then be in effect.
4. Needs-based Financial Assistance.
  - a. Applicants for membership for whom the total cost of annual membership would be an undue economic burden may ask for a reduction in their dues by submitting the Financial Assistance Application and briefly outlining the economic situation that precludes full payment of dues. If the decision is to grant the request, the executive director may authorize a reduction in dues.
  - b. Correspondence and all other information relating to a requesting member will be treated as confidential to protect the member's privacy. General membership rosters will not reflect which members, if any, have had dues reduced.
  - c. Members who have been granted a dues decrease should reapply at the end of the annual period if they wish to continue to receive a dues decrease.
  - d. The executive director will report to the Board once a year on the number of members who have been granted needs-based scholarships and the total dollars of dues reduction for that year.

### **Closings and Cancellations**

1. OLLI will be closed when local public schools are closed due to inclement weather or extraordinary circumstances, or as authorized by the executive director. Fairfax/Tallwood and Reston/Lake Anne locations will follow Fairfax County public schools. The Loudoun/Sterling location will follow Loudoun County public schools. Make-up classes will be scheduled for the week following the term, subject to instructor availability. OLLI opens on schedule when county public schools have delayed openings.
2. OLLI bus trips will be canceled because of inclement weather or other last-minute disabilities only in those cases where the tour company or the bus company concerned cancels the event or trip. In this case only, refunds will be made to participants. No refunds will be made to any member who has registered for a special event and then cancels. Refunds will be sent only to those who had requested registration but could not be accommodated because of space limitations.

## **Guests in Classes**

1. Persons considering membership in OLLI may visit one or more classes during any consecutive two weeks of a term provided the course(s) is not oversubscribed. Those interested in doing so should ascertain from the Office which classes are not oversubscribed. A person may not continue to attend classes after the trial two-week period without becoming an OLLI member.
2. Special events are normally open only to members, but members may bring guests if space and other considerations permit.
3. Instructors who are not OLLI members and were not for the previous term may attend a maximum of two courses during each semester they teach, on a space-available basis, with members who register having priority.
4. Speakers and instructors at OLLI may mention their speech or course in their own organizations' publications but may not invite their organizations' members to attend.
5. Guests from other lifelong learning institutes who wish to participate in OLLI classes:
  - a. Should give advance notification to the OLLI office.
  - b. May be admitted to classes and special events that are not oversubscribed.
6. The OLLI office will post the names and addresses of other participating lifelong learning institutes so that our members may plan to visit them if they wish. These rules for guests will be posted in a prominent place.
7. The Executive Director or a designated person may invite Mason faculty to attend any or all sessions of a specific OLLI course or special event related to their professional discipline(s) through contacts with their department chairs, at the recommendation of an OLLI resource chair following a determination that space is available.

## **Bereavement Notices**

When advised in a timely manner by the family or a friend of the family that a member, the spouse of a member, a past member of a staff member has passed away, the executive director will distribute a membership-wide email in a standard format announcing the death and providing details of the bereavement services. The same procedure is to be followed when a published obituary is brought to the executive director's attention in a timely manner. When notice is not received in a timely manner, reporting of the passing should be made in an "in memoriam" section of the OLLI E-News.

## **Indemnification and Insurance Coverage**

All OLLI officers, directors, staff and volunteers working within the scope of their assignments (e.g., Finance Committee members) are covered under OLLI's Directors and Officers policy for any wrongful acts committed during their tenure. Specifics of the coverage will be provided by the executive director on request.

## **Hiring Practices**

OLLI is an equal opportunity affirmative action employer. Women and minority candidates are particularly encouraged to apply. The Institute does not consider the following eligible for employment: Immediate family, including partners, of current employees and Directors; current OLLI members. However, an individual not currently an active member of OLLI can be considered for employment. An employee may not become a member of OLLI as long as they are actively employed as a full-time or part-time staff member.

### **Employee Expense Reimbursement**

The following staff expenses will be considered reimbursable when submitted with required documentation and approved by the executive director:

- Mileage for use of personal vehicle for OLLI business; reimbursable at existing rate used by Mason. Documentation required is a log detailing individual trips and mileage related to each trip.
- Purchases of supplies (incidental office supplies, social room supplies, postage) made using personal credit card or paid in cash. Request for reimbursement must be accompanied by receipt. As a general rule, all such supplies should be pre-ordered and paid for with the OLLI credit/debit card whenever practicable.
- Meal expenses with prior approval by the president or executive director.
- Overnight travel expenses (mileage/airfare, meals, lodging, conference fees). Such expenses require authorization by the president and endorsement by the executive director. Request for authorization must be accompanied by a justification for the expense and a statement of the benefit to OLLI. It should be recognized that granting such requests is a rare occurrence.

### **Permanent Records**

In addition to hardcopy records, OLLI Board meeting minutes, committee reports, financial data, executive director's reports, and other information normally presented to the Board shall be stored in electronic form on the OLLI server for ongoing reference and archival purposes. (Executive Session minutes, and personnel issue information, and other material of a sensitive nature shall be retained by the Secretary in "Board Only" files.)

## **G. Legal Documentation**

### **Incorporation and Designations**

Note: URL for VA Legislative Information Service (LIS): <http://legl.state.va.us/lis.htm> In the Search Box on the LIS Home Page, enter: Chapter 10 – Virginia Nonstock Corporation Act, to access the current version of Chapter 10.

1. Incorporated: Incorporated in Virginia February 13, 1991 (Non-Stock Corporation) Corporate ID 0371173-6. Controlling Statute: Code of Virginia Title 13.1 Corporations; Chapter 10: Virginia Non-stock Corporation Act

EIN: 54-1583254 (VA Code Reference: 13.1-819: Articles of Incorporation) (VA Code Reference: 13.1-820: Issuance of certificate of incorporation)

2. Name: Originally incorporated as: The Learning In Retirement Institute at George Mason University (Corporate name change filed/recorded)  
Articles of Incorporation amended in July 16, 2004 to effect name change to the Osher Lifelong Learning Institute at George Mason University. Amendment Certified August 16, 2004.  
(VA Code Reference: 13.1-829: Corporate Name)

3. Registered Agent: National Registered Agents, 526 King Street, Suite 423, Alexandria, VA 22314

(VA Code Reference: 13.1-833: Registered Agent)

(VA Code Reference: 13.1-834: Change of registered office or agent)

(VA Code Reference: 13.1-835: Resignation of registered agent)

Note: The Registered Agent can be either an officer or director OR a member of the Virginia Bar. Every time the Registered Agent is changed, a statement must be filed with the VA Corporation Commission. In 2006, OLLI changed its Registered Agent from its current president to a firm – National Registered Agents, Inc.; 11600 College Boulevard, Suite 210; Overland Park, KS 66210; (800) 550-6724. The fee for this service is \$120/year (billed annually).

4. IRS Letter of Determination: Received: November 21, 1991 Controlling Statute: Section 501(a); 501(c)(3) of the of the Internal Revenue Code (Rev. October 2004)

Purpose: Education OLLI elected 501(h) status by filing IRS Form 5768 on September 11, 2000

5. NTEE Designation: The OLLI NTEE (National Taxonomy of Exempt Entities) Number: V36 – Gerontology.

### **Order of Precedence**

1. State Corporate Law

2. Articles of Incorporation: Changes require special filing with State Corporation Commission. Minimal requirements. VA Code Reference: 13.1-844: Authority to amend the articles of incorporation VA Code Reference: 13.1-886: Amendment of articles of incorporation by

directors and members VA Code Reference: 13.1-888: Articles of amendment VA Code Reference: 13.1-889: Restated articles of incorporation VA Code Reference: 13.1-891: Effect of amendment of articles of incorporation

3. Bylaws: More easily revised and amended than Articles of Incorporation; do not have to be filed with the state. Should deal with more specific issues regarding corporate structure and governance. The OLLI bylaws were comprehensively reviewed and revised in 2006. The current version of the bylaws was formally adopted at a Special Membership Meeting on November 14, 2006.

VA Code Reference: 13.1-823: Bylaws. “The bylaws of a corporation may contain any provisions for the regulation and management of the business of the corporation that is not inconsistent with the law or the articles of incorporation. VA Code Reference: 13.1-892: Amendment of bylaws by a board of directors or members: “A corporation’s board of directors may amend or repeal the corporation’s bylaws except to the extent that (1) the articles of incorporation or this chapter (of the VA Code) reserves this power exclusively to the members; or (2) the members in adopting or amending particular bylaws provide expressly that the board of directors may not amend or repeal that bylaw.

4. Board Resolutions: Bylaws state general governance policies. Board Resolutions usually refer to specific (official) actions (including interpreting or implementing a provision of the bylaws).

5. Policies: Address issues that are less directly related to how the organization is governed. It is suggested that policies governing investment, travel and reimbursement be maintained in a separate policy document. If a policy is deemed important enough by the Board that it requires formal approval, it is often approved by resolution. The development of some policies can be delegated by the Board to the Executive Director and can be implemented without Board approval.

6. Board Handbook: Provides procedural guidance to the OLLI Board and staff, in part based on policies adopted by the OLLI Board. The Handbook also contains functional descriptions of staff positions, as well as responsibilities and scope of authority of OLLI standing and ad hoc committees.

7. External Parliamentary Authority (e.g., Robert’s Rules of Order, Newly Revised): is utilized only when a conflict arises at a meeting of the Board or membership that is not addressed in the bylaws or the Board policies.

**Attachments:** (not included herein but accessible online)

Note: These documents are not attached to this printed version of the Board Handbook but they are accessible online at <http://www.lli.gmu.edu/boardhandbook.htm> (scroll to the bottom of the Contents and click on Attachments), where each attachment may be viewed and, if desired, printed as a pdf document.

1. Articles of Incorporation of LRI at GMU

2. Letter of Determination from IRS on Institute’s 501(c)(3) status

3. IRS Form 5768 electing 501(h) status

4. Articles of Amendment to Articles of Incorporation (LRI to OLLI)
5. OLLI Bylaws
6. Affiliation Agreement Between OLLI and Mason
7. Three Year Operating Guidelines
8. Procedures and Guidelines for the Nominating Committee