

Amended and Restated Bylaws
Institute for Learning in Retirement of Greater New Haven, Inc.

Effective September 19, 2022

I. **Name:** The name of the Corporation is: Institute for Learning in Retirement of Greater New Haven, Inc. (hereby known as "ILR New Haven"). For purposes of these bylaws, the Corporation may be referred to herein as the "Institute." The nature of the activities to be conducted or the purposes of the Corporation are to engage in any lawful act or activity permitted under the Connecticut Revised Nonstock Corporation Act, including any amendments thereto or the corresponding provisions of the nonstock corporation laws of the State of Connecticut in force from time to time (the "**Act**"), which is charitable, religious, educational and/or scientific in nature, entitling the Corporation to exemption from taxation under § 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended and in force from time to time (the "**Code**"), including, more particularly, those purposes set forth in the Corporation's Certificate of Incorporation (the "**Certificate**").

II. **Amendment and Restatement:** These Amended and Restated Bylaws amend, restate and supersede in their entirety those certain bylaws of the corporation adopted December 13, 2017. Any future amendment to these bylaws shall be made in accordance with Section XXI hereof.

III. **Membership:** The Corporation shall have one class of members, with voting rights as members. Membership shall be open to adults who pay annual dues, as such dues are established by the Board of Directors from time to time. Membership shall commence upon payment of dues and be renewable twelve months hence. A failure to make timely payment of membership dues may result in forfeiture of membership.

IV. **Mission Statement:** The purpose of the Institute is to provide a non-profit, community-based organization for adults who share a love of learning and are committed to lifetime learning, and to offer unique educational opportunities, which emphasize collaborative leadership and active membership participation. In the company of like-minded peers, members will have the opportunity to enjoy academic pursuits without concern for credits, grades and prerequisites, as well as social gatherings and cultural experiences.

V. **Affiliations:** The Institute is affiliated with the Road Scholar Institute Network.

VI. **The Board of Directors:**

All corporate powers shall be exercised by or under the authority of, and the activities, property, and affairs of the Corporation shall be managed by or under the direction of, the Board of Directors (the "**Board**"). All authority of the directors is vested in the Board as a whole, and no individual director has any authority to act for or bind the Corporation except by action within the confines of the Board (or committee of the Board, to the extent applicable) or to the extent expressly authorized by resolution of the Board to act as a representative of the Corporation. The Board of Directors shall oversee the governance, business, activities, and affairs of the Corporation as provided by these bylaws and the Certificate. The Directors shall be responsible for carrying out the objectives of the Corporation as set forth in these bylaws, for planning the Corporation's future growth, for determining administrative policies and for supervising the performance of any committees.

Except for those directorships prescribed by the bylaws by virtue of office or title, the directors shall be elected by majority vote of the members of the Corporation. The Board shall consist of (1) the elected Officers (as further described below), (2) the immediate past president of the Corporation as a voting ex-officio member through the duration of the term period served by the current President, (3) the Registrar, and (4) no fewer than 10 and no more than 14 members from the general membership. Each director will serve a two-year term, with the term of half of the prescribed directors expiring each year, except for the Registrar who shall serve a one year term and is not subject to term limits. The election for the replacements for the directors whose terms have expired shall be held annually in the Spring. In the event that a director whose term has not expired has left the Board for any reason, a replacement shall be appointed by the President with the assistance of the Nominating Committee to complete the balance of the term. At the end of the term, a replacement shall be elected in the Spring and is eligible to serve for three consecutive two year terms. No director shall serve for more than three consecutive two-year terms. This requirement on term limits will not disqualify any member of the Board of Directors from being elected as an Officer and so serving as a director as a result of such office. No director shall be removed from the Board, or have his or her term shortened, because of a reduction in the prescribed number of directorships.

Anything in these bylaws to the contrary notwithstanding, a director may be removed as a director at any time with or without cause by the affirmative vote of a majority of directors present at a meeting, at which there is a quorum, and for which Notice provides that the purpose or a purpose of the meeting is removal of the director. Directors also may be removed by judicial proceedings to the extent provided by the Act. Notice to a director of a meeting of the Board shall indicate the date, time, and place of a meeting of the Board and include any other information related to such meeting.

VII. Meetings of the Board of Directors: The Board of Directors shall meet at least four times a year as well as for special or urgent matters, as needed. The Board of Directors may conduct meetings in person, remotely or by both methods simultaneously as long as all directors participating in the meeting may simultaneously hear one another during the meeting. A director participating in a meeting remotely or in-person is deemed to be present in person at the meeting. Written notice of all meetings of the Board shall be given to Board members at least six days prior to the meeting except for urgent matters. The presence of a majority of the directors shall constitute a quorum. Each individual serving as director has one vote on the Board (including, for clarity, in the instance where multiple individuals are serving as a director by virtue of holding the same office). A voice vote, or vote by show of hand, paper ballot, by signed and dated electronic ballot, or electronic voting on videoconferencing platform shall be permitted with respect to any action of the Board of Directors.

VIII. Transaction of Business by Board Without Meeting:

Any action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by unanimous consent. Once an action by written consent is signed by all of the directors, the written consent resolution shall have the same effect as a unanimous vote of the Board at a meeting duly held. The action shall be evidenced by one or more written consents describing the action taken, signed/dated and submitted by each Director, and included with the minutes or filed with the records of the Corporation. Action taken by written consent is effective when the last director signs/submits the consent, unless the content specifies a different effective date.

IX. Officers:

The general membership shall elect the Officers of the Corporation, which shall include: President, Executive Vice-President, Vice-President(s) for Curriculum, Secretary, and Treasurer. All Officers shall be voting members of the Board of Directors. The Board of Directors may also, from time to time as they deem expedient, appoint Assistant Officers to assist the Officers in the performance of their roles and duties. Assistant Officers are not Directors of the Corporation. Nothing in these bylaws shall preclude the sharing of an office by two persons when deemed by the Board to be necessary. The terms of Officers, except the President and Executive Vice President, shall be a 1-year term from election at the annual spring meeting and will serve until their successors have been elected. The terms of the President and Executive Vice President shall be two years from the time of their election. The President and Executive Vice-President shall serve no more than two consecutive terms in any one office.

In the event that an Officer whose term has not expired has left the Board for any reason, a replacement shall be appointed by the President with the assistance of the Nominating Committee to complete the balance of the term. At the end of the term, a replacement shall be elected in the Spring.

X. Roles of Elected Officers:

1. The President. The President shall be the chief executive and administrative officer of the Corporation. He or she shall preside at all the meetings of the Board of Directors. The President shall be subject to and act in accordance with the By-Laws of the organization.

2. The Executive Vice President. In the absence or disability of the President, the Executive Vice-President shall perform the duties and exercise the powers of the President.

3. The Vice President(s) for Curriculum. The Officers shall plan, organize, administer, and evaluate curriculum, instructional programs, and learning resources for the organization.

4. The Secretary. The Secretary shall keep the Minutes of the meetings of the Board of Directors, and shall authenticate records of the Corporation, unless any of such duties are delegated to another Officer by the Board of Directors. The Secretary shall give notice of meetings as required in these By-Laws. The Secretary shall have custody of all books, records, and papers of the Corporation, except those in the custody of any other person authorized to have custody and possession of the books, records, and papers by a resolution of the Board of Directors. Custody may be digital or hard copy.

5. The Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep the fiscal accounts of the Corporation.

XI. Committees:

The Board may create such *ad hoc* or standing committees as it, in its discretion, deems necessary or proper for the prudent governance of the Corporation. Any committee shall have only those powers and responsibilities conferred upon it by the resolution creating the committee. In no event shall any committee have the power to approve any matters, or any powers which, under the Act, may not be conferred upon a committee of the board of directors of a Connecticut nonstock corporation.

Standing Committees:

Each standing committee shall include at least one Board member.

- A. The Curriculum committee shall assist the Vice Presidents of Curriculum to identify and secure a diverse offering of courses, evaluate such offerings and help with communications.
- B. The Communications Committee shall insure the visibility of the organization to the membership and the public in multiple formats.
- C. The Nominating Committee shall identify, recruit, screen and interview candidates for openings within Board of Directors including Officers. The committee selects the top candidates and recommends them to the Board as official nominees.
- D. The Social Committee shall make arrangements for and coordinate social activities approved by the Board including annual and year end meetings of general membership.
- E. The Finance Committee, in collaboration with the Treasurer, shall review the Institute's financial documents, prepare, and propose the annual budget to the membership.
- F. The Membership Committee shall maintain records of membership for current, recent, past and potential members. These records may be held electronically or in hard copy.
- G. The Technology Committee shall provide leadership, planning, and coordination for the Corporation's technology needs including computing, telecommunications, security, and technology in general.
- H. The Volunteer Committee shall recruit volunteers as requested to assist other committees in their work, arrange trainings as needed, as well as acknowledge volunteer efforts.
- I. The Strategic Planning Committee shall assist the Board with its responsibilities for the organization's mission, vision and strategic direction.

XII. Committee Chairpersons: Committee Chairpersons shall have the power to appoint sub-committees, recruit members to their committees, and assign tasks as needed to carry out the work of the committee. Committee Chairpersons may, or may not be members of the Board.

XIII. Administrative Personnel: The Registrar is a voting member of the Board of Directors. The position will be appointed by the President with the assistance of the Nominating Committee for a one year term. Re-election will be held by the Board of Directors annually in the Spring. The Registrar and appointed administrative positions shall support the operations of the organization and report directly to the Board of Directors.

XIV. General Membership Meetings: General membership meetings shall be held at least twice a year with elections held in the Spring and budget approval at year end. Any meeting of the membership may be held in person, by means of remote participation only, or a combination thereof. Notice of a meeting will be provided to members entitled to vote of the date and time of each annual, regular and special meetings of the members, and if the meeting is to be held at a place, the place of the meeting, no fewer than ten nor more than sixty days before the meeting date.

Participation by means of remote communication shall be subject to such guidelines and procedures as the board of directors adopts from time to time, and shall in all instances conform with the requirements of the Act. Remote participants are deemed to be present and may vote at the meeting if the Corporation (1) verifies that each participant is a member and (2) provides a reasonable opportunity to them to participate in the meeting and vote on submitted matters, including an opportunity to communicate and read or hear the proceedings substantially concurrent with the proceedings.

After setting a meeting date, the Corporation will prepare an alphabetical list of all members entitled to vote at the meeting, which shall be available for inspection by members as required by the Act. The meeting notice will provide information on how to access the list. The list will be made available for inspection beginning two business days after notice of the meeting is given and continuing through the meeting. For remote-only meetings, the list will be available for inspection on the electronic network during the meeting.

The participation of fifty members shall constitute a quorum for meetings of the membership. Each member entitled to vote shall have one vote. Votes may be cast by voice vote or show of hands if the method of meeting allows votes to be reasonably conveyed in such manner, and in writing or by signed and dated electronic ballot or by electronic voting on videoconferencing platform.

XV. Transaction of Business by Membership Without Meeting:

For matters requiring, or otherwise submitted for, a membership vote, action may be taken without a meeting pursuant to the terms of the Act and these bylaws. The Corporation will deliver a notice, ten days in advance, with a written or electronic ballot to all members entitled to vote on the matter, setting forth the proposed action and allowing members to vote on each proposal or director candidate, as applicable. For matters other than director elections, votes are valid only if the number of votes cast equal the number necessary to achieve quorum at a comparable meeting and the majority of votes cast approve the action.

Solicitation of votes by ballot will (1) indicate the quorum requirements, (2) state the percentage of approval necessary to approve each matter other than director elections, and (3) specify the ballot receipt deadline.

The record date for determining which members are entitled to vote on any action is the date (1) the first member signs consent or (2) the Corporation delivers the required notice.

XVI. Rules of Order: *Roberts' Rules of Order*, the most recent edition shall serve as a guide during all meetings.

XVII. Institute Bank Accounts: The signatures of one or more Officers, as determined by the financial institution, shall be required for withdrawal, transfer, opening or closing of the Institute's bank accounts.

XVIII. Fiscal Year: The fiscal year shall run from January 1 to December 31.

XIX. Membership Year: The year for each member shall commence when she/he enrolls as a member and continues until the anniversary of the date of her/his enrollment.

XX. Limitations: No part of the net earnings or assets of the Corporation shall be used for the benefit of, or be distributed to its Officers, Directors, or members, except as reimbursement incurred

in the operation of the Institute. The Board shall have the power to give gifts in recognition of service to the Institute. Upon dissolution, its assets shall be distributed as set forth in the Articles of Incorporation.

XXI. Miscellaneous.

Voting:

Reference herein to “**signed**” or “**sign**” shall be deemed to include wet ink signature or an electronic signature, including without limitation the transmission of signature by PDF file, electronic ballot, facsimile or other digital means that identifies the signer. “**Notice,**” as used throughout these bylaws, shall include oral or written notice, including notice by e-mail.

Contracts and Other Documents:

Except as otherwise provided in the articles or in these bylaws, the board of directors by resolution may authorize any officer, officers, agent, or agents to enter into any contract or to execute any instrument in the name of and on behalf of the corporation. This authority may be general or it may be confined to one or more specific matters. No officer, agent, employee, or other person purporting to act on behalf of the corporation shall have any power or authority to bind the corporation in any way, to pledge the corporation’s credit, or to render the corporation liable for any purpose or in any amount, unless that person was acting with authority duly granted by the board of directors as provided in these bylaws, or unless an unauthorized act was later ratified by the corporation.

Gifts:

The Board may accept on behalf of the Corporation any donation, gift, bequest, contribution or other devise (whether monetary or non-monetary); provided, however, the Board may also decline to accept any such contribution, including a contribution that the Board reasonably determines would negatively affect the mission or reputation of the Corporation or could reasonably result in the revocation or otherwise negatively affect the exempt status of the Corporation under § 501(c)(3) of the Code. Any contribution accepted by the Corporation may be designated for the general purpose or for any special purpose of the Corporation, subject to any donor-imposed restrictions at the time of contribution.

Conflict of Interest Policy:

The corporation shall adopt and at all times maintain a conflict of interest policy. The conflict of interest policy shall articulate the Corporation’s policies concerning high ethical practices in the conduct of all of its affairs. The conflict of interest policy shall be adopted, maintained, and revised from time to time by the Board of Directors, and a copy of the conflict of interest policy shall be kept in the permanent record of the Corporation.

XXII. Amendments to the By-Laws:

Amendments to these bylaws require initial approval by the Board of Directors at a meeting or by unanimous consent if voting is held without a meeting. Any vote to amend the bylaws will require a circulation of proposals to the Board of Directors at least two weeks prior to voting. Except as otherwise specified, new bylaws may be adopted and existing bylaws may be amended or repealed by the affirmative vote of two thirds of the Directors voting on such action (subject to a quorum being properly achieved for such meeting or vote).

Amendments to these bylaws shall initially be approved by the Board, and then shall be recommended to the membership for consideration. Once approved by the Board of Directors, the general membership will vote on amendments to bylaws at a meeting held in-person, remotely, or

by action taken without a meeting. Written notice of the new bylaws, or of the amendment or repeal, will be sent to the membership reasonably promptly following the effective date thereof. Any vote to amend the bylaws will require a circulation of proposals to the membership at least two weeks prior to voting.

Except as otherwise specified, new bylaws may be adopted and existing bylaws may be amended or repealed by the affirmative vote of two thirds of the members voting on such action (subject to a quorum being properly achieved for such meeting or vote).

No change shall be made to these bylaws which will revoke or otherwise negatively affect the exempt status of the Corporation under § 501(c)(3) of the Code. Whenever a bylaw is amended or repealed, or a new Bylaw is adopted, the action and the date on which it was taken shall be noted on the original bylaws in the appropriate place, or a new set of bylaws shall be prepared incorporating the changes.

XXIII. Amendments to the Certificate of Incorporation:

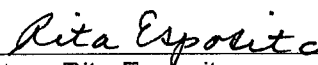
Amendments to the Certificate of Incorporation require initial approval by the Board of Directors at a meeting or by unanimous consent if voting is held without a meeting. Any vote to amend the Certificate will require a circulation of proposals to the Board of Directors at least two weeks prior to voting. Except as otherwise specified, the existing Certificate may be amended by the affirmative vote of two thirds of the Directors voting on such action (subject to a quorum being properly achieved for such meeting or vote).

Amendments to the Certificate of Incorporation shall initially be approved by the Board, and then shall be recommended to the membership for consideration. Once approved by the Board of Directors, the general membership will vote on amendments to the Certificate at a meeting held in-person, remotely, or by action taken without a meeting. Written notice of the amendment to the existing Certificate will be sent to the membership reasonably promptly following the effective date thereof. Any vote to amend the Certificate will require a circulation of proposals to the membership at least two weeks prior to voting.

Except as otherwise specified, the existing Certificate may be amended by the affirmative vote of two thirds of the members voting on such action (subject to a quorum being properly achieved for such meeting or vote).

XXIV. Inconsistencies with the Certificate: In the event of any inconsistency between the Certificate and these bylaws, the terms of the Certificate shall prevail.

Certified by the Secretary of the Corporation as the bylaws adopted by consent of the Corporation's Board of Directors and the membership effective as of September 19, 2022.


Name: Rita Esposito
Title: Secretary