

Bylaws
Revised 2025

Article I: NAME

The name of the organization shall be the Washington College Academy of Lifelong Learning ("WC-ALL"). It shall be operated and conducted as a not-for-profit affiliate of Washington College.

Article II: AIMS AND OBJECTIVES

In keeping with the aims and objectives of Washington College, WC-ALL seeks:

- A. To provide an environment for intellectual cooperation between Washington College and the region.
- B. To enable members to learn and to share their knowledge in a non-traditional setting.
- C. To enhance the knowledge and experience of its members, the college and the larger community.
- D. To encourage those of varying ages to interact as they share ideas and perspectives.
- E. To provide opportunities to exercise imagination, openness and flexibility of mind.
- F. To value the cultivated mind as a lifelong goal.
- G. To support the educational program of Washington College through activities such as the awarding of scholarships.

Article III: MEMBERSHIP

- A. Membership is open to all those who espouse the aims and objectives of WC-ALL.
- B. Members accept and agree to be governed by WC-ALL's bylaws.
- C. Membership is contingent on the payment of dues, as determined by the WC-ALL Council, within the current academic year and subsequent summer months.

D. Members are invited to participate and assist with the administration and programs of WC-ALL.

ARTICLE IV: GOVERNANCE

A. WC-ALL Council

1. There shall be a Council which shall govern the affairs of WC-ALL. The Council shall consist of not fewer than six members, including a Chair, Vice-Chair, Treasurer and Assistant Treasurer, with the number of members as shall be established by the Council from time to time.

2. The Academy's fiscal year shall be concurrent with that of Washington College. During the last quarter of each fiscal year, an annual general meeting shall be convened. A written notice to all members in good standing shall be sent out at least four weeks in advance of the date of the annual meeting. At that meeting, members shall elect from the general membership such number of Council members as are necessary to complete the membership of the Council during the next fiscal year.

3. Each year at least three months prior to the annual meeting the Council Chair shall appoint a Nominating Committee to propose candidates for Council members whose terms will expire at the end of the current fiscal year. The Committee shall consist of five: the Council Chair, two current Council members and two members at large. General members and Council members may propose names from WC-ALL members to the Committee.. The Committee shall consider potential candidates, obtain a consent from each nominee and present a slate of candidates at the Annual Meeting. Election shall be by a majority of general members present and voting at the Annual Meeting.

4. Council members shall generally be elected to serve for three year terms. However, in the interests of providing for the stability and continuity in the governance of WC-ALL by the creation of more equal staggered terms, the Council may, from time to time, provide for the election of Council members to serve terms of one or two years. Council members may be re-elected by the general membership to serve additional terms but no member shall be elected to serve more than two consecutive three year terms, after which members shall be ineligible for re-election for one year. Members of the Council shall serve for their designated terms or until their successors are elected. Unexpired terms may be filled from among WC-ALL members in good standing by a majority vote of the Council members until the next annual meeting of the general membership when it will elect a person to the remainder of the term.

5. In addition to the elected members of the Council provided for herein:

a. the Council shall also include one representative from Washington College. This representative shall be appointed by the College and shall serve as a full-fledged, voting member of the Council.

b. the Council from time to time may also include one or more ex officio members. Ex officio members may be appointed by the Council on an annual basis as deemed appropriate. They shall be expected to attend meetings and shall enjoy the same rights and privileges accorded elected members, including the right to vote.

6. The Council shall meet at least quarterly each fiscal year. A majority of Council members in office shall constitute a quorum and the vote of a majority of members present at any meeting at which a quorum is present shall be the act of the Council. If a quorum is not present at any meeting, the members present may adjourn the meeting from time to time until a quorum is present. In the event of a conflict of interest with respect to any subject matter coming before the Council, a Council member may not participate in the discussion or the vote.

7. The Council may call a special meeting of the WC-ALL general membership upon such notice as is required for the annual general meeting.

B. Officers

1. In June of each year, subsequent to the annual meeting, the Council shall elect from among its members a Chair, Vice-Chair, Treasurer and Assistant Treasurer to serve for the next fiscal year.

2. The term of each officer of the Council shall be for one year. No office shall be held by the same member for more than three consecutive years.

C. Duties of Officers

1. Chair: The chair shall execute such administrative responsibilities as necessary to effectively manage WC-ALL, preside at all meetings, authorize expenditures, designate committees and be responsible for an agenda for each Council meeting. The chair shall attend Council meetings for one year following the expiration of his or her term of office, but shall have no vote by virtue of such attendance.

2. Vice-Chair: In the chair's absence, or inability, the vice-chair shall assume the duties of the chair and assume the position of chair if a vacancy should occur.

3. Treasurer: The treasurer shall prepare and maintain such financial reports as may be requested by the Chair and/or Council, all in conjunction with the financial officers of Washington College and its applicable accounting and financial practices.

4. Assistant Treasurer: The assistant treasurer shall become familiar with the functions of the treasurer and perform such functions as the treasurer may direct.

D. Administrative Positions:

1. The Council shall hire an Administrator and may establish other paid administrative positions, to serve at the pleasure of the Council.
2. The Administrator shall attend meetings of the Council, prepare minutes of the meetings and make such reports to the Council as requested by the Chair, but shall have no vote by virtue of such attendance. The Administrator shall maintain such office hours, perform such administrative functions and receive such compensation as the Council shall from time to time establish.

E. Committees

1. The Council Chair may designate committees, with such mandates, composition and duration as the members of the Council shall deem in the interests of WC-ALL.
2. The Council Chair, with the advice of the Council, shall appoint committee chairs. The committee chairs, with the advice of the Council Chair, will then select their own committee members from WC-ALL members. The Chair of the Council shall be an ex officio member of all WC-ALL Committees.
3. WC-ALL Committees may include:
 - a. Finance- to recommend budget and oversee expenses.
 - b. Curriculum - to plan the academic program and arrange for course leadership.
 - c. Publicity/membership - to provide information to the larger community, to act as liaison to related institutes for learning and to generate interest in membership.
 - d. Special Events - to plan member activities other than courses.

ARTICLE V: BY-LAWS

Except as may be provided herein, these By-Laws may be altered, amended or repealed or new By-Laws may be adopted either (1) by vote of a majority of WC-ALL members present and voting at a general or special meeting of the membership or (2) by vote of two thirds of the entire Council at any general or special meeting of the Council, provided that such alterations, amendments or repeal are acceptable to Washington College.

ARTICLE VI: DISSOLUTION

In the event of dissolution of the WC-ALL, all remaining assets, after payment or making provision for payment of all the liabilities of WC-ALL, shall become the property of Washington College.