

**BYLAWS
OF
LIFETIME LEARNERS INSTITUTE, INC.**

ARTICLE I - THE INSTITUTE

Section 1. Name. This Institute, incorporated in the State of Connecticut, shall be known as the Lifetime Learners Institute, Inc. (hereinafter referred to as the "Institute").

Section 2. Principal office. The principal office of the Institute shall be located in Fairfield County, Connecticut.

Section 3. Purpose. The purpose of the Institute shall be to offer non-credit, educational programs to meet the learning needs of local area residents aged 50 or older, with the cooperative sponsorship of the Norwalk Community College (hereinafter referred to as the "College").

Section 4. Stocks and profits. The Institute has no capital stock and a division of its assets or profits is not one of its objectives.

Section 5. Dissolution. In the event of dissolution, all of the remaining assets and property of the Institute shall, after payment of any outstanding expenses, be distributed to Norwalk Community College Foundation, Inc.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility. Any person aged 50 or over, who subscribes to the purpose of the Institute, is eligible to join the Institute.

Section 2. Application. Prospective members can apply for membership by submitting an application form, with the required dues, to the Institute address listed on the form. The membership year shall commence on June 1 of each year and shall end on May 31 of the next year.

ARTICLE III - MEMBERSHIP VOTING

Section 1. Voting. Voting shall be by mail ballot with the exception of voting at special meetings [Article V]. A mail ballot shall have the same force and effect as a vote of the member who signed it at a meeting duly held. The quorum for a vote by mail shall be seven percent of the members. Any request by a member to the Board of Directors to consider an issue for discussion and/or vote must be presented to the Board at least fifteen days before a Board meeting.

Section 2. Voting rights. Each member shall be entitled to one vote.

Section 3. Voting decisions. Unless otherwise specified by these Bylaws, all matters shall be decided by a majority of the votes cast.

ARTICLE IV - DUES, FEES AND ASSESSMENTS

Section 1. Dues, fees and assessments. The Board of Directors shall set the annual dues and fees. At the discretion of the Board, dues and fees may be waived. The Board may provide for additional fees for certain programs and may impose special assessments as may be necessary to cover unexpected expenses of the Institute to be incurred in furtherance of its purpose.

ARTICLE V - MEMBERSHIP MEETINGS

Section 1. Annual meeting of the membership. An annual meeting of the membership shall be held each year in May at a time and place designated by the Board in order to: announce the results of the election of Directors (see Article VI, Section 5) and of a vote on any other resolutions submitted to the members, approve the minutes of the previous year's annual meeting and transact any business properly brought before it. Notice of the time, place and agenda of the meeting shall be mailed to each member at least 15 days prior to the meeting date.

Section 2. Special meetings. Special meetings of the membership may be called by the Board of Directors. The Board of Directors must call a special meeting if requested by at least five percent of the membership. The time and place of such meeting shall be determined by the President. Notice of the meeting and its time, place and agenda shall be mailed to each member of the Institute at least 15 days prior to the meeting date. The presence in person of seven percent of the members shall constitute a quorum.

Section 3. Organization of membership meetings. Each meeting of the membership shall be presided over by the President. In his/her absence the provisions of Article VII, Section 2(a) shall apply. The Secretary of the Institute shall serve as Secretary at all such meetings, and in the Secretary's absence, a secretary shall be appointed by the presiding officer of the meeting.

Section 4. Place of membership meetings. Meetings of the membership shall be held only within Fairfield County, Connecticut.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Qualifications. Membership in the Institute is sufficient qualification to be on the Board of Directors.

Section 2. Composition of the Board of Directors. The Board of Directors of the Institute shall be composed of ten elected members (including those who fill vacancies per Section 4) and one Director appointed by the College. If the Treasurer is not selected from among the elected Directors (see Article VII, Section 1), the number of Directors shall be increased for that year. Officers and Directors of the Institute shall serve with no salary, but shall be reimbursed for out-of-pocket expenses incurred on behalf of the Institute.

Section 3. Terms of office of directors. Each year five or more Directors will be elected to a two-year term to fill the requirements of Section 2. The terms shall be staggered so that each year the Board will consist of prior and newly elected members. No Director may serve more than two consecutive elected two-year terms, but may be elected again after a two-year waiting period. During his/her waiting period, a Director may be appointed to fill a vacancy as per Section 4.

Section 4. Vacancies. A vacancy in the Board of Directors may be filled by the Board for the remainder of the year. A Director may be removed by the membership at a meeting called for the purpose of removing him. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

Section 5. Nomination and election of Directors. A Nominating Committee consisting of five LLI members not currently on the Board of Directors shall be created by January 15 each year in a manner specified by the Board of Directors. The responsibility to present a slate shall rest solely with the Committee. Any LLI member may propose his/her own candidacy or may accept nomination by others. Nominations must be received at least sixty days before the annual meeting. Ballots shall be mailed to members at least fifteen days before the annual meeting. The ballot shall include the slate, as well as the names of other nominees who have asked to have their names on the ballot. Only votes on ballots received by 12:00 noon the day before the annual meeting shall be valid.

Section 6. Regular meetings of the Board of Directors. Scheduled regular meetings of the Board of Directors may be held without additional notice.

Section 7. Special meetings of the Board of Directors. Special meetings of the Board of Directors may be called at any time by the Secretary upon the request of the President or of not fewer than three members of the Board. Special meetings shall be preceded by at least three days' notice of the date, time, place and purpose of the meeting.

Section 8. Place of meetings. Meetings of the Board of Directors shall be held only within Fairfield County, Connecticut.

Section 9. Quorum and voting . At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum. Unless otherwise specified by these Bylaws, all matters shall be decided by a majority of the votes cast.

Section 10. Powers and duties. The general management of the affairs of the Institute shall be vested in the Board of Directors. It shall have charge of all money and property of the Institute and it shall have the full power to buy, sell, rent and lease real or personal property for the Institute without a special vote of the membership, whenever, in its opinion, the interests of the Institute would thereby best be promoted. It may make such rules as it may find expedient and perform all acts and duties not inconsistent with the statutes, the Affiliation Agreement with the College, and these Bylaws, as may be necessary for the efficient conduct of the affairs of the Institute.

Section 11. Appointment of committees. The Board of Directors may appoint such committees and committee members, who may or may not be Directors, as it deems necessary. Such committees shall carry out the directions of the Board of Directors for the purpose or purposes for which they were created. A committee is created when the Board passes a resolution that includes a statement of the purpose and responsibilities of the committee.

ARTICLE VII - OFFICERS

Section 1. Officers of the Institute. At its first meeting after election of Directors, the Board of Directors shall elect a President, a First Vice President, a Second Vice President and a Secretary to serve one-year terms. The President shall nominate a Treasurer, who must be approved by the Board, for a one-year term. If not an elected director, the Treasurer shall become a voting Board member not subject to term limitations. The Board may remove any officer at any time.

Section 2. Officer Succession

a. Temporary Meeting Leadership. The President shall preside at all meetings. In the President's absence, the officer to preside shall be determined in the following succession: First Vice President, Second Vice President, Secretary, Treasurer.

b. Midterm Succession to the Presidency. In the event that the President does not fulfill his/her full term, the First Vice President, or, in his/ her absence, the Second Vice President, shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

c. Midterm Succession of Other Officers. In the absence of an officer other than the President, that position may be filled for the time of the absence and its powers controlled by the Board of directors.

Section 3. President. The President shall, whenever possible, preside at all meetings of the membership of the Institute and of the Board of Directors. The President shall execute all contracts and other legal documents on behalf of the Institute as are required to carry out the ordinary and everyday affairs of the Institute. The President may execute any contracts or other legal documents that are not necessary to carry out the ordinary and everyday affairs of the Institute upon authorization by the Board of Directors. The President shall perform such other duties as may be required by statute or as may be required by the Board of Directors.

The President shall act as liaison with the Division of Extended Studies (or its successor) at the College, or with any other similar continuing education organization.

In the event of an emergency situation which requires immediate action and where it is not possible to convene a quorum of the Board of Directors, the President shall have the power to take action as may be necessary to resolve the situation. Such emergency action shall be reported to the Board promptly and shall be subject to review by the Board at its next regular meeting.

Section 4. Vice Presidents. In addition to the duties related to succession referred to in Section 2, the Vice Presidents shall perform such other duties as may be delegated by the Board of Directors or the President.

Section 5. Secretary. The Secretary shall keep the minutes of all meetings of the membership and of the Board of Directors; shall distribute the required notices of all meetings of the Institute and of the Board of Directors; and shall have the care and custody of all the records, legal documents and other papers of value belonging to the Institute. The Secretary shall perform such other duties as may be required by the statutes, these Bylaws, the Board of Directors or the President.

Section 6. Treasurer. The Treasurer shall have charge of all the receipts and monies of the Institute, shall deposit them promptly in the name of the Institute in a financial institution approved by the Board of Directors, and shall disburse funds as authorized by the Board. The Treasurer shall keep regular accounts of all receipts and disbursements and assets and liabilities, shall submit these records when requested, and shall prepare a statement of net assets and an operating statement following the end of each fiscal year. The Treasurer shall chair the Finance Committee of the Institute, and shall perform such other duties as may be required by the Bylaws, the Board of Directors or the President.

ARTICLE VIII - FISCAL YEAR

Section 1. Fiscal year. The fiscal year of the Institute shall commence on June 1 of each year and shall end on May 31 of the next year.

ARTICLE IX - INSTITUTE AFFILIATIONS

Section 1. NCC Affiliation Agreement. These Bylaws are subject to the Affiliation Agreement with the College and to the extent they may differ, the Affiliation Agreement shall prevail.

Section 2. Other affiliations. The Institute, in order to obtain any needed assistance or other benefits, may affiliate with other organizations as decided by the Board of Directors.

ARTICLE X - AMENDMENTS

Section 1. Amendment of Bylaws. These Bylaws may be amended only by the membership, by two-thirds of the votes cast in accordance with Article III of these Bylaws. A complete copy of amendments proposed by the Board of Directors shall be mailed to all members at least 15 days prior to the vote count.

ARTICLE XI - ADOPTION OF BYLAWS

Section 1. Adoption of Bylaws. These Bylaws are a revision of those dated June 28, 1993, as previously approved by the Institute membership, and submitted for adoption at the May 1996 annual meeting, with permission granted to make revisions of a technical nature. Further amendments have been incorporated as approved at the 1998, 1999, 2000, 2001, and 2002 Annual Meetings.

Adopted by the Membership at its
Annual Meeting, May 17, 2002
Amended May 14, 2004