

Section A – GOVERNING DOCUMENTS

Section A contains the Constitution, Bylaws, and Memorandum of Understanding with the University of Mary Washington. These three documents, along with the 501(c)(3) exemption letter (see Appendix B) and Robert’s Rules of Order, govern Mary Washington ElderStudy.

CONSTITUTION

PREAMBLE

We, the people of Fredericksburg, Virginia, and the surrounding area, in order to assist lifelong learners to continue growing in mind and emotion do, voluntarily, ordain and establish this constitution.

ARTICLE I - NAME

The name of this organization shall be Mary Washington ElderStudy.

ARTICLE II - AFFILIATION

The organization shall be independent and an affiliate of, and headquartered at, the University of Mary Washington, Fredericksburg, Virginia. It shall be an affiliate of the Road Scholar Institute Network.

ARTICLE III - PURPOSE

The purpose of Mary Washington ElderStudy, as an outreach of the University of Mary Washington, shall be to provide the organization and structure to facilitate learning through joint study and interaction among interested elder members of the community. Self-directed and self-disciplined learners with common interests shall form self-coordinated groups to study and discuss topics of their choice. Focus shall be on membership participation in a cooperative and democratic manner. Said organization is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the

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activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the city or county in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV - MEMBERSHIP AND VOTING RIGHTS

Membership shall be open to all those who are interested in helping reach the above stated purpose. All members shall be eligible to participate in the business of the General Membership Meetings and vote on all motions before the organization.

ARTICLE V - ORGANIZATION

The organization shall be governed by the members and guided by the Board of Directors. The number and the election of the Board of Directors shall be in accordance with the Bylaws.

ARTICLE VI - COMMITTEES

The three standing committees of the organization shall be:

1. Administration
2. Curriculum
3. Membership

ARTICLE VII - LIABILITIES

This organization shall be a non-profit organization operated solely for the purpose set forth in Article III hereof. No member of this organization shall be liable for the debts, liabilities, or other financial obligations of Mary Washington ElderStudy while engaged in the proper exercise of his/her function as an officer of this organization.

ARTICLE VIII - QUORUM

A quorum for all General Membership Meetings shall be ten percent (10%) of the membership of the organization.

ARTICLE IX - AMENDING THE CONSTITUTION

The Constitution may be amended by an affirmative vote of two-thirds (2/3) of members present at a General Membership Meeting at which there is a quorum after said amendment has been circulated to the membership at least two weeks prior to the meeting.

This Constitution was adopted by vote of the general membership on October 8, 1993.

Revised October 11, 1996

Revised October 13, 2000

Revised October 12, 2001

Revised March 14, 2003

Revised October 14, 2005

Revised March 28, 2008

Revised October 9, 2009

Revised March 18, 2015

BYLAWS

1. **MEMBERSHIP.** Membership shall be either a full or partial year.
 - a. Full membership shall be for one fiscal year beginning September 1.
 - b. If approved by the Board, partial year memberships with full privileges may be made available.
 - c. Membership fees shall be set by the Board of Directors based on Administration Committee recommendations.
 - d. Honorary memberships (no fee) are offered to retired University of Mary Washington faculty, as defined by the University's classification of faculty. Honorary memberships will be renewable annually through the membership process. Honorary members have full membership privileges and responsibilities.
 - e. Emphasis shall be upon active participation of all members. Members shall be encouraged to volunteer to serve on committees of their choice.

2. **MEETINGS.** Meetings of the organization shall be as follows:
 - a. General Membership Meetings shall be held on the third Wednesday of October and March, or at other times as approved by the Board of Directors and announced to the membership as in d. below.
 - b. The requirement for a quorum at General Membership Meetings shall be met by members voting in person.

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- c. The Board of Directors shall meet the first Wednesday of September, December, March, and June, or at other times approved by the Board of Directors.
 - d. The time and place of the General Membership Meetings, the Board of Directors' meetings, and the meetings of standing committees shall be announced at least two weeks in advance of the scheduled meeting.
 - e. Members are encouraged to attend all meetings of interest.
3. **BOARD OF DIRECTORS.** The Board of Directors shall have nine elected members. (See part 3.d for circumstances under which the Board of Directors may exceed this number). The immediate past President shall be an ex-officio member of the Board with the right to vote.
- a. **Nominations.** Three Board members shall be elected at the March General Membership Meeting each year. All members may recommend potential Board members. Consecutive elected Board terms are not permitted. However, a member may be reelected to the Board after a one-year absence from the Board. A Nominating Committee, composed of the three retiring Board members, will begin its work in December. The Nominating Committee will consider all names submitted by members and may also solicit other nominees from among the general membership. No one will be nominated without his/her prior consent. Nominees will be voted on at the March General Membership Meeting.
 - b. **Ballots.** Ballots will be sent to the membership at least two weeks before the March General Membership Meeting. Members will be given the opportunity to vote by absentee ballot that must be returned to the Secretary before the March meeting is called to order. The Nominating Committee members or other members appointed by the President serve as tellers at the Meeting.
 - c. **Election to and Vacancies on the Board.** The three persons receiving the most votes shall be recognized as members of the Board of Directors for the next three fiscal years beginning September 1. If a Board vacancy occurs during those three fiscal years, the person receiving the fourth most votes from the most recent election, with his/her consent, shall be named a member of the Board for the remainder of the vacated term. If that person is unable to serve, or if other vacancies arise, such vacancies on the Board shall be filled by the Board from the general membership two or more weeks following the announcement of the vacancy. Those new members shall have full voting rights.
 - d. **Officers.** At the June Board meeting, the Nominating Committee shall present a slate of nominees to serve as officers of the Board (President, Vice-President, Secretary and Treasurer) for the year beginning September 1. Officers may serve two consecutive terms if nominated by the Nominating Committee. If the Nominating Committee is unable to identify an eligible nominee within the Board membership for one or more of the officer positions, the Committee may nominate a consenting individual from the general membership who shall have full voting rights upon assumption of the office. The Treasurer may serve without term limits if approved by a simple majority of voting-eligible Directors. Nominating Committee members shall not vote on this election of officers. The three newly elected Board members may vote on the election of officers for the coming year but are otherwise non-voting members until they assume office at the Board meeting in September. Nominations may be made from the floor by those eligible to vote for officers. Voting for officers is conducted by written ballot or by acclamation, as determined by the President.
 - e. **Officer Vacancies.** Vacancies in the offices elected or selected by the Board shall be filled by the Board.

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- f. **Board Duties.** The duties of the Board of Directors are to facilitate the work of the organization. The Board is responsible for fulfilling the organization’s purpose and ensuring compliance with the organization’s governing documents. Board members shall receive and act upon reports and recommendations of the officers and standing and special committees, submit recommendations to the organization as needed, and approve the annual audit. Any issue before the Board must be referred to the general membership for vote if requested by three or more Board members. Board members are expected to attend all meetings of the Board of Directors.
4. **OFFICERS.** The officers shall be President, Vice President, Secretary, and Treasurer.
- a. The President, Vice President, Secretary and Treasurer of the organization shall be elected by the Board of Directors to serve one-year terms and may succeed themselves for a one-year term if reelected by the Board. The only exception is the office of Treasurer as stipulated in part 3 d. All officers are expected to attend all meetings of the Board of Directors.
- b. Duties of the officers:
- (1) It shall be the duty of the President to
 - (a) Facilitate the work of the Board of Directors and the organization
 - (b) Prepare a tentative agenda for each Board and General Membership Meeting and post each agenda on the ElderStudy website at least one week in advance of each meeting
 - (c) Preside at the meetings of the Board and the General Membership Meetings
 - (d) Ensure that the membership is informed of all significant changes in ElderStudy policies, procedures and leadership positions
 - (e) Appoint the chairs of all standing and special committees of the Board and present the names to the Board for their confirmation
 - (f) Sign checks in the absence of the Treasurer and checks for the Treasurer’s organizational expenses
 - (g) Sign official documents
 - (h) Communicate matters of concern to the appropriate standing Committee Chairpersons, the University of Mary Washington Representative, and others concerned with the welfare of the ElderStudy program
 - (i) Perform other duties assigned by the Board
 - (2) It shall be the duty of the Vice President to
 - (a) Assume the duties of the President in his/her absence and assume the Presidency if a vacancy in the office occurs
 - (b) Sign checks in the absence of the Treasurer and the President
 - (c) Arrange for the annual audit of the ElderStudy financial records
 - (d) Perform other duties assigned by the Board
 - (3) It shall be the duty of the Secretary to
 - (a) Keep minutes of the Board of Directors and the General Membership Meetings

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- (b) Provide copies of the minutes to each Board member, each Committee Chairperson and the permanent file in a reasonable time following each meeting
- (c) Prepare a summary of the key points discussed for publication in the ElderStudy newsletter to inform the general membership
- (d) Provide an electronic copy of the approved minutes for inclusion on the ElderStudy website
- (e) Prepare election materials to be sent to the membership and receive returned ballots
- (f) Perform other duties assigned by the Board

(4) It shall be the duty of the Treasurer to

- (a) Be a voting member of the Administration Committee
- (b) Keep a detailed account of all monies received and expended within the fiscal year (September 1 through August 31), including receipts and disbursements for each Special Activity
- (c) Receive, collect, deposit, and disburse all organization funds in a timely, orderly manner
- (d) Pay bills and sign checks. (The President or Vice President shall sign checks for reimbursement of the Treasurer's organizational expenses.)
- (e) Report on organization funds at the Board of Directors and General Membership Meetings, and other times as required
- (f) Participate in the preparation of the annual budget
- (g) Reconcile the ElderStudy checking account monthly and save the reconciliations for the annual audit
- (h) Present books for audit annually
- (i) Prepare and file the annual ElderStudy Federal Tax Return in accordance with IRS guidelines
- (j) Perform other duties assigned by the Board

5. **COMMITTEES.** There are three standing committees and any additional committees may be formed if approved by a simple majority vote of the Board of Directors. The Board approves all Committee Chairpersons by a majority vote.

Standing committees are charged as follows.

a. Administration Committee:

- (1) Develop policies and plans for operating the ElderStudy organization for approval by the Board of Directors
- (2) Periodically review the ElderStudy governing documents and recommend needed changes to the Board of Directors
- (3) In conjunction with other committees, update the contents of the ***Policies and Procedures*** for approval by the Board of Directors
- (4) Monitor finances and project future needs, propose an annual budget, and recommend annual fees

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- (5) Maintain an official file of all pertinent information about ElderStudy and update the history of the ElderStudy program
- (6) Execute policies and plans approved by the Board to achieve the above
- (7) Include the Board President, Vice President, Secretary, Curriculum and Membership Committee Chairpersons as ex-officio members of the Administration Committee (with all rights and privileges of membership, including the right to vote), consistent with the long-range planning functions of their positions
- (8) Matters requiring a vote shall be carried by a simple majority of voting-eligible Committee members. In the event of a tie, the matter shall be presented to the Board for a final decision by its majority vote.

b. Curriculum Committee:

- (1) Provide diverse, interesting, stimulating academic and cultural classes to the ElderStudy membership using all resources available
- (2) Encourage continuous contributions and participation by all members
- (3) Maintain current curriculum offerings and schedule changes on the ElderStudy website
- (4) Keep the membership informed of changes in the curriculum schedule
- (5) Provide updated committee information affecting ***Policies and Procedures*** to the Administration Committee
- (6) Develop and execute policies and plans approved by the Board to achieve the above

c. Membership Committee:

- (1) Inform and encourage retirement-age persons in Fredericksburg and adjoining areas about lifelong-learning opportunities the organization offers
- (2) Maintain the official membership list, inform the President and committee chairs of changes, and distribute the annual roster to all members
- (3) Notify retiring faculty of their eligibility for honorary membership.
- (4) Issue a newsletter to keep the membership informed of ElderStudy activities
- (5) Maintain the ElderStudy website
- (6) Plan social events
- (7) Provide updated committee information affecting ***Policies and Procedures*** to the Administration Committee
- (8) Develop and execute policies and plans approved by the Board to achieve the above

- d. Prior to any committee reallocation of more than three (3) percent of its currently approved budget, that committee shall send a written request to the Administration Committee for review and recommended action by the Board of Directors. For committee reallocations up to three (3) percent of its approved budget, the committee shall send a written request to the Treasurer for review and approval of the requested reallocation. Any such reallocations nonetheless shall bind that committee not to exceed its overall budget unless expressly approved by the Board.

6. Roberts' Rules of Order (current edition) shall serve as the authority of the organization for all Parliamentary rules and procedures not covered in the Constitution and Bylaws.

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7. No change may be made in the upper and/or lower limit of the “Reserve Fund” except by a simple majority vote of the members at a regularly scheduled General Membership Meeting. Notification of such proposed change shall comply with the requirements for Bylaws changes.
8. No change may be made which affects the autonomy of ElderStudy except by a simple majority vote (unless the Constitution or Bylaws require a greater margin) of the members at a regularly scheduled General Membership Meeting. Notification of such proposed change shall comply with the requirements for Bylaws changes.
9. The Bylaws may be amended by an affirmative vote of two-thirds (2/3) of members present at any General Membership Meeting at which there is a quorum after said amendment has been approved by the Board of Directors and circulated to the membership at least two weeks prior to the meeting.
10. Mary Washington ElderStudy may be dissolved with the assent given in writing and signed by not less than two-thirds of the membership. Upon the dissolution of the organization, whether pursuant to a vote of the membership or otherwise, the assets shall be distributed to the University of Mary Washington, provided it is then exempt under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, and if the University of Mary Washington is not then so exempt, then the assets of the organization shall be distributed for one or more exempt purposes within the meaning of said Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the city or county in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The Bylaws were adopted by vote of the general membership on October 8, 1993.

Revised April 07, 1995

Revised October 11, 1996

Revised October 10, 1997

Revised October 13, 2000

Revised October 12, 2001

Revised March 14, 2003

Revised October 14, 2005

Revised March 28, 2008

Revised October 09, 2009

Revised March 19, 2013

Revised March 18, 2015

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding between the University of Mary Washington (UMW) and the Mary Washington ElderStudy Institute sets forth the responsibilities and commitments of both parties.

HISTORY - In early 1993, the Center for Graduate and Continuing Education, Mary Washington College, sent letters to persons in the Fredericksburg area who were on the Elderhostel (later re-named Road Scholar) mailing list inviting them to a meeting to explore the idea of establishing an Institute for Learning in Retirement at the College. Thirty persons attended the meeting on March 5, 1993.

As a result of that meeting, an interim Board of Directors was formed and persons volunteered to serve on the following committees: Administration and Finance; Curriculum; and Membership, Promotion, and Publicity. It was decided at a later meeting to name the group Mary Washington ElderStudy (the Institute). A Constitution and Bylaws were subsequently developed.

The first class session was held on September 21, 1993. By the end of 1993, the Institute had more than 100 fee-paying members. At a general meeting of the membership on January 14, 1994, nine members of a rotating Board of Directors were elected.

MISSION - The mission of Mary Washington ElderStudy is to design and execute an academic program to suit the interests of retirement-age people who share a love of learning and to be a positive influence in the University and community.

DESIGNATED REPRESENTATIVES - The Executive Director of the University of Mary Washington Campuses at Stafford and Dahlgren is the University's designated representative. The Mary Washington ElderStudy Board of Directors' President is the Institute's designated representative.

UMW'S CONTRIBUTION AND RESPONSIBILITIES

Institutional Sponsorship: Though the Institute encourages volunteerism and seeks independent study, additional guidance and advisory and supplemental support in the form of administrative and general support may be obtained from the University. Specific support is described below.

Classrooms and Meeting Space: The University will provide classroom and meeting space for Institute programs and events on a space-available basis. Institute committee chairpersons will arrange scheduling through the University's representative(s) responsible for the specific space.

Office Support: The University will provide the Institute with access to University phones and a file cabinet that is currently located in the vicinity of the ElderStudy classroom.

Telephone Access: University telephones may be used for outgoing Institute local business calls.

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Telephone Answering Services: The University will, on a reimbursable basis, provide the Institute with incoming telephone answering services. (The currently designated telephone answering service number is 540-654-1769.)

Postal Service: Institute mail will be delivered to and may be picked up at the University Postal Service office located on the Fredericksburg campus..

Copy Services: A copy machine is available in the UMW Stafford Campus Administrative Office suite and may be used at no charge, with discretion by designated Institute members, for incidental/low volume copying (i.e. meeting minutes and correspondence).

High volume copy services are available through the University’s Document Center (Fredericksburg Campus) on a cost reimbursement basis.

Document design and printing services are available through the University’s Design Services Department (Fredericksburg Campus), on a cost reimbursement basis.

Insurance Coverage: Insurance coverage for Institute members is the same as for University visitors.

Audio/Visual Equipment: Audio/Visual equipment will be provided by the University on an as-available basis.

Dining – Dining facilities are open to ElderStudy members who should display their ElderStudy badges. Each member will pay the full **in order to pay the faculty price** fee at such facilities.

Library Access: Institute members have access to both the Fredericksburg Campus Simpson Library and the Stafford Campus Library facilities and services. Institute members wishing to borrow Fredericksburg Campus library items may request them through the Central Rappahannock Regional Library system.

Parking Privileges: Institute members do not need parking passes to park at the Stafford Campus.

Institute members may obtain a permanent dash pass for parking in UMW Fredericksburg Campus commuter parking lots from the University’s Parking Authority.. The Parking Authority will issue the pass, parking rules, and location of commuter lots to the member at the time of request. Members with DMV-issued handicapped parking license plate or hangtags may park in UMW and Stafford Campus handicapped designated spaces. Requests for passes for additional handicapped parking privileges, thereby allowing members with DMV-issued handicapped license plates or hang tags to park in UMW faculty lots, must be made to the Director of the UMW Parking Authority. In the absence of a parking pass issued by UMW, parking privileges are the same as for University visitors.

*CAG #1
JUN 2, 2016
LAWSON*

Reviewed and approved.
E-signed:
M. Safferstone
6/23/2016

THE INSTITUTE'S CONTRIBUTIONS AND RESPONSIBILITIES

Interaction with the University and the Community: The Institute will strive to interact with and contribute to the University and the community. The wide range of experiences of Institute members provides a potential pool of speakers, discussion leaders, and participants in discussion groups or projects. These members will be available to work with the University staff, student classes and organizations, and community organizations. These interactive

opportunities could include such subjects as vocational experiences, life experiences, retirement, aging and special studies.

Scholarship for BLS Students: The Institute will establish a scholarship to be awarded on an annual basis to a student enrolled in the Bachelor of Liberal Studies (BLS) program at the University of Mary Washington. The recipient must have financial need as demonstrated through the Free Application for Federal Student Assistance (FAFSA) needs analysis. The selection of the recipient will be the responsibility of the Associate Dean for Financial Aid in consultation with the Bachelor of Liberal Studies Office. The Institute, on an annual basis, will decide upon continued funding of the scholarship and its monetary value.

Provide Volunteers: The Institute will work with the University to identify areas where Institute members might serve the University as volunteers.

Opportunities for University Faculty and Staff: Faculty or staff members who are presenting a program may bring guests to the session. Retiring/retired UMW faculty members are offered honorary membership (at no fee) with the Institute.

Financial Statements: The Institute will provide the University representative with copies of all ElderStudy financial statements, including the Annual Budget.

Semi-Annual Reporting: Reports containing the following information will be provided to the University's representative on a semi-annual basis:

- Number of ElderStudy members as of the reporting date
- Number of courses presented
- Total number of course participants

CHANGES TO THIS MEMORANDUM OF UNDERSTANDING

Term: This Memorandum of Understanding will continue in force unless modified or terminated as specified below.

Modifications: Any modification to this Memorandum of Understanding, by either the Institute or UMW must be presented in writing, to the designated representative of either party by the designated representative of the other party, no less than ninety (90) days prior to the effective date of the change.

Termination: Notification to terminate this Memorandum of Understanding, by either the Institute or UMW must be presented in writing no less than one hundred and twenty (120) days prior to the effective date of the termination.

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SIGNATURES



March 20, 2015

Charles A. Watkins
President, Mary Washington ElderStudy

Date



March 20, 2015

Mark J. Safferstone
Executive Director of the University of
Mary Washington Campuses at Stafford and Dahlgren

Date