

4/28/08

**5CLIR Council Meeting Minutes
April 10, 2008**

Next meeting: May 8

Present: Gail Gaustad, Sara Wright, Ruth Hooke, Sheila and Charlie Klem, Bobbie and Pete Reitt, Joan and Wil Hastings, Philippe Meyer, Chuck Gillies, Bill Williams, Jim Scott, Leo Sartori, Mary Franks, Kathy Hazen. *5CLIR Financial Officer Marie Hess was present for the Financial Report by the Treasurer, Charlie Klem.*

Mary Franks called the meeting to order at 2:35.

Handouts: Paper copies of Treasurer Charlie Klem's Fiscal 09 Budget and Spreadsheets were available (attached); the rest of the reports were distributed electronically prior to the meeting: the new proposed Bylaws (attached), the February and March Meeting Minutes (sent separately), the Agenda for this Meeting, and the Committee reports. *The Treasurer's Fiscal 09 Budget and Spreadsheets are attached to these Minutes, as are the proposed Bylaws.*

The Minutes of the February 14 Council meeting were approved as corrected. Mary Franks noted that Recording Secretary Serene Rubin had resigned for health reasons, and that Katharine Hazen had agreed to take over the Recording Secretary job, and the Council voted to accept this change. The minutes of the March 13 Council meeting were also reviewed and accepted with corrections.

Mary noted that the Bylaws are not on the website at this time and Pete Reitt said he would notify the webmaster.

Report by the President: Mary Franks reported a current problem with Amherst parking (tickets cost \$60). Jim Scott recommended that the moderators inform Amherst seminar participants of the stringent parking rules and the cost to scofflaws.

Mary also noted that Philippe Meyer is our new Development Committee Chair.

Vice President's Report: Leo Sartori announced that plans for the Gala in October are moving apace under the direction of Honore David and Kathy Coulombe. Leo has suggested that we publish a program for the Gala and solicit some ads to cover the costs.

Committee Reports:

Finance Committee: Treasurer Charlie Klem noted that the Finance Committee reviewed the first nine months, found a possible deficit of \$10,000, and has juggled the budget to compensate for this. [*Corrections by the treasurer: The treasurer (also) noted that the Finance Committee reviewed the first nine months actual of this year and anticipates a variable variance from our budget. The fiscal 09 budget as initially submitted was an unfavorable 9,500, but by several adjustments and the use of reserve funds for non recurring expenses, the bottom line was reduced to an unfavorable 2000.*] Charlie stressed that we all need to be diligent. There are no fee increases in next year's budget. Jim Scott, member of the committee, noted that any surplus this year will go into the Reserve Fund.]

Charlie made a brief presentation of the budget and then made three motions which were accepted by the Council as follows:

- 1) to accept the Finance Committee's proposed budget
- 2) to establish in a reserve \$1000 for the purpose of printing a "PR" brochure. Any funds not expended by 12/31/08 are to be returned to the General Fund
- 3) to establish in a reserve \$2000 to be used to support 20th Anniversary activities; not more than \$1750 is for the Gala; any funds not expended by 06/30/2009 are to be returned to the General Fund.

Charlie stressed that we all need to be diligent. Revenues will be close to what we have budgeted; we will not have to have a fee increase next year. Jim Scott, member of the committee, noted that any surplus this year will go into the Reserve Fund.

At this point, 5CLIR Financial Officer Marie Hess left.

Curriculum Committee: Bobbie Reitt's report: The Curriculum Committee has received 19 seminar proposals and reviewed 18 of them. Some require further development or refinement; others are catalog-ready and have been forwarded to the LIR office so that work on scheduling and the catalog can begin. The committee is looking for at least five more seminars to meet the likely demand for seminar seats in the fall. April 28 is the deadline for proposal submissions, and we will continue to recruit proposals during coming weeks. A final list of seminar titles and their moderators will be brought to Council in May.

The committee discussed feedback following on the Moderators' Reception of March 20, at which a panel of four moderators discussed ways to plan a seminar. Most reactions were positive; ideas for future orientation sessions for moderators were also offered. Next spring, the topic will likely be how to run a seminar. A summary of the key points raised by this year's panelists and the audience has been drafted and, when it is finished, will be added to the Moderator's Manual as a new appendix, which can be expanded to include content from future orientation sessions.

Bobbie Reitt underscored that we need five more seminars, 4/28 is the deadline, the committee meets on May 1; Bobbie urges everyone to recruit moderators & seminars. The Moderator's Reception discussion panel was a great success.

Public Relations Committee: Chuck Gillies, chair, submitted the following report:

1. We are recruiting new members for the PR Committee for next year. We have two prospects visiting at our next meeting (April 28th) to "check us out." Volunteers welcome!
2. Our priority is still getting the maximum turn-out of new 5CLIR prospects to the June 1st Preview. Our current plan is to announce the meeting for 2:00 – 3:30 with Annual Meeting at 3:30. (see Orange Invitation) Letters will be going to (1) drop outs from last year (2) Trial Members who didn't "re-up" for second term and (3) new members this year encouraging them to bring friends and neighbors. Other plans are in the works, but we invite new ideas!
3. A slightly revised brochure is at the printers and, we hope, will be available at the end of the month.
4. As a result of the luncheon we held for Senior Center leaders in January, Jim Scott and Lise Armstrong will be speaking and showing our PowerPoint at the Bangs Center on May 14 at 12:30, and Chuck Gillies and Evelyn Chesky will be in South Hadley on May 1. We are working on Hadley and Easthampton. The hope is that these sessions will attract new prospects to the June 1 Preview.
5. The Committee has sought a "photographer-coordinator" to take the lead in soliciting and organizing photos of 5CLIR events. We believe that Sandy Muspratt has agreed to do this. The "job" is still to be better defined.
6. Our relationship with the WFCR fund raising events is growing. Wil Hastings has collected 20+ names of 5CLIR folks willing to help both organizations. Listen again on the first morning (05/08/08) from 6 – 9 A.M. and on the last afternoon (05/16/08) from 4–6:30 P.M. and "save" your contribution for the day that 5CLIR is on the air! Kill two birds with one stone – help WFCR and 5CLIR! Any more volunteers? (Speak to Wil).
7. Thanks to Arnold Friedmann, we are expecting an article in the UMass alumni "glossy." Thanks to Nina Scott (related to a PR Committee member), we will have an article in the Gazette's "Learning" supplement on Monday, April 14.
8. New ideas always welcome from anyone!!!!

Chuck also showed the Council the flyer for the Preview on June 1, to be handed out at Great Decisions next week. There is an alternate version for members with the Annual Meeting time.

Chuck noted that it is important to think all publicity opportunities through early in the year.

Wil Hastings asked for one more volunteer for the WFCR program on May 16.

A local magazine with a picture of President Mary Franks on the cover was passed around for the Council to view.

Summer Programs Committee: Gail Gaustad, co-chair with Sally Lawton, submitted the following report: The Summer Programs Committee met twice in March to plan a fine assortment of outings for the summer. The programs include a bus trip to the Museum of Fine Arts in Boston, a bus trip to Tanglewood, a fern walk, a guided walk to learn the history of downtown Northampton, going to productions of the New Century Theater, and more. A list of the programs as well as the registration form will be included in the packet of materials distributed at the Preview. The new co-chairs for this committee for the 08–09 season will be Anne Lombard and Carol Jolly. Gail asked for and received the approval by the Council of the new chairs.

Meetings/Membership Committee: Sheila Klem and Kathy Hazen, co-chairs, submitted the following report: Plans for our Spring '09 Brunch Potluck began with an article in the April LIR newsletter, with the hope that we get volunteer hosts by the Comm.'s next meeting. Our target date for the concurrent brunches is Sat., April 25, 2009 at 11 AM. At some point yet to be determined, we will meet with the prospective hosts. M/M Comm. will contact 2008—2009 members; from those responses, we will create guest lists for hosts. Brunch recipes generated by the M/M Comm. will appear regularly in forthcoming newsletters---as tasty teaser suggestions for next spring. At our next meeting on April 24, the committee will examine our existing membership registration form with an eye to simplifying/ streamlining its format.

Gail Gaustad's and Sally Lawton's Summer Programs Committee is joining with the Membership/Meetings Committee to offer the 2008 All-Members Potluck Picnic from noon till two o'clock on September 4, the Thursday after Labor Day. Thanks to Gail and John Gaustad's generous hospitality, the potluck picnic will again be scheduled to take place in their lovely gardens at 20 Ward Avenue in Northampton. If there is really bad weather the picnic will have to be canceled as there is no indoor site large enough to accommodate the more than a hundred people expected to attend. About 120 participated last summer.

We will certainly welcome new members enthusiastically, but we did not want to make this the focus of the picnic, but to rather stress the picnic as an all-member get-acquainted affair. We don't want to present another ecological program, and we are planning to ask some of our more musical members to plan some singing for everybody.

Co-chair Sheila Klem reviewed the above reports and circulated a sign-up sheet for hosts for the 20th Anniversary brunches on 4/25/2009.

Re Trial Membership: Council approved using a Trial Membership status again for a year, to cost \$75 for the first semester and the same again for the second semester.

Chuck raised the issue whether a person who has been a Trial Member for one semester can then join as an Associate Member. Wil pointed out this is covered in policy; Charlie stated that a Trial Member, having never achieved full membership status, can't join as an Associate Member. Charlie also noted that we are putting together a procedures manual in which these policies will be clarified.

Sheila Klem noted that there are thirteen Trial Members who registered for the Spring '08 semester who joined late and were not available for the lottery. She and Sara Wright agreed that there should be no carry-over of the lottery privilege to the next semester.

Tech Committee: Committee Chair Pete Reitt stated that there is no report at this time.

Special Programs Committee: Gail Gaustad, co-chair, submitted the following report: At the Special Programs Committee meeting on March 14 the programs for Fall '08 were discussed. Viewpoints, the Book Group, French Conversation, Travel Interest, the Wisdom and Knitting Group, Ethnic Eating, and Arts Interest will continue. We are hoping to fill Friday mornings with lectures and Encore Programs. The Friday Morning events need a "home" which perhaps will be the Senior Center in Hadley. This location is being investigated. Larry Ambs is heading the Friday morning events sessions. Please let him know your ideas for this time slot.

During March two LIR general meetings (by-laws and moderators reception) were booked at the same time as long planned Special Programs (travel and arts). People who had worked long and hard on these Special Programs were justifiably upset by the low turnout. How can we avoid such conflicts in the future?

Marybeth Bridegam who has done such a marvelous job chairing the Special Programs will be stepping down in May. We will miss her! Special Programs needs a new co-chair and new members.

Gail Gaustad reviewed her report and noted that if there is a conflict between the meeting times of a Special Program and the Travel Program, the Special Program will be cancelled. (Bobbie Reitt noted here that there are two Moderators

Meetings regularly scheduled on the 5CLIR Academic Calendar every year, that take place on Thursday afternoons. Philippe Meyer said that Travel will take note of this in the future.) Gail underscored that she needs a co-chair and more members for the Special Programs committee.

Office Manager: No report, as Callie Kendall Orszak is ill and unable to attend this meeting.

Great Decisions: Philippe Meyer, chair, reported that “Great Decisions” is off to a good start already, with three outstanding speakers. Notwithstanding some wrinkles in marrying the PC to the sound system, the audience (120 to 130 people at each session) seems satisfied. A full final report will be available for the May Council meeting, including a recommendation for next year’s chairmanship, membership and summer homework. Philippe added that he is working with the COA on a grant for next year’s programs. He also noted we lose money on the cost of the lunch at the Depot.

Aging Conference: Joan Hastings reported that the Conference is scheduled to take place at Smith again. The Reverend Peter Ives will be the keynote speaker. The committee is a good one and the conference plans are on track. Joan is meeting with a Hampshire professor of Cognitive Science; she hopes to have a couple of workshops on neuroscience. She will have more to report next month.

OLD BUSINESS

#1: Formal Vote on Bylaws Revision: *note: the Bylaws are attached*

Wil Hastings reported that after the Bylaws Committee met with the 5CLIR Past Presidents, they revised the Bylaws some more; sent the Bylaws to the Council (no response), sent the Bylaws to the membership, received only two responses, both positive. Charlie Klem put it to the vote, and general discussion followed. In relation to Article III, Section 2, Sara Wright wondered if problems might arise some day. A question was posed whether the cost of Associate membership should go up. The Special Programs cost 5CLIR just as much as the seminars. Should there be a required number of years as a full member before the privilege of Associate membership is accessed. Wil noted that there are lots of ways to adjust fees. Chuck asked if Council is creating classes of membership; if so, a clause should be added to Article III, Section 2, allowing this.

More lively discussion followed, not recorded here.

Finally put to the vote, the Bylaws were unanimously approved as submitted. Wil will prepare a document to accompany the Bylaws when they are sent out. He reiterated how important it is to get people to the Annual Meeting to vote on these Bylaws.

2: Time for the Annual Meeting on June 1:

The Council discussed whether the Annual Meeting should be called for 3:20 or 3:30 at the Preview (formerly “Meet the Moderators”) on June 1. (Eventually it was suggested that we start arranging the chairs at 3:20 and hold the meeting at 3:30.)

Bobbie Reitt suggested that we wear stickers on the nametags stating “I’m staying for Annual Meeting and hope you are too.” Jim Scott pointed out that we have three things to do at the Annual Meeting: vote the slate of officers, briefly review the Financial Statement, and vote on the Bylaws. Leo Sartori said he would call for a meeting of the Preview committee soon; Sheila noted that there are a lot of considerations to look at.

Wil moved that the Annual Meeting be held at 3:30 and the Council voted in the affirmative.

Mary asked if there was any new business; there being none, she adjourned the meeting at ten minutes past four.

Respectfully Submitted

Katharine Hazen
Recording Secretary

Fiscal 09 Budget

In preparing the Fiscal 09 budget, the Finance Committee met on three occasions.

As initially received the budgets presented a definite challenge, showing an out-of-balance situation of nearly \$10,000. In making this proposal, we are confident that the budget that encompasses all the basics requested and is prudent and achievable.

The Finance Committee reviewed every budget segment submitted, and after projecting what the current (F08) activity will most likely be, determined what adjustments appear appropriate. In summary these are:

- Increasing membership revenues \$1000, 5 additional fulltime members
- Increasing the bottom line of Summer/winter/special by \$1000
- Decreasing postage and office supplies expenses \$100 each
- Increasing Copier maintenance and supplies \$250
- Removing \$2000 of 20th Anniversary expense from President's discretionary
- Decreasing the committees Tech, Curriculum, Meeting and Membership by \$100 each
- Removing \$1000 brochure expenditures from Public Relations

When examining the Anniversary and brochure expenditures the Committee recognized that not only are these not recurring annually, but the benefits extended over several years, and the Committee proposes that such amounts be funded from reserves.

When approving this budget, Council will also be approving the membership fee structure. This proposed budget was prepared, based on the recommendation of the Membership Committee, and other than modifying the Trial Membership, which becomes \$75 each semester; there are no changes from Fiscal 08.

While this is a deficit budget of \$1974, the Committee did not consider that an increase in membership fees for this year is necessary. In reaching this decision we considered the balance sheet strength of the organization, the modest and continuing growth of membership, and that actual operating results of recent years (including F08) have been better than budgeted.

I want to thank the Committee (Bill Williams, Jim Scott, June Guild, Laura Cranshaw, Leo Sartori, and joined by Mary Franks) for its thoroughness, balance and wisdom.

Charlie Klem, Treasurer
April 9, 2008

Five College Learning in Retirement

	Other revenues a Actual	F2008 Budget	FinComm proposed F2009 Budget
REVENUES			
Membership dues	45,530	51,515	52,910
Associate members	<u>1,000</u>	<u>1,000</u>	<u>1,450</u>
Total dues revenues	<u>46,530</u>	<u>52,515</u>	<u>54,360</u>
Interest	992	1,200	1,000
All programs (see separate page)	<u>1,317</u>	<u>(250)</u>	<u>2,500</u>
Total revenues	<u>48,839</u>	<u>53,465</u>	<u>57,860</u>
EXPENSES			
<u>Compensation & Benefits</u>			
Salary	31,482	29,930	33,892
Benefits	7,888	12,433	13,732
Part time assistance	<u>-</u>	<u>750</u>	<u>-</u>
	<u>39,370</u>	<u>43,113</u>	<u>47,624</u>
<u>Office & other expenses</u>			
Postage	1,704	1,300	1,700
Photocopying (inc Annual Rpt)	951	100	60
Office supplies	2,091	1,600	1,000
Telephone	32	50	50
Copier maintenance	312	300	600
Membership -EIN	175	200	500
Newsletter	1,740	1,100	1,000
In lieu of rent -- classrooms	-	600	1,000
Other office	66	-	200
President's discretionary	<u>-</u>	<u>250</u>	<u>150</u>
	<u>7,071</u>	<u>5,500</u>	<u>6,260</u>
<u>Committees</u>			
Tech	634	900	800
Curriculum	136	1,400	2,300
Meeting	1,091	1,550	1,900
Membership	67	500	400
Public Relations	<u>816</u>	<u>450</u>	<u>550</u>
	<u>2,744</u>	<u>4,800</u>	<u>5,950</u>
Total expenses	<u>49,185</u>	<u>53,413</u>	<u>59,834</u>
Excess of revenues>exp	<u>(346)</u>	<u>52</u>	<u>(1,974)</u>

Bylaws
Five College Learning in Retirement

ARTICLE I

NAME

The name of the organization is FIVE COLLEGE LEARNING IN RETIREMENT (5CLIR).ARTICLE II

OBJECT

Founded in 1988, 5CLIR is a voluntary, self-governing association of individuals dedicated to providing opportunities for lifelong learning for adults in the Pioneer Valley area. 5CLIR is organized under the auspices of Five Colleges, Incorporated, a consortium of Amherst, Hampshire, Mount Holyoke, and Smith Colleges and the University of Massachusetts at Amherst. The core of the 5CLIR program consists of peer-led seminars that require the active participation of those enrolled. In addition, 5CLIR offers a wide range of other educational activities and social events. To promote lifelong learning in the Pioneer Valley and foster close relations among the five colleges and the community, 5CLIR may sponsor programs open to the general public.

ARTICLE III

MEMBERS

Section 1: Eligibility and Admission: Members of 5CLIR are those persons who have completed membership applications and have paid the applicable dues.

Section 2: Classes of Membership: Full members are voting members and may participate in all 5CLIR activities. Associate members are non-voting members who have formerly been full members and may participate in all 5CLIR activities except seminars.

Section 3: Rights and Obligations: Members are expected to participate in the governance of 5CLIR. Voting members are those who, by virtue of their membership class, are entitled to vote for officers and members of Council and on matters submitted to the membership.

Section 4: Changes in Membership Classes: Council may create or terminate additional classes of membership only after notice of such action is provided to all 5CLIR voting members at least 15 days before the Council meeting at which such action is to be taken.

ARTICLE IV

COUNCIL

Section 1: Authority: Council, elected by voting members and accountable to them, is the governing body of 5CLIR. Council has general authority to manage all educational, organizational, and budget matters of 5CLIR, including membership fees. Five Colleges, Incorporated is the fiscal agent for 5CLIR and, as such, manages all funds, has signatory authority for all contracts, and disburses cash. Council also advises in the hiring of office employees, who report to the President of 5CLIR and are employees of Five Colleges, Incorporated.

Section 2. Membership and Voting: Council consists of fifteen members with votes: the six officers and nine other elected members. The chief financial officer of Five Colleges, Incorporated serves as an ex-officio Council member without vote.

Section 3. Executive Committee: The Executive Committee is composed of the six officers. It has general supervision over the affairs of 5CLIR as directed by Council. It may act on time-sensitive and confidential matters in the name of Council, subject to approval of Council at the next meeting.

Section 4. Eligibility: All voting members are eligible to serve on Council. Upon completion of a three-year term, a Council member is ineligible for one year for reelection. A Council member who has filled an unexpired term of less than two full years on Council may choose to become a candidate for a full three-year term on the next Council. A Council member who has filled an unexpired term of two or more years is ineligible for one year to run for reelection.

Section 5. Meetings: As a rule, Council will meet once a month and at other times when convened by the President. Any five members of Council may call for a special meeting of Council. A majority of Council members

constitutes a quorum. Decisions are made by a majority of those present. Any member of 5CLIR may attend a Council meeting with the approval of the President.

Section 6. Operations Manual: Council will establish and maintain an Operations Manual that describes administrative policies and procedures of 5CLIR. For inclusion in the Operations Manual, a resolution must be adopted by Council and specifically designated for inclusion in the manual.

ARTICLE V **OFFICERS**

Section 1. Number and Eligibility: The officers of 5CLIR are the President, Past President, Vice President/President-Elect, Secretary, Treasurer, and Assistant Treasurer. All voting members are eligible to serve as officers.

Section 2. President: The President sets the agenda for and chairs all meetings of Council, Executive Committee, and the membership. The President is an ex-officio member without vote of all committees, with the single exception of the Nominating Committee, on which the President may not serve. The President represents 5CLIR on public occasions or appoints suitable surrogates.

Section 3. Vice President/President-Elect: The Vice President/President-Elect is a voting member of the Finance Committee and an ex-officio member, without vote, of all other committees. He or she oversees the effective functioning and operation of all committees and presides at Council meetings in the absence of the President.

Section 4. Past President: The Past President retains a seat and a vote on Council and Executive Committee for one year after his or her tenure as President.

Section 5. Secretary: The Secretary is responsible for recording minutes of all membership and Council meetings; recording and distributing minutes of the meetings to members of Council and chairs of all committees; and making the minutes available, upon request, to any voting member. The Secretary oversees the updating and maintaining of the Bylaws and Operations Manual.

Section 6. Treasurer: In conjunction with the Chief Financial Officer of Five Colleges, Incorporated, the Treasurer oversees the finances of 5CLIR, including preparation and submission of an annual budget for approval by Council and presentation to the membership. The Treasurer makes periodic reports to Council and the membership.

Section 7. Assistant Treasurer: The Assistant Treasurer assists the Treasurer in meeting the responsibilities of the office.

Section 8. Tenure: The Vice-President/President-Elect serves a one-year term. He or she serves as President the following year and as Past President the year following that. The Secretary, Treasurer, and Assistant Treasurer serve one-year terms and may serve no more than three consecutive one-year terms. Terms of office begin on July 1.

ARTICLE VI **NOMINATIONS AND ELECTIONS**

Section 1. Nominating Committee: The President, with approval of Council, annually selects a Nominating Committee to supervise nominations and elections for the current membership year. The committee consists of a chair, who is a member of Council, and four additional 5CLIR voting members, at least two of whom are not current Council members. One committee member shall have been a member of the previous Nominating Committee. Current officers are ineligible to serve.

Section 2. Council Members: Three new Council members are elected each year for three-year terms. Nominations to Council are invited from each peer-led seminar held during the current membership year. Each voting member may vote for no more than three nominees. The three nominees receiving the highest number of votes will be elected. In the event of a tie, the flip of a coin will decide.

Section 3. Officers: The Nominating Committee prepares a slate of candidates for the offices. This slate is provided to all voting members at least 10 days prior to the annual membership meeting. Voting members may make additional nominations at the annual meeting.

Section 4: Elections: Voting members will vote by secret ballot following the annual meeting. The Nominating Committee appoints three voting members to act as tellers. Officers, members of the Nominating Committee, and candidates may not be appointed as tellers.

Section 5. Vacancies: If a vacancy occurs in a non-officer position on Council, the candidate in the most recent election who received the next highest number of votes after those elected, and is still eligible and willing to serve for the remainder of the vacated term, fills the position. If a vacancy occurs in the office of Secretary, Treasurer, or Assistant Treasurer, the President, with the approval of Council, names a successor to such office for the balance of the one-year term. If a vacancy in the office of President occurs, the Vice President/President-Elect immediately becomes President for the remainder of the unexpired term and, in addition, for the one-year term which he or she would otherwise have served. If a vacancy occurs in the office of the Vice President/President-Elect, for this or any other reason, a special election is held under the supervision of the Nominating Committee.

ARTICLE VII **COMMITTEES**

Section 1: Finance Committee: The Treasurer chairs the Finance Committee, which shall also include the Assistant Treasurer, Vice President/President-Elect, and at least two other members approved by Council.

Section 2: Curriculum Committee: The Curriculum Committee is responsible for seminar development.

Section 3: Establishment and Termination: Council may establish other committees deemed necessary to carry on the work of 5CLIR and may terminate those no longer deemed necessary.

Section 4: Committee Members and Chairs: The President, in consultation with the current chair(s) and with approval of Council, appoints the new chair(s) of each committee. Chair(s) select the members of committees, subject to approval of Council. **Terms for members of the Curriculum Committee, and such other committees as are designated by Council, may not exceed three consecutive years. For those committees, a member who becomes chair during or immediately following a three-year term may serve only one two-year term as chair.** Chairs of committees are expected to attend, without vote, Council meetings that will consider matters relevant to their committees. ARTICLE VIII

MEMBERSHIP MEETINGS

Section 1: Annual Meeting: The annual meeting is held prior to July 1 for the purpose of presenting a slate of candidates for offices, receiving nominations for offices from the floor, and considering other matters of import to members.

Section 2: Special Meetings: The President, with approval of Council, may convene a special meeting of the voting members at any time deemed necessary. If a petition signed by 15% or more of the voting members calls for a special meeting, the President and Council will convene a meeting for the purpose of **acting on** the subjects, and only those subjects, indicated in the petition.

Section 3: Notification: Council shall provide written notice of the meeting and agenda to all voting members at least 15 days prior to the date of a membership meeting.

Section 4: Quorum: Thirty percent (30%) of voting members constitutes a quorum for any membership meeting, general or special. Any meeting failing to achieve a quorum will be adjourned until such date, within 60 days, as may be specified by the presiding officer.

Section 5: Voting Majorities: Except for amendments to these Bylaws, all motions require a majority of those voting members present and voting to be adopted.

Section 6: Method of Voting: Ordinarily, voting at a membership meeting takes place by a show of hands. A motion may be referred to a ballot vote at the meeting by a majority of voting members present. In either case, the President appoints tellers to count the votes. A motion will be submitted to mail vote by all voting members if: (1) approved by a majority of the voting members at the meeting, or (2) requested by a petition of fifteen percent (15%) or more of the voting members that is received 10 days or more prior to the meeting, or (3) approved by a majority of Council at a prior meeting.

ARTICLE IX **PARLIAMENTARY AUTHORITY**

The current edition of *Robert's Rules of Order Newly Revised* governs 5CLIR in all cases to which the rules are applicable and not inconsistent with these Bylaws and any special rules of order Council may adopt.

ARTICLE X **AMENDMENT OF BYLAWS**

Section 1: Proposing Amendments: Any 5CLIR voting member may propose an amendment to these Bylaws in writing at any regular meeting of Council or at a special meeting of Council called for such purpose. The proposed amendment must be submitted to Council no later than 90 days prior to the membership meeting at which it would be

voted on. If the proposed amendment is approved by a majority of Council, it is submitted to a vote at the next regular membership meeting or at a special meeting called for that purpose. If Council does not approve the proposed amendment, a petition signed by fifteen percent (15%) or more of the voting members requires Council to submit the proposed amendment to a vote at a membership meeting.

Section 2: Adopting Amendments: An amendment to be submitted to the membership for a vote will be communicated to all voting members, along with explanatory material, at least 15 days prior to the meeting at which the vote is to be taken. If the proposed amendment is approved by sixty percent (60%) of those voting members present and voting, it becomes part of these Bylaws.

Effective Date: _____