

**BYLAWS  
OF  
COALITION OF LIFELONG LEARNING ORGANIZATIONS**

**ARTICLE I**

**Offices; Agent**

**Section 1. Principal Office.** The principal office of the Coalition Of Lifelong Learning Organizations (the “Coalition”) and any other offices as it may establish shall be located at such place or places either within or without the District of Columbia as may be designated by the Board of Directors.

**Section 2. Registered Office and Agent.** The Coalition shall continuously maintain within the District of Columbia a registered office and a registered agent, which office and agent shall be designated by the Board of Directors. Any change in the registered office or registered agent shall be accomplished in compliance with the District of Columbia Nonprofit Corporation Act.

**ARTICLE II**

**Directors**

**Section 1. Powers.** Supervision and guidance of the affairs of the Coalition shall be vested in the Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the Coalition under the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation of the Coalition, and these Bylaws.

**Section 2. Number.** The number of directors constituting the Board of Directors shall be five (5). The number of Directors constituting the Board of Directors may be increased or decreased from time to time by amendment of this Bylaw; provided, however, that the total number in all classes shall never be less than three (3), nor more than twenty-five (25).

**Section 3. Election and Tenure.** Initially, there shall be five Directors. At the organizational meeting of the Board of Directors, the Directors shall elect one of the Directors for a term expiring in 2009, two of the Directors for a term expiring in 2010, and two of the Directors for a term expiring in 2011.

At each annual meeting, the Directors shall elect successors for the Directors whose terms are expiring (which successors may include Directors whose terms are then expiring). Such successor Directors shall be elected for three-year terms. Each Director, including an initial Director, shall serve until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal. In the event that the number of Directors constituting the entire Board is increased or decreased, the number of Directors whose terms expire in each year shall be kept as nearly equal as possible.

**Section 4. Removal.** A Director may be removed at any time, with or without cause, upon a vote of two-thirds of the entire Board of Directors. Upon the removal of a Director, the remaining Directors shall elect another person to serve in place of the Director so removed, and such

successor Director shall serve the unexpired term of the Director so removed and until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal.

**Section 5. Resignation.** A Director may resign at any time by giving written notice of his or her resignation to the President of the Coalition. Unless otherwise specified in such notice, such a resignation shall be effective upon delivery.

**Section 6. Vacancies.** A vacancy in the Directors, whether created by reason of the death, resignation or removal of a Director or an increase in the number of Directors, shall be filled by majority vote of the Directors then in office.

**Section 7. Place of Meetings.** The Board of Directors may hold meetings, annual, regular, or special, at such place, either within or without the District of Columbia, as it may from time to time designate.

**Section 8. Notice; Waiver of Notice.** Notice of the place, day and hour of every annual, regular or special meeting shall be given to each Director. Such notice may, but need not, specify the business to be transacted at, or the purpose of, such meeting. Notice shall be communicated to the Directors by one of the following means:

(a) by a written notice mailed, postage prepaid, not later than the third calendar day prior to the date set for the meeting and addressed to the Director's residence or usual place of business, as reflected in the records of the Coalition;

(b) by a telegraphic or facsimile communication, or by a written notice, sent by courier or delivered by hand to the Director's residence or usual place of business, as reflected in the records of the Coalition, not later than the second calendar day before the date set for the meeting; or

(c) by an electronic communication sent to the Director's electronic mail address, as reflected in the records of the Coalition, not later than the second day before the date set for the meeting.

A Director may waive notice of the time and place of any annual, regular or special meeting and may change the address to which notices are to be delivered by notifying the Secretary of the Coalition by any of the means set forth above. Attendance at any such meeting shall constitute a waiver of notice of that meeting, except where the Director attends a meeting for the express purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or is not lawfully convened. A written statement filed with the Board of Directors by any Director either before or after a meeting is held, which statement recites knowledge of the date, time and place of such meeting, and specifically waives notice thereof, shall be considered effective to dispense with the requirement of prior written notice to such Director.

**Section 9. Quorum; Adjournment.** At all meetings of the Board of Directors, the presence of a majority of the Directors then in office shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as may be specifically provided by law or by the Articles of Incorporation. If a quorum is not present at a meeting of the Board of Directors, the Directors present may adjourn the meeting until a quorum is present.

**Section 10. Action by Consent.** Any action required or permitted to be taken at a meeting of the Board of Directors (including, without limitation, amendment of the Bylaws) or of any committee may be taken without a meeting if a written consent setting forth the action so taken is signed by all of the members of the Board of Directors or of such committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors or of the committee, as the case may be. Such consent (which may be in one instrument or several instruments, and which may be signed in counterparts) shall be filed with the office of the Secretary. A certificate of the President of the Coalition (or, in the case of a committee, the Chairman thereof) or the Secretary as to the receipt of such consent, the action thereby taken, and the effective date of such action shall be filed with the minutes of the proceedings of the Board of Directors or of the committee. An action so taken shall be deemed to have been taken at a meeting held on the effective date so certified.

**Section 11. Meetings by Telephone.** The members of the Board of Directors or of any committee may participate in a meeting by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting.

**Section 12. Reimbursement.** Directors shall receive no compensation for their services as such but, by resolution of the Board of Directors, may be reimbursed for authorized expenses actually and reasonably incurred on behalf of the Coalition.

### **ARTICLE III**

#### **Committees**

**Section 1. Executive Committee of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors then in office, may designate from among its members an Executive Committee consisting of two or more Directors, which Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Coalition, except that such Committee shall have no authority to amend, alter, or repeal the Bylaws, to elect, appoint or remove any Director or officer of the Coalition, or to approve any amendment to the charter of the Coalition. The Board of Directors, by resolution adopted by a majority of the Directors then in office, may dissolve and terminate an Executive Committee previously constituted and appointed.

**Section 2. Other Committees.** The Board of Directors, by resolution, may constitute and appoint such other committees (which may, but need not, have and exercise the authority of the Board of Directors in the management of the Coalition) to perform such other duties and functions as the Board may deem appropriate. The Board of Directors may by resolution dissolve and terminate any committee previously constituted and appointed.

**Section 3. Term of Office.** Each member of every committee shall continue in office at the pleasure of the Board of Directors.

**Section 4. Committee Chairmen.** One member of each committee shall be appointed chairman, either directly by the Board of Directors or in such other manner as the Board of Directors may prescribe.

**Section 5. Quorum.** Unless otherwise provided in the resolution of the Board of Directors constituting a committee, a majority of the whole committee so constituted shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 6. Rules.** Each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation, with these Bylaws, with rules adopted by the Board of Directors, or with applicable law.

## **ARTICLE IV**

### **Officers**

**Section 1. Officers.** The officers of the Coalition shall be a President, a President-Elect, a Past President, a Secretary, a Treasurer, and such other Assistant Treasurers and Assistant Secretaries as the Board of Directors may appoint. The President must, and other officers may, but need not, be Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 2. Appointment of Officers; Terms of Office.** Officers shall be appointed by the Board of Directors for such terms, not exceeding three years, as the Board of Directors shall determine; *provided, however,* that officers shall be eligible for re-appointment to successive terms in the aggregate in excess of three years. A vacancy in any office shall be filled by the Board of Directors, at a meeting or by action in writing. Each officer shall hold office until the expiration of his or her term and until his or her successor shall have been duly elected, or until his or her earlier death, resignation or removal.

**Section 3. Resignation.** An officer may resign at any time by giving written notice of his or her resignation to the President of the Coalition. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

**Section 4. Removal.** An officer may be removed by the Board of Directors at a meeting or by action in writing whenever, in the Board of Directors' judgment, the best interests of the Coalition will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 5. Compensation.** The officers of the Coalition shall receive no compensation for their services as such but, by resolution of the Board of Directors, may be reimbursed for authorized expenses actually and reasonably incurred on behalf of the Coalition.

**Section 6. Duties of Officers.**

(a) **President.** The President shall be the chief executive officer of the Coalition, subject to

the direction and control of the Board of Directors, to whom he or she is responsible for the affairs of the Coalition and for the performance of its other officers and its employees. The President may sign and execute, in the name of the Coalition, deeds, mortgages, leases, bonds, contracts, and other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Coalition. The President shall report to the Board of Directors at its annual meeting and at such other times as the Board may by resolution designate with respect to the affairs of the Coalition. In general, the President shall perform all duties incident to the office of President and chief executive officer of the Coalition, and such other duties as from time to time may be assigned to him or her by the Board of Directors. The President, or his or her designee, shall preside at all meetings of the Board of Directors.

**(b) Secretary.** The Secretary shall:

- (1)** Certify and keep at the principal office of the Coalition, or at such other place as the Board of Directors may order, the original or a copy of the Bylaws as amended to date;
- (2)** Keep at the principal office of the Coalition, or at such other place as the Board of Directors may order a book of minutes of all proceedings of the Board of Directors and of each committee thereof;
- (3)** Cause all notices to be duly given in accordance with the provisions of the Bylaws or as required by law;
- (4)** See that the books, reports, statements, and all other documents and records required by law are properly kept and filed;
- (5)** Exhibit at all reasonable times to any Director, upon request, the Bylaws and minutes of proceedings of the Board of Directors; and
- (6)** In general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

If the Board of Directors appoints one or more Assistant Secretaries, then all or any portion of the powers of the Secretary may be delegated by the Board of Directors, or by the Secretary, to such Assistant Secretary or Assistant Secretaries.

**(c) Treasurer.** The Treasurer shall be the chief financial officer of the Coalition and, in that capacity, shall:

- (1)** Have charge and custody of, and be responsible for, all funds and securities of the Coalition, and deposit all such funds in the name of the Coalition, in such banks, trust companies, or other depositories as shall be authorized by the Board of Directors (or the committee, officer or officers, or agent or agents to whom such authority has been delegated by the Board of Directors pursuant to Article V, Section 2);
- (2)** Keep and maintain adequate and correct accounts of the Coalition's properties and business

transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus;

(3) Exhibit the books of account and records to any Director, upon request, during business hours at the office of the Coalition where such books and records are kept;

(4) Render, upon request, a statement of the condition of the finances of the Coalition at all meetings of the Board of Directors, and render a full financial report at the annual meetings of the Board of Directors;

(5) Receive, and give receipt for, monies due and payable to the Coalition from any source whatsoever; and

(6) In general, perform all the duties incident to the office of Treasurer and chief financial officer of the Coalition and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

If the Board of Directors appoints one or more Assistant Treasurers, then all or any portion of the powers of the Treasurer may be delegated by the Board of Directors, or by the Treasurer, to such Assistant Treasurer or Assistant Treasurers.

**Section 7. Executive Director.** The Board of Directors may retain an Executive Director of the Coalition, who shall hold office at the pleasure of the Board. The compensation and other terms of employment of the Executive Director shall be determined by the Board of Directors. The Executive Director shall have responsibility for the day-to-day administration and operation of the Coalition, with final authority in such matters remaining with the President or the Board of Directors, as the case may be. The Executive Director shall receive notice of (at the same time and in the same manner prescribed for notices to the Directors) and be invited to attend all meetings of the Board of Directors, except where a majority of the Directors determine that such attendance would not be appropriate, but the Executive Director shall not have a vote with respect to any matter considered by the Board.

## **ARTICLE V**

### **Contracts; Financial Administration; Gifts**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Coalition, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition, and such authority may be general or confined to specific instances.

**Section 2. Deposits and Accounts.** All funds of the Coalition not otherwise employed shall be deposited from time to time in general or special accounts with such banks, trust companies, or other depositories as the Board of Directors, or any committee to which such authority has been delegated by the Board of Directors, may select, or as may be selected by any officer or officers, or agent or agents of the Coalition to whom such power may from time to time be delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for the account of the Coalition, checks, drafts, and other orders for the payment of money that is payable to the order of the Coalition may be endorsed, assigned, and delivered by such officer or officers,

employee or employees, or agent or agents of the Coalition as determined by the Board of Directors or by any committee or officer to which authority has been delegated by the Board of Directors. The Board of Directors may delegate to any committee or officer the authority to establish and operate bank, trust, investments, and safekeeping accounts on behalf of the Coalition, and such power and authority may include the power and authority to terminate any such account and the ability to designate, from time to time, the individuals with signatory authority over any such accounts.

**Section 3. Bonds.** At the discretion of the Board of Directors, the Coalition may secure bonds for the faithful discharge of the duties of any Director, officer, agent, or employee of the Coalition who has custody of or discretion over any funds of the Coalition.

**Section 4. Corporate Records.** The Coalition shall keep at its principal place of business original or duplicate copies of (a) a record of the proceedings of the Board of Directors to date; (b) the Bylaws, including all amendments thereof to date, certified by the Secretary or an Assistant Secretary; and (c) appropriate, correct, and complete books and records of account.

**Section 5. Gifts.** The Board of Directors may accept on behalf of the Coalition any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Coalition.

## **ARTICLE VI**

### **Prohibition Against Discrimination**

The Coalition shall not unlawfully discriminate against any person with respect to any grant, scholarship, loan, aid, financial assistance, or any advantage, facility, privilege or service of the Coalition.

## **ARTICLE VII**

### **Indemnification and Insurance**

The Coalition may purchase and maintain insurance on behalf of itself or any person who is or was a Director, officer, advisor, employee, or agent of the Coalition against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such. The Coalition shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a Director, officer, advisor, employee, or agent of the Coalition, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. Such indemnification shall not be exclusive of any other rights to which such officer or member may be entitled under any Bylaw, agreement, vote of the Board of Directors or otherwise.

## **ARTICLE VIII**

### **Fiscal Year**

The fiscal year of the Coalition shall begin on July 1 and end on June 30 each year unless otherwise determined by the Board of Directors.

## **ARTICLE IX**

### **Amendments**

The Bylaws may be amended by the Board of Directors (a) by the vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present or (b) by unanimous consent in writing without a meeting.



**CERTIFICATE**

The undersigned, being the duly appointed Secretary of the Coalition Of Lifelong Learning Organizations, hereby certifies the foregoing to be the Bylaws of the Coalition as adopted at a meeting of the Board of Directors held on August 11, 2009.

Dated: August 11, 2009

A handwritten signature in black ink that reads "Thomas J. Kowalik". The signature is written in a cursive style with a horizontal line above the first few letters.

Thomas Kowalik, Ed.D, Secretary