

# **Senior University of Greater Atlanta, Inc. NON-PROFIT CORPORATION BYLAWS**

## **ARTICLE I NAME**

### **1.01 Name**

The name of this Corporation shall be Senior University of Greater Atlanta, Inc.

## **ARTICLE II PURPOSES AND POWERS**

### **2.01 Purpose**

(a) Senior University of Greater Atlanta, Inc. is a non-profit Corporation and shall be operated exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (IRC), or the corresponding section of any future Federal tax code.

(b) The Corporation offers lifelong educational opportunities for senior adults who consider education an important and integral part of their lives. It provides a place for seniors to broaden their intellectual experiences, remain current with world affairs, make new friends and stay physically and mentally active. Courses are offered in subjects such as art, literature, music appreciation, history, religion, government, politics, law, health, technology, science, business, finance, economics, entertainment and personal enrichment. Collateral activities available may include trips, book club, book exchange, luncheons and volunteer opportunities within the organization.

(c) To maximize our impact on current efforts, we may collaborate with other non-profit organizations which are qualified under IRC section 501(c)(3) and which are operated exclusively for educational and charitable purposes.

### **2.02 Powers**

The Corporation shall have the authority, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable

purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### 2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. The Corporation shall be registered as a Georgia non-profit Corporation and shall be recognized as tax exempt under IRC section 501(c)(3).

(b) Exempt activities limitation. No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will 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 Corporation will not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under IRC section 501(c)(3) and the corresponding Georgia statute, or (b) by a corporation contributions to which are deductible under IRC section 170(c)(2) and the corresponding Georgia statute.

(c) Dissolution or Termination. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation for one or more exempt purposes within the meaning of IRC section 501(c)(3) or to a state or local government, for a public purpose. Any such assets not disposed of will be disposed of by the Superior Court of the county in which the registered office is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

#### 2.04 Registered Office and Agent.

The Corporation shall maintain a registered office in the State of Georgia which may be, but need not be, the same as its place of business. It shall have a registered agent whose address is identical to the address of the registered office.

#### 2.05 Other Offices.

The Corporation may have other offices at such place or places, within the State of Georgia, as the Board of Directors may deem to be desirable.

#### 2.06 Governance

The Corporation shall be governed by its Articles of Incorporation, By-Laws, and the Georgia Nonprofit Corporation Code. The Corporation shall be managed by its Board of Directors. The Board may establish committees and a management structure to assist the Board in fulfilling the purposes and objectives of the Corporation.

### ARTICLE III MEMBERSHIP

#### 3.01 Membership

(a) The general membership shall consist of all individuals over the age of 50 properly enrolled and in good standing with all amounts paid. Payments shall be non-refundable. Each Member in good standing shall have one vote at any membership meeting.

(b) Termination of Members. Membership shall be terminated upon failure to pay dues and fees.

(c) Privileges of Membership. Members in good standing: (1) may attend all classes and other functions of the Corporation; (2) may vote at any membership meeting. Membership shall be solely determined by the Board of Directors.

(d) The general membership shall hold one regular meeting each year on a date set by the Board of Directors for the election of Directors and for such other purposes as may be appropriate. Special meetings of the general membership may be held upon the call of the Board of Directors, provided at least two weeks' notice

shall have been given to the general membership of the purpose, time, date, and place of such special meeting.

## ARTICLE IV BOARD OF DIRECTORS

### 4.01 Number of Directors

The Senior University of Greater Atlanta shall have a Board of Directors consisting of at least nine and no more than fifteen voting Directors.

### 4.02 Ex-Officio Members of the Board of Directors.

The Executive Director, Chairs of the Standing Committees and past Presidents of the Corporation or its predecessor organizations shall serve as non-voting members of the Board of Directors.

### 4.03 Nominations and Election

The current Officers shall serve as the Nominating Committee for the purpose of nominating to the general membership a slate of candidates for election to the Board positions which shall become vacant at the end of the fiscal year. The report of the Nominating Committee shall be made to the Board of Directors, which shall advertise it to the general membership at least two weeks prior to the annual membership meeting. A majority of the Members present and voting at the annual meeting shall determine the results of the election.

### 4.04 Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the Senior University of Greater Atlanta shall be managed under the direction of the Board, except as otherwise provided by law.

### 4.05 Terms

(a) All voting Directors shall be elected for a three-year term; however, the term may be extended until a successor has been elected.

(b) Director terms shall be staggered so that approximately one third the number of Directors will end their terms in any given year.

(c) Directors may serve terms in succession.

(d) The term of office shall commence at the beginning of the next fiscal year unless the Director is filling a vacancy.

#### 4.06 Qualifications and Election of Directors

In order to be eligible to serve as a Director on the Board of Directors, the individual must have been a member of the Corporation for at least one year. Directors shall be elected at the annual general membership meeting by the majority vote of the Members present and voting at the meeting.

#### 4.07 Vacancies

The Board of Directors may fill vacancies due to resignation, death, or removal of a Director for the balance of the term of the Director being replaced.

#### 4.08 Removal of Directors

A Director may be removed by two-thirds vote of the voting members of the Board of Directors then in office, if:

(a) the Director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The President is empowered to excuse Directors from attendance for a reason deemed adequate by President. The President shall not have the power to excuse him/herself from Board meeting attendance and in that case, the Vice President shall excuse the President. Or:

(b) for cause, provided the Director in question is given electronic or written notification of the reasons for the proposed removal at least two weeks before a special or regularly scheduled meeting of the Board of Directors at which the removal will be discussed and the Director given an opportunity to be heard. Witnesses may be also be called by any Director.

#### 4.09 Board of Directors Meetings.

(a) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days notice by first-class or electronic mail, or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the Board may be called by the President, Vice President, Secretary, or any two (2) other members of the Board of Directors. A special meeting must be preceded by at least two days' notice to each Director of the date, time, and place. The purpose of the meeting need not be specified.

(c) Waiver of Notice. Any Director may waive notice of any meeting, in accordance with Georgia law.

#### 4.10 Manner of Acting.

(a) Quorum and Executive Session. A majority of the voting Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present. The Board of Directors by a majority vote at which a quorum is present may elect to hold a meeting or a portion thereof in Executive session. Any motions and official actions made in Executive session shall be entered in the minutes of the meeting. Otherwise any meetings of the Board of Directors shall be open to the Members.

(b) Majority Vote. Except as otherwise required by law, the Articles of Incorporation, or the Bylaws, the act of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board.

(c) Participation. Except as required otherwise by law, the Articles of Incorporation, or Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by

which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

(d) Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken if consent in writing, setting forth the action so taken, shall be approved by a majority of the Board. For purposes of this section an electronic transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent and the action is ratified at the next regular or special meeting of the Board.

#### 4.11 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities.

#### 4.12 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

### ARTICLE V COMMITTEES

#### 5.01 Committees

(a) The Board of Directors may designate one or more standing committees, each consisting of two or more Members of the Corporation to serve at the pleasure of the Board. The Board may also designate ad hoc committees to serve as needed. All committee actions are subject to approval by the Board of Directors and are not valid without such approval.

#### 5.02 Meetings and Action of Committees

The Chair of the Committee shall schedule meetings and structure proceedings of the committee in consultation with the committee

members. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

### 5.03 Standing Committees

#### (a) Curriculum Committee

- (1) Plan for classes to be presented by suitable volunteer instructors, keeping in the mind the interests of members and the mix of classes recently presented.
- (2) Identify potential instructors for classes and determine their qualifications, availability, and interest.
- (3) Prepare proposed schedules for future quarters and obtain Board approval prior to publication.
- (4) Publish announcements of classes to be offered each quarter.
- (5) Provide biographical information to the Instructor Biography Recruiter.
- (6) Provide instructors' contact information to the Thank You Note Writer.
- (7) Provide instructors' contact information to the Coordinator and the Special Events Planner.
- (8) Maintain records of classes offered and instructors used.

#### (b) Facilities Committee:

- (1) Ensure that the assigned classroom space is available and properly set-up prior to class times.
- (2) Set up tables and chairs, as needed, for the Executive Director and for coffee break supplies.
- (3) Ensure the availability of equipment needed for Senior University activities.
- (4) Ensure that all Senior University equipment and property is properly put away and secured when no longer needed for the day's activities.
- (5) Seek assistance from facility service personnel (e.g., audio/visual staff) and member volunteers, as needed.

### 5.04 Appointment

The President, with the approval of the Board of Directors, shall appoint Committee chairs. Each Committee chair shall appoint committee members as he/she deems appropriate



## ARTICLE VI OFFICERS

### 6.01 Board Officers

The officers of the Corporation shall be determined by the Board. There shall be a Board President, Vice-President, Secretary, and Financial Officer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional Vice-Presidents and such other officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where the action of two or more officers is required.

### 6.02 Term of Office

Each officer shall serve a one-year term of office. Each Board officer's term of office shall commence at the beginning of the next fiscal year after his/her election.

### 6.03 Removal and Resignation

Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective. The Board of Directors may remove an officer at any time, with or without cause, by giving written notice of Board intention to the officer at least 4 weeks prior to voting on removal. The officer shall be given an opportunity to be heard – in person or in writing. Removal shall be by two thirds (2/3) vote.

#### 6.04 President

The President shall be the chief volunteer officer of the Corporation. The President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors and membership meetings, and shall perform all other duties incident to the office or properly required by the Board of Directors.

#### 6.05 Vice President

In the absence or disability of the President, the Vice-President shall perform the duties of the President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the President.

#### 6.06 Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary may appoint, with approval of the Board, a Director to assist in performance of all or part of the duties of the Secretary.

#### 6.07 Financial Officer

The Financial Officer shall be appointed by the Board and may be, but is not required to be, an elected member of the Board. If not an elected member, the Financial Officer serves as an ex-officio member of the Board. The Financial Officer is responsible for oversight of the financial condition and financial affairs of the Corporation, shall oversee payroll and budget preparation, and shall ensure that

appropriate and timely financial reports and government filings, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors as may be required by the Board of Directors. The Financial Officer shall perform all duties properly required by the Board of Directors or the President. The Financial Officer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Financial Officer. The Financial Officer is responsible for dealings with the financial institution used by the Corporation, shall have authority to sign financial instruments (with other officers pursuant to Board policy), and shall provide periodic reports to the Board.

#### 6.08 Limitation of Liability.

To the fullest extent that the Georgia Nonprofit Corporation Code permits the limitation or elimination of the liability of Directors and Officers, no Director or Officer of the Corporation shall be personally liable to the Corporation or its Members for monetary damages for breach of duty of care or other duty as a Director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

## ARTICLE VII EXECUTIVE DIRECTOR AND OFFICIALS

#### 7.01 Terms.

There shall be an overall Executive Director and other Officials, to serve on a fiscal-year basis, with duties and responsibilities as indicated.

#### 7.02 Senior University Executive Director

(a) Coordinate all administrative and personnel matters of the Corporation in accordance with the decisions and directions of the Board.

(b) Serve as an ex-officio member of all the Board of Directors and of all committees.

- (c) Ensure that all committees and officials are aware of and are carrying out their respective responsibilities.
- (d) Provide direction, training and assistance, as necessary, to committees and officials.
- (e) Handle general inquiries, complaints, and suggestions.
- (f) Maintain appropriate records of Senior University activities and property, and ensure that such records and property are properly secured.
- (g) Ensure that proper records of Members' names and contact information are maintained.
- (h) Ensure that a directory of all Members is prepared at least annually.
- (i) Oversee the receipt, recording, and timely deposit of members' payments.
- (j) Ensure that those individuals regularly attending classes are paid Members and prepare name badges for in-person classes.
- (k) Ensure that timely rental payments and other payments are made to the appropriate parties.
- (l) As appropriate, share information with Members about matters of interest, including other members' health and fortune.
- (m) Prepare and present reports each quarter to the Board of Directors on finances, membership, curriculum and other such matters and in such form as the Board may direct.
- (n) Perform other duties and responsibilities as may be assigned by the Board of Directors from time to time.

### 7.03 Officials

Other persons may be appointed as needed to perform important functions relative to the operation of the Corporation. These may include the following:

- (a) Travel Planner: On a regular basis, plan and manage all aspects of extended and/or one-day trips for members and guests.
- (b) Newsletter Editor: Compile, edit and distribute a newsletter for Senior University to be published once each quarter.
- (c) Special Events Planner: Plan and manage all aspects of periodic special events for Senior University Members, such as a Spring Luncheon honoring committees and a Holiday Luncheon honoring class instructors. Recruit volunteers to assist as needed

- (d) Coffee Break Steward: Ensure that supplies for preparation of coffee and other hot drinks are available for members during the break, recruiting volunteers to help with set-up and clean-up.
- (e) Instructor Biography Recruiter: Enlist a volunteer from each class to introduce the class instructor at their first class each quarter. Provide the volunteer with a brief biography that has been prepared using biographical information from the Curriculum Committee and other sources as appropriate. Ensure that the volunteers understand that their job includes making announcements and circulation and return of the class roster each week.
- (f) Book Club Leader: Plan, publicize and manage periodic meetings of interested members for the discussion of selected books.
- (g) Book Rack Monitor: Ensure that donated books and magazines are available for loan to members on a regular basis before/after class meetings.
- (h) Thank You Note Writer: Using contact information provided by the Curriculum Committee, prepare and mail Thank You Notes to each instructor/coordinator who has just completed the presentation of a full-quarter course for Senior University.
- (i) Zoom Team Coordinator: Recruit, train, and coordinate volunteer members to serve as hosts and co-hosts of classes presented via Zoom.
- (j) Webmaster and YouTube Administrator: Oversee the functionality of the SUGA website; evaluate and manage website performance; maintain and update website content; and manage the SUGA YouTube presence.

#### 7.04 Appointment

The President, with the assistance, as needed, of the Board of Directors, shall ensure that the Executive Director and needed Officials are appointed. The Executive Director and each Official shall enlist such volunteers for assistance as he/she deems appropriate.

## ARTICLE VIII CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

### 8.01 Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, insurance, and other agreements of the Corporation shall be executed on its behalf by the President or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

#### 8.02 Payments

All checks, drafts, or other orders for payment of money issued in the name of the Corporation, shall be signed by such officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. Any check, draft or other orders for the payment of money or transfer of funds of the Corporation in an amount of \$2499.00 or more shall require the signature of any two such officers or agents and shall require the approval of the Board of Directors.

#### 8.03 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

#### 8.04 Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless previously authorized by resolution of the Board.

#### 8.05 Indemnification and Insurance

(a) The provisions of O.C.G.A. 14-3-850 et. seq. relating to indemnification by the Corporation of any person who has served as an Officer or Director of the Corporation, or who has brought an action in the right of the Corporation, is adopted by the Corporation by reference, except that as permitted under the Articles of Incorporation, no advance payment by the Corporation for any expense or liability permitted under the Code is authorized unless paid through an insurance policy maintained by the Corporation for this purpose. All decisions concerning the payment of funds under this section, when not paid under a policy of insurance, shall be made

by a majority vote of the Board of Directors.

(b) The Corporation may purchase and maintain insurance on behalf of all persons who are or were Directors, Officers, employees or agents of the Corporation, or who were serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Title.

(c) If any expenses or other amounts are paid under the provisions of this section of the Bylaws, whether by action of the Board of Directors, court order or an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall send by first class or electronic mail to the members of the Board of Directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation. This notice shall be sent within 30 days of payment.

(d) Limits of Indemnification. Indemnification and payments shall be limited to events and amounts covered by the Corporation's Director and Officer's liability insurance and shall be determined by the Corporation's liability insurance carrier.

(e) The Corporation adopts the provisions of O.C.G.A. 14-3-860 et. seq. regarding rules governing the procedures to be applied when a Director has a conflicting interest in a transaction involving non-profit corporations by reference.

(f) The Corporation may purchase and maintain premises liability insurance in an amount and type to be determined by the Board of Directors.

## ARTICLE IX MISCELLANEOUS

#### 9.01 Books and Records

(a) The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the Corporation shall maintain a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

(b) The provisions of O.C.G.A. 14-3-1601 et. seq., relating to the records of the Corporation, and the right of members to inspect, copy or review the Corporation's records, is adopted by reference. The Board of Directors may adopt rules or regulations to implement these provisions.

#### 9.02 Fiscal Year

The fiscal year of the Corporation shall be from January 1 through December 31.

#### 9.03 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, officer, employee, or member of a committee with Board-delegated powers. Each Director shall annually affirm they comply with the policy on a form provided for that purpose.

#### 9.04 Nondiscrimination Policy

The officers, Directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Senior University of Greater Atlanta not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

#### 9.05 Bylaw Amendments



These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors at a regular or special meeting and a vote of the majority of the Members at a regular or special meeting, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as an exempt Corporation under IRC Section 501(c)(3);

(b) that an amendment which affects the voting rights of Directors requires ratification by a two-thirds vote of the Board of Directors at a regular or special meeting and a two-thirds vote of the Members at a regular or special meeting; and

(c) that all amendments be consistent with the Articles of Incorporation and applicable law.

## ARTICLE X AMENDMENT OF ARTICLES OF INCORPORATION

### 10.01 Amendment

Any amendment to the Articles of Incorporation must be adopted by approval of two-thirds of the Board of Directors at a regular or special meeting and filed with the Secretary of State.

## CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated amended Bylaws of the Corporation were approved by the Board of Directors on February 1, 2023, and by the Membership at the annual meeting on November 10, 2023, and constitute a complete copy of the amended Bylaws of the Corporation.

Secretary: Gisela McClellan

Date: November 10, 2023

Amended by Board of Directors 2.1.2023  
Approved by Membership 11.10.2023