

LINEC
Learning Institute of New England College
BY-LAWS
(approved September 10, 2022)

Section 1 – NAME

LINEC, the Learning Institute of New England College, is a not-for-profit membership organization in Henniker, New Hampshire, affiliated with New England College under the terms of a Memorandum of Understanding between the organizations which, as such, may be amended from time to time (See Section 7). LINEC is a member of the Road Scholar Institute Network.

Section 2 – PURPOSE

The purpose of LINEC is to provide non-credit learning opportunities through fee-based courses and reading, discussion, or other learning groups for its members.

Section 3 – MEMBERSHIP AND FEES

LINEC membership is open to any adult who pays annual dues as set by the LINEC Steering Committee. Fees for attending courses or learning groups are set by the Steering Committee.

The Steering Committee may sponsor the membership of any individual or group with physical or financial need.

Section 4 – GOVERNANCE

LINEC's governing body shall be a *Steering Committee* of up to fourteen members, nine of whom have been elected by the Membership at its Annual Meeting and up to five ex officio members as defined in Section 5. All members, both elected and ex officio, shall be voting members. Three Steering Committee members shall be elected each year to serve a three-year term. Elected members shall serve no more than two consecutive three-year terms, but may be re-elected after a one-year break. During their tenure, elected members of the Steering Committee are expected to serve on one of LINEC's Standing Committees, as one of its officers, or in another established position. Officers shall be elected at the first Steering Committee meeting after the Annual Meeting. Any elected vacancies of the Steering Committee may be filled by appointment of the Chair with the approval of the Steering Committee for the remainder of the vacated term. A quorum of the Steering Committee shall consist of a majority of its members then serving.

LINEC shall also have an Executive Committee. The Executive Committee shall consist of the Chair, Vice Chair, Treasurer and Secretary of the Steering Committee. The Chair and Vice Chair shall, respectively, serve as the chair and vice chair of the Executive Committee. A quorum shall consist of a majority of the Executive Committee members. The Executive Committee shall be empowered (1) to act for the Steering Committee in situations requiring actions between regular Steering Committee meetings, when it is not otherwise feasible for the Steering Committee to act in a timely manner, and (2) to approve unbudgeted expenses necessary to carry out such actions. Any actions taken by the Executive Committee shall be reported to the Steering Committee at its next regularly scheduled meeting. The Executive Committee shall meet at the discretion of the Chair for purposes within its permitted authority.

New England College and LINEC may arrange for a liaison to interface with LINEC. That individual shall have a standing invitation to attend Steering Committee and Membership meetings.

Section 5 – ORGANIZATION

LINEC's business is organized and administered through a variety of committees, and is overseen by the Steering Committee, who are responsible for the continued functioning of LINEC, or the Executive Committee as provided in Section 4 of these By-Laws.

Meetings: The Steering Committee shall meet as often as necessary to carry out the purpose of the organization but at least quarterly. The time and place of these meetings, which are open to all members, shall be publicized in advance.

An Annual Membership Meeting shall be held prior to October first of each year. Other meetings of the LINEC membership may be called by the Steering Committee or by any six or more LINEC members. All LINEC members shall be notified of the time and place of any LINEC membership meeting by U.S. mail at least fourteen days in advance.

Officers: The Steering Committee shall annually elect by majority vote from among its members the following officers:

Chair - to preside over meetings and represent LINEC

Vice-Chair - to act for and assist the chair and serve in the Chair's absence

Secretary - to record the minutes of all meetings

The Steering Committee shall also elect annually from among LINEC membership a:

Treasurer - to serve as an officer and keep an account of all income and expenditures. Financial reports will be made quarterly to the Steering Committee and an annual report and budget proposal will be presented at the Annual Meeting. The Treasurer is an ex officio member of the Steering Committee and the number of terms the Treasurer may serve is unlimited.

Committees: The Steering Committee has several Standing Committees to help it carry out the purpose of the organization. They are:

Curriculum – researches and plans courses; recruits instructors and facilitators;

Catalog – creates and publishes course catalogs and fliers; distributes catalogs prior to each term;

Marketing and Publicity – advertises LINEC course offerings and seeks to attract new members; oversees distribution of fliers and posters;

Nominating – recruits and proposes to the membership at the Annual Meeting candidates for election to the Steering Committee and to the position of Auditor.

The Steering Committee will appoint the chair of each Standing Committee. The members of these committees shall be chosen and appointed by the Standing Committee Chair and shall come from the general LINEC membership. Committee members may also be members of the Steering Committee. The length of the terms for Standing Committee Chairs and members is unlimited. The Curriculum, Catalog, Marketing/Publicity, and Nominating Committee Chairs shall be ex officio members of the Steering Committee.

Other committees with a specific duty and tenure may be created by the Steering Committee.

The Steering Committee may create and fill other positions necessary to assist in carrying out the purpose of the organization.

Duties and responsibilities of committees and positions will be maintained in the *LINEC Job Descriptions* document.

All committees and positions shall report to the Steering Committee.

Section 6 – FINANCES

LINEC's fiscal year shall begin on the first day of July and end on the last day of June. Annual membership dues are payable at the beginning of the fall semester and allow the member to register for courses during the current academic year (fall through summer sessions). Membership dues are not required to register for just the summer term. Annual membership dues, as well as course fees, shall be set by the Steering Committee.

An Auditor to perform an annual audit of LINEC's financial records shall be elected by the general membership annually during the Annual Meeting.

The annual report of the Treasurer shall be audited and the results of such audit shall be reported to the membership at the Annual Meeting. The annual budget shall be presented for approval by the membership at the Annual Meeting.

Section 7 - CONTRACTS AND OTHER DOCUMENTS

The Steering Committee, except as otherwise required by applicable law or these Bylaws, may authorize any Officer or Officers to enter into any contract, agreement or memorandum of understanding, and deliver any instrument or document, in the name of and on behalf of LINEC. Such authority may be general or may be confined to, or qualified by, certain conditions or circumstances.

The Steering Committee shall review and consider any appropriate proposals for amendments to the Memorandum of Understanding between LINEC and New England College (the MOU) when and as necessary, and at least annually and prior to its annual anniversary date. The Steering Committee shall approve the final form of each or any superseding MOU.

Section 8 – INDEMNIFICATION

LINEC may indemnify a person who is or was a Steering Committee member or other officer, employee or duly authorized agent of LINEC to the extent authorized by law and may purchase and maintain insurance to protect LINEC and such persons from liability.

Section 9 –AMENDMENTS

These By-Laws may be amended by a majority vote of members present at the Annual Meeting or at a special meeting of the membership called by the Steering Committee and noticed to the membership for the purpose of amending the By-Laws. Any proposed amendments to be presented at an Annual Meeting must be presented to the Steering Committee no later than the first of July. The Steering Committee shall approve, amend or disapprove any amendment proposals and finally determine which, and the form and content, of the proposals to be voted on by the members. The Steering Committee will notify the members in writing of the proposed amendments, including a reference to where such amendments may be reviewed, at least fourteen days prior to the Annual Meeting.

Section 10 – DISSOLUTION

Any action to dissolve LINEC must be approved by a two-thirds (2/3) majority of the voting members present at a Steering Committee meeting. This meeting, to include consideration of dissolution, shall be noticed to all LINEC members. In the event of the dissolution of the organization, and after the payment of all outstanding debts and obligations, all of the assets remaining shall be given to New England College for a specific purpose to be agreed upon by the College and the Steering Committee at the time of dissolution.

Section 11 – REVIEW OF BY-LAWS

These By-Laws shall be reviewed by the Steering Committee when and as necessary but no less frequently than every two years.