

BYLAWS OF THE IDAHO LIFELONG LEARNING ASSOCIATION (ILLA), INC.
ARTICLE I
BOARD OF DIRECTORS

Section 1. Duties of the Board of Directors

The Board of Directors shall manage the general affairs, property and operations of the Association; interpret and implement its policies; prepare an annual budget and authorize expenditures within its limitations; assign duties and responsibilities among the officers and members; and carry out instructions of the membership as agreed upon at the annual meeting.

Section 2. Number and Term of Directors

The governing board shall consist of a minimum of six directors who shall be elected by the members of this Association. Each director shall hold office for the term elected and/or until a successor is elected and qualified.

Section 3. Initial Board of Directors

The initial Board of Directors shall consist of a President; Vice-President, (who shall also hold the position of President-Elect); and a director from each membership category of the Association. An additional director, holding the position of Past President, shall be added to the Board of Directors upon the expiration of the term of office of the first elected President. Other directors may be added to the Board upon the formation of other membership categories or to accommodate growth within a particular membership category. For each membership category, a director will be created for the first 25 members in that category. A second position may be created for members in excess of the first 25 members.

Section 4. Terms of Office

The President and Vice-President shall serve for a term of one year, and all other directors shall serve for a term of two years. The office of President and Vice-President (President-Elect) will rotate among the membership classification in alphabetical order of the initial membership categories. If additional membership categories are added to the Association, each new membership category shall enter the Association assuming a position of last place for the purpose of establishing the succession order to the office of President. If a membership group does not have a nomination for the office of President for the year in which such group possesses the right, it may pass the rotation to the next classification and have the opportunity to nominate in the subsequent year. If the membership category possessing the right to nominate a candidate to the office of President passes the opportunity on two successive years, the membership category will relinquish its right to nominate on the present rotation and will drop to a position of last place.

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Section 5. Vacancies and Successions of Board of Directors

The Board shall have the power to fill any vacancy in any office occurring for any reason. In the interim between elections, the Board of Directors shall fill vacancies that may occur except in the office of President. In the event the President's office becomes vacant, the Vice-President (President-Elect) shall succeed to the Presidency. The Vice-President's (President-Elect's) succession to the office of President shall not be considered part of the regular one-year term which would begin at the close of the next annual meeting.

Section 6. Power to Make Bylaws

The Board of Directors shall have the power to make, alter, or amend any bylaw or bylaws, including the fixing and altering of the number of Directors, providing the qualifications, classifications, or term of office of any member of the existing board shall not be affected.

Section 7. Power to Elect Officers and Agents

The Board of Directors shall manage the appointment of the President and Vice-President (President-Elect). The President-Elect will be the chair of the Nominating and Elections Committee. The President shall have the power to appoint a Secretary-Treasurer, subject to majority approval by the Board of Directors. The Vice-President (President-Elect) shall be elected by the membership at large from at least two nominations submitted from the voters of the eligible nominating membership classification.

Section 8. Power to Appoint Other Officers and Agents.

The Board of Directors shall have the power to appoint other officers and agents as the Board may deem necessary for the transaction of business of the Association.

Section 9. Removal From Office

Any officer, member of the Board of Directors, or agent may be removed from office by the Board of Directors when, in the judgment of the Board, the business interests of the Association will be served.

**ARTICLE II
MEETING OF THE BOARD OF DIRECTORS**

Section 1. Place of Meeting

The annual meeting of the Board of Directors shall be held at a place which shall coincide with the location and scheduling of the Association's conference. The exact location of the Board of Directors' meeting shall, therefore, be permitted to vary on an annual basis.

Section 2: Annual Meeting

An annual meeting of the Board of Directors shall be held each year on a date which coincides with the date(s) of the Association's conference. One of the purposes of the annual meeting shall be the election and appointment of officers to serve the following year and the transaction of any other business or functions which may properly come before the Board.

Section 3. Notice of Annual Meeting of the Board of Directors

At least thirty (30) days prior to the date fixed by the Board of Directors, written notice of the time and place of the meeting shall be mailed, as provided, to each member of the Board of Directors to vote at the meeting.

Section 4. Delayed Meeting

If, for any reason, the annual meeting of the Board of Directors is not held on the day designated, the meeting may be called and held as a special meeting. The notice of the meeting shall be the same required for the annual meeting -- not less than a thirty (30) day written notice.

Section 5. Special Meeting of the Board of Directors

A special meeting of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors. Upon receipt of a specification in writing signed by the President or by a majority of the Board of Directors, the Secretary shall prepare, sign and mail notices requisite to the meeting. Notice may be signed by the stamped, typewritten or printed signature of the Secretary.

Section 6. Notice of Special Meeting of the Board of Directors

Written notice of the time, place and purposes of any special meeting of the Board of Directors shall be mailed, as provided, to each board member at least thirty (30) days prior to the date fixed for the meeting.

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Section 7. Regular Meetings of the Board of Directors

In addition to the annual meeting of the Board, meetings of the Board of Directors may be scheduled in conjunction with the Association's annual conference and at regular intervals, at times and places to be determined by the Board. Written notice of regular meetings shall be sent to Board members not less than five days before the scheduled meeting is to occur.

Section 8. Waiver of Notice

Notice of the time, place and purpose of any meeting of the Board of Directors may be waived by personal appearance at the meeting or in writing.

**ARTICLE III
QUORUM**

Section 1. Quorum of Directors

A quorum at any meeting of the Board of Directors shall consist of those Board members present.

**ARTICLE IV
VOTING AND PROXIES OF THE BOARD**

Section 1. Number of Votes

At every meeting of the Board of Directors, each Board member shall be entitled to one vote in person or by proxy upon each subject properly submitted and to be voted upon.

Section 2. Proxies.

In order for proxies to be valid, they must be in writing and filed with the Secretary of the Association before the beginning of a Board meeting.

**ARTICLE V
OFFICERS**

Section 1. President.

The President shall be appointed to his/her position after successfully completing a term of office as the Vice-President (who shall also hold the title of President-Elect). The President shall serve as principal officer of the Association, be its representative to the public, preside at all meetings of the Association and Board of Directors, shall have control of the general and active management of the business of the Association, and shall see that all orders and resolutions of the Board are carried into effect. The President shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The term of office for the President shall be one year.

Section 2. Vice-President.

The Vice-President shall succeed to the presidency upon completion of the President's term of office. The Vice-President shall also hold the title of President-Elect. Duties of the Vice-President, and the performance thereof, shall be designated by the Board of Directors. The Vice-President will be the chairperson of the Nominating and Elections Committee. Selection of the Vice-President (President-Elect) shall be performed by a nomination and election process initiated by the respective membership category authorized to nominate for a given year. The term of office for the Vice-President (President-Elect) shall be for two years, one year in the capacity of Vice-President (President-Elect) and one year upon succession to the office of President.

Section 3. Secretary

The Secretary shall be appointed to office by the President, subject to majority approval by the Board of Directors. The term of office for the Secretary shall coincide with that of the President. However, a President may elect to retain an existing Secretary for their term of office. Individuals appointed to the office of Secretary can be either a member of the Board of Directors or a non-director. The Secretary may also hold the office of Treasurer as appointed by the President, subject to majority approval by the Board of Directors.

The Secretary shall attend all of the meetings of the Board of Directors and shall preserve in the records of the Association true minutes of the proceedings of all meetings. He or she shall safely keep in his or her custody the seal of the Association and shall have authority to affix it to all instruments where its use is required by statute, bylaw, or resolution, and shall perform any other duties as may be delegated by the Board of Directors.

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Section 4. Treasurer

The Treasurer shall be appointed to office by the President, subject to majority approval by the Board of Directors. The term of office for the Treasurer shall coincide with that of the President. However, a President may elect to retain an existing Treasurer for their term of office. Individuals appointed to the office of Treasurer can be either a member of the Board of Directors or a non-director. The Treasurer may also hold the office of Secretary as appointed by the President, subject to majority approval by the Board of Directors.

The Treasurer shall maintain custody of all Association funds and securities and shall keep in the books belonging to the Association. He or she shall maintain full and accurate accounts of all receipts and disbursements and shall deposit all monies, securities and other valuable effects in the name of the Association in the depositories designated for that purpose by the Board of Directors. He or she shall disburse the funds of the Association as may be ordered by the Board, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all treasurer transactions and of the financial condition of the Association.

If required by the Board, he or she shall deliver to the President of the Association, and shall keep in force, a bond in form, an amount with a surety or securities satisfactory to the Board, conditioned for faithful performance of duties of the office, and for restitution to the Association in case of death, resignation, retirement, or removal from office of all books, papers, vouchers, money and property of whatever kind in the possession or control of the Treasurer and belonging to the Association.

Upon request of the Board of Directors, the Treasurer shall submit financial statements and budgets to the Board.

**ARTICLE VI
NOMINATIONS AND ELECTIONS**

Section 1. Chairperson of the Nominations and Elections Committee

The Chairperson of the Nominations and Elections Committee shall be the Vice-President (President-Elect).

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Section 2. Nominations

Any member of an eligible membership category may submit to the Directors of that membership category, the names of people to be nominated for office.

The Directors of each membership category shall rotate the responsibility of submitting nominations for Vice-President (President-Elect) to the chair of the Nominations and Elections Committee at least thirty (30) days prior to the date of the annual meeting of the Association.

Section 3. Voting

Within ten (10) days following the annual meeting, ballots shall be mailed to current members in good standing. Persons joining the Association prior to the commencement of the annual business meeting will be given a voting ballot at the time of registration. Voting ballots must be returned by mail or at the annual meeting registration in order to be a valid vote.

**ARTICLE VII
MEMBERSHIP**

Section 1. Membership

Any individual who submits a membership application and pays such dues as are established by the Board of Directors will become a member of the Association.

Section 2. Classification of Members

Classification of members shall be as follows:

- A. Adult Literacy -- Persons involved in basic adult education/literacy.
- B. Community Education -- Community education personnel.
- C. Continuing Education and Short-Term Training -- Persons involved in continuing education, correspondence study, or short-term training for vocational schools.
- D. Higher Education and Industry Education -- College and university staff and faculty, and business and industry trainers.

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All members in good standing of the various categories, including all present and all future categories, shall possess the same membership rights.

Section 3. Selection of Classification

If a member qualifies for more than one classification, that person must choose which classification he/she will enter under at the time of application. The entering member classification shall remain for the duration of the entering year of membership. In subsequent years of membership a member may elect to join a different membership category, but in any given year cannot be a member of more than one membership category.

Section 4. Membership of Organizations or Institutions

The Board of Directors may accept any organization or institution which applies for membership and pays dues as are established.

Section 5. Membership Voting

All members in good standing may cast one vote on each item of Association business submitted to a vote.

Section 6. Institutional and Organizational Voting

Each institutional member and organizational member may designate one member to exercise the same rights and privileges as an individual member. The maximum number of members participating in an organization or group membership will be six. The membership dues for an institution or organization will be determined by the Board.

Section 7. Emeritus Memberships

To qualify as an Emeritus Member, the individual must have been a dues-paying member for at least five years and have retirement status. Emeritus members do not pay dues and receive a reduced rate for conference registration.

Section 8. Student Memberships

Student memberships will be available for degree-seeking individuals. Student members will be required to pay the membership fee as determined by the Board. Student members will receive a discounted rate for the annual conference as determined by the Board.

Section 9. Membership Scholarships

Education scholarships may be considered for degree seeking ILLA members. The scholarship may be awarded for books, tuition or other life-long learning related needs. The criteria for qualifying for education scholarships will be outlined on application forms. Applications will be sent to the ILLA Past-President by September 15 of each year. A committee comprised of ILLA past-presidents will determine the recipient(s) of the scholarship.

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Members may apply for a scholarship to attend the organization's annual conference. Applicants may apply for all or part of the conference fee, not to exceed a maximum of \$500. Applications for conference scholarships will be submitted to the ILLA Past-President by September 15 of each year. A committee comprised of ILLA past-presidents will determine the recipient(s) of the scholarships.

**ARTICLE VIII
COMMITTEES**

Section 1. Creation of Committees

The Board of Directors shall have the power to create standing, ad hoc, special, and any other committees deemed necessary to fulfill Association objectives. The power of each committee created shall be determined by the resolution creating the committee or by authority delegated to the committee at a later time. All power allocated to a committee shall be subject to and limited by the terms of the Association bylaws.

Section 2. Appointment of Committee Members

The President shall be responsible for the appointment of all members to the various committees. Appointments by the President shall require the concurrence of the Board of Directors, except for the committee on Nominations and Elections.

Section 3. Appointment of Chairpersons

The respective chairpersons of all standing committees shall report directly to the President and/or to the Board of Directors as the Board determines, and shall be appointed for the term of service corresponding with the term of the appointing President.

Section 4. Standing Committees

Standing committees of the Association shall include:

- A. Awards Committee.
- B. Legislative Committee.
- C. Nominations and Elections Committee.
- D. Constitution Committee.

**ARTICLE IX
AFFILIATION**

Section 1. ILLA Affiliation with Other Associations

While each member of the Association belongs to the Idaho Lifelong Learning Association (ILLA) and can choose to join other organizations, it is the intention of the Association to belong to the Mountain Plains Adult Education Association (MPAEA) regional association and the Association of Adult and Continuing Education (AAACE) at the national level.

Section 2. ILLA Ex Officio Board Members

As the state association representing MPAEA, elections to the MPAEA Board of Directors will take place from the ILLA membership at large. Any ILLA member elected to the MPAEA Board who is not an existing member of the ILLA Board of Directors, shall become an ex officio non-voting member of the ILLA Board. A member=s term on the MPAEA Board shall become the term of their membership in ex officio board member status on the ILLA Board.

**ARTICLE X
MEETING OF MEMBERS**

Section 1. Place of Meeting

Any or all meetings of the members of this Association may be held at a location to be established upon the scheduling of the Association=s conference.

Section 2. Annual Meeting of Members

An annual meeting of the members shall be held in each year on the date(s) and location established for holding the Association=s conference.

Section 3. Notice of the Annual Meeting to Members

At least ten (10) days prior to the date fixed for the holding of the annual meeting of the members, written notice of the time and place of the meeting shall be mailed, as provided, to each member of the Association to vote at the meeting.

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Section 4. Delayed Meeting

If, for any reason, the annual meeting of the members is not held on the day designated, the meeting may be called and held as a special meeting, provided that the notice of meeting shall be the same required as for the annual meeting -- namely, not less than a thirty (30) day written notice.

Section 5. Special Meetings of the Members

A special meeting of the members may be called at any time by the President, by a majority of the Board of Directors, or by a number of members constituting a quorum. The method by which the meeting may be called is as follows: upon receipt of a specification in writing signed by the President, by a majority of the Board of Directors, or by a number of members constituting a quorum, the Secretary shall prepare, sign and mail the notices requisite to the meeting. Notice may be signed by the stamped, typewritten or printed signature of the Secretary.

Section 6. Notice of Special Meeting of Members

At least thirty (30) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purposes of the meeting shall be mailed, as provided, to each member.

Section 7. Waiver of Notice

Notice of time, place and purpose of any meeting of the members may be waived by personal appearance at the meeting or in writing.

Section 8. Rules of Order

Robert's Rules of Order, Newly Revised, shall govern the conduct of the official business meetings of the Association.

ARTICLE XI
QUORUM

Section 1. Quorum

A quorum at any meeting of the Association shall consist of those members who are present at such meeting.

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**ARTICLE XII
VOTING AND PROXIES OF THE MEMBERS**

Section 1. Number of Votes

At every meeting of the members of the Association, each member shall be entitled to one vote upon each subject properly submitted to vote.

Section 2. Voting by Proxy

A member in good standing may vote in person or by proxy executed in writing by the member. No member proxy shall be valid after eleven (11) months from the date of its execution. Each proxy shall be revocable at the discretion of the member who executed it.

**ARTICLE XIII
NONDISCRIMINATION**

Section 1. Nondiscrimination

This Association shall not discriminate against any person on the basis of race, color, creed, religious affiliation, sex or national origin.

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These Bylaws of the Idaho Lifelong Learning Association, Inc., (ILLA) were revised and adopted at the ILLA Board of Directors meeting held the Eleventh day of April, 2001.

President

President-Elect

Director

Director

Director

Director

Director

Revised By-laws were presented to members and adopted at the annual business meeting held October 24, 2000 in Sun Valley, Idaho.