

BYLAWS OF SENIOR SCHOLARS

A North Carolina Non-Profit Corporation (DBA Senior Scholars at Queens of Charlotte)

Date Adopted or Amended: OCTOBER 10, 2021

These Bylaws replace ALL prior governing documents of this Organization in their entirety.

Article 1 – Purpose

The purpose of Senior Scholars (the “Organization”) is to provide educational and social programs (“Member Programs”) for its senior members and their friends and families generally within the greater Charlotte, North Carolina area and to support the educational activities of Queens University of Charlotte (“Queens”).

Article 2 – Membership

Membership in the Organization is open to all individuals, 50 years of age or older, upon payment of annual membership dues as established by the Board of Directors. The Organization year begins January 1. An annual meeting of members will be held at the last Member Program of the year (the “Annual Meeting”).

Article 3 – Governance

The Organization is governed by a Board of Directors consisting of seventeen (17) authorized voting Directors as follows:

- A. An Executive Committee of six (6) Directors, consisting of the following Officers:
 - (1) President
 - (2) 1st Vice President
 - (3) 2nd Vice President
 - (4) Technical Vice President
 - (5) Treasurer
 - (6) Secretary
- B. Two Directors consisting of the two (2) most recent past Presidents
- C. Nine (9) At-Large Directors

The President, 1st Vice President, and 2nd Vice President will serve only one (1) term of one (1) year. The President will be succeeded by the 1st Vice President, who will be succeeded by the 2nd Vice President at the end of their terms, or upon a vacancy. The nine (9) At-Large Directors will serve a term of three (3) years with the term of at least three (3) At-Large Directors completed each year and will be selected from Standing Committee members. There are no other restrictions on the number of Board Member terms.

The Board of Directors will approve all Officer nominations and may vote to replace or fill any vacancy of any Officer, Director, or Standing Committee Chairperson.

The Nominating Committee will propose a slate consisting of a 2nd Vice President and three (3) new At-Large Directors, for each coming year. The proposed new slate must be approved by the current year’s Board of Directors and then presented to members at the Annual Meeting.

Article 4 – Board of Directors and Executive Committee

The Board of Directors is responsible for setting the objectives and policies of the organization. The Executive Committee is responsible to the Board for leadership and execution of actions to accomplish those objectives and policies.

The Executive Committee will call regular monthly meetings of the Board of Directors, during the months when Member Programs are presented, to review the Organization’s operations. Meetings may be held in-person or

electronically. The quorum for Board of Director meetings will be at least eleven (11) out of seventeen (17) Directors, including four (4) Officers. All Standing Committee Chairpersons and Committee members are invited to attend and participate in Board of Directors meetings. Individual members are welcome to observe Board of Director meetings.

The Executive Committee may convene special meetings of the Board of Directors for issues that cannot reasonably be delayed until the next regular meeting. Board of Director meeting votes may be held in-person or electronically.

Article 5 – Member Programs

The 1st Vice President is responsible for leading the Curriculum Committee to develop a schedule of speakers for Member Programs. The Executive Committee will present the schedule of Member Programs to the Board of Directors for approval from time to time during the year. Programs will broaden the information base of members, promote community involvement, and challenge the intellect of members. Board Members, Committee Chairpersons, and all members are encouraged to suggest Program speakers and attend Curriculum Committee meetings.

The 1st Vice President will be assisted by Program Managers who are responsible for an area of speaker selections as members of the Curriculum Committee. Program Managers are appointed from time to time by the Executive Committee for an unlimited term. The Executive Committee may add or drop Program Managers, as required by speaker needs. The current Program Managers are:

Great Decisions Manager – Responsible for seeking speakers to discuss topics included in the annual Great Decision book published by the Foreign Policy Association.

Arts Manager – Responsible for seeking speakers to discuss topics in the areas of art, music, literature, popular culture, cinema, theatre, art history, and entertainment.

Science Manager – Responsible for seeking speakers to discuss topics in the areas of science, technology, science history, and research.

Health Manager – Responsible for seeking speakers to discuss topics in the areas of fitness, health, exercise, disease management, medical history and developments.

Business/Government Manager – Responsible for seeking speakers to discuss topics in the areas of business formation, general economics, tax policy, capital markets, product innovation, and governmental operations.

Article 6 – Duties of Officers

The President will preside at regular and special meetings of the Executive Committee, the Board of Directors, and the membership. The President is a member of all Standing Committees. The President is responsible for all communications to the membership and to the public.

The 1st Vice President will be responsible for selecting all speakers at Member Programs, will preside as Chairperson at meetings of the Curriculum Committee, and will perform duties of the President in the President's absence.

The 2nd Vice President will be responsible for performing the duties of the 1st Vice President in the 1st Vice President's absence and such other duties as assigned by the President and 1st Vice President.

The Technical Vice President will be responsible for maintaining the technical systems of the organization, will preside as Chairperson of the Technical Committee, and will be a member of the Website Committee.

The Treasurer will be responsible for the management of the funds of the Organization, for making financial reports at each regular meeting of the Board of Directors and for maintaining appropriate financial accounts, reports, and records for the organization. The Treasurer will present an annual budget for approval by the Board of Directors at least 60 days in advance of the end of the year. The Treasurer may choose to appoint one or more Assistant Treasurers to assist in performing financial tasks.

The Secretary will be responsible for maintaining minutes of all Board of Directors regular and special meetings, obtaining approval of the Board of Directors of such minutes, and maintaining an official paper record and a separate electronic record of all minutes, financial reports, and filings related to the Organization. The Secretary may choose to appoint one or more Assistant Secretaries to assist in performing secretarial tasks.

Article 7 – Standing Committees

The Standing Committees are integral to the functioning of the Organization. Unless otherwise provided, the Chairpersons of the Standing Committees are appointed from the membership, initially or upon a vacancy or in the event of replacement, by the Executive Committee for an unlimited term. Standing Committee Chairpersons are encouraged to recruit Co-Chairpersons, Assistant Chairpersons and Committee members from the membership as necessary to perform the Committee duties. The Board of Directors may create additional or dissolve existing Standing Committees as necessary to carry out the objectives of the Organization.

The current Standing Committees are:

Curriculum Committee – Chaired by the 1st Vice President, the committee is responsible for finding and recruiting speakers to maintain a continuous, high-quality series of programs of interest to the membership that advance the purpose of the Organization. The committee may propose payments to speakers or propose solicitations for funds for recruitment of speakers. The 2nd Vice President will be a member of the Curriculum Committee.

Nominating Committee – Chaired by the most recent past President, the committee will include the Chairpersons of the Membership Committee, the Website Committee, the Technical Committee, and the Wildacres Retreat Committee. The committee is responsible for proposing each year a slate of three (3) At-Large Directors from Standing Committee members and a 2nd Vice President from the membership for the coming year to the current year's Board of Directors. The committee should seek to promote a high level of accomplishment, creativeness, and diversity among proposed Board Members.

Membership Committee – The committee is responsible for enrolling new members, maintaining records of membership data and dues payments, collecting payments, reporting payments to the Treasurer, and reporting attendance, new members, and guests at Member Programs.

Social Committee – The committee is responsible for any social events for the membership and for refreshments served at any event or Member Program.

Website Committee – The committee is responsible for developing and maintaining an effective website for members and prospective members. The committee is also responsible for all electronic communications.

Technical Committee – The committee is responsible for providing support for software and technical equipment needed for speaker presentations and organization meetings, both live and virtual, recordings, and operations management.

Wildacres Committee – The committee is responsible for planning and managing an annual multi-day conference and retreat for interested members at the Wildacres Conference Center in North Carolina.

Field Trips Committee – The committee is responsible for planning and managing day trips to locations in the Charlotte area for interested members.

Lunch Bunch Committee – The committee is responsible for planning and managing luncheons at Charlotte area restaurants for interested members following regular speaker programs.

Diversity Committee – The committee is responsible for building the Organization’s membership representation from diverse groups within the Charlotte area community.

Venue Liaison Committee – The committee is responsible for meeting with venue representatives (currently Providence United Methodist Church “PUMC”) and reporting to the Board on matters affecting the venue.

Queens Liaison Committee – The committee is responsible for meeting with Queens administrators and seeking cooperation on matters of mutual interest.

Article 8 – Expenditures

No part of the organization’s assets or income shall inure to the benefit of any Member, Officer, or Director, except as compensation for expenditures incurred in carrying out its declared non-profit purposes. Expenditures not included in the annual budget as approved by the Board of Directors and under limits set by the Board of Directors may be made by the Treasurer with the approval of the President. All other expenditures must be separately approved by the Board.

Article 9 – Procedures

The Board of Directors may approve detailed operating procedures in order to carry out the intent of these Bylaws. Approved procedures will be considered as a subordinate addendum to these Bylaws. Procedures may be added, deleted, or amended by vote of more than 50% of the entirety of the Board of Directors.

Article 10 – Queens University

The Organization has enjoyed a close relationship with Queens and will support Queens programs that are aligned with the Organization’s purpose. A representative of Queens is invited to attend all regular Board Meetings to report on matters of mutual interest.

Article 11 – Amendments

These Bylaws may be amended by vote of more than 67% of the entirety of the Board of Directors. The Bylaws are subject to the North Carolina Nonprofit Corporation Act.

IN WITNESS WHEREOF, the Organization has adopted these Bylaws as of the date above written.

Senior Scholars, a North Carolina Non-Profit Corporation

Affirmed by: Ruth McDewitt Secretary

[Signature] President