

The Older Adult Learning Community Corporation **Constitution**

The Advisory Board of The Older Adult Learning Community Corporation

, in order to more permanently formalize the governing structure of this non-profit, volunteer organization, also known as TOALC, by this document hereby establishes its Constitution.

Article I: Name, History and Mission

Section 1: Name: The name of the organization shall be The Older Adult Learning Community Corporation (Aka TOALC). TOALC is a registered Pennsylvania corporation and a non-profit, under requirements of the Internal Revenue Code section 501(c)(3).

Section 2: History: The Advisory Board recognizes that this organization operated as an informal association serving older adults, with its first classes in September 2002, as part of East Stroudsburg University's Office of Continuing Education. TOALC transitioned to The Older Adult Learning Center L.L.C. in September 2012 and then to the current 501c (3) Corporation in August 2019.

Section 3: Mission: The mission of TOALC is to provide a broad variety of educational opportunities for older adult members to explore ideas, expand knowledge, participate in intellectual discussion, enjoy social interaction, and attend cultural events.

Article II: Fiscal Year and Membership

Section 1: Fiscal Year: The TOALC fiscal year shall run from August 1 to July 31.

Section 2: Membership: Four (4) Classes of Members, with voting privileges, are defined as:

1. Any Individual who has registered for and attended, either in person or via internet or electronically, any TOALC course or activity offered within the last 12 months.
2. Any Individual who has led or conducted a TOALC course or activity within the last 12 months.
3. Any Individual currently serving on the TOALC Advisory Board.
4. Any other individual, such as a longtime volunteer, who may be granted such privileges by the TOALC Advisory Board as may be more particularly set forth in the Bylaws of TOALC or its Policy Manual.

Article III: Governing Structure

Section 1: Officers TOALC shall have the following elected officers. President, Vice President, Secretary, and Treasurer.

Section 2: Advisory Board TOALC shall be governed by an unpaid, volunteer Advisory Board consisting of a President, Vice President, Immediate Past President, Secretary, Treasurer, Chairs of Committees, and such Members-at-Large as the Board may designate.

Section 3: Executive Committee: TOALC's Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President.

Section 4: Standing Committees: The Advisory Board shall establish Standing Committees to meet the needs of the organization. The President shall appoint chairs of all committees with board approval.

Article IV: Bylaws

TOALC shall maintain a set of Bylaws to guide and serve as an operating manual. The Bylaws shall address items such as the elections, terms, and duties of officers; quorums; meetings; standing committees; ad hoc committees; amendments and general operating procedures. The Bylaws shall be subject to periodic review and amendment. To the extent that the existing set of Bylaws implemented to guide TOALC conflict with this Constitution, the Constitution shall supersede the Bylaws.

Article V: Amendments to Constitution

Section 1: This Constitution may be amended at any regular or special meetings of this organization by the affirmative vote of two-thirds (2/3) of the voting members present, in person, provided the Advisory Board has previously considered the merits and approved of the proposed amendment(s).

Section 2: No amendment(s) shall be put to vote unless written notice thereof, stating the proposed amendment(s), shall have been provided to each voting member of this organization at least two (2) weeks prior to the meeting at which the vote on the proposed amendment(s) is to be taken.

Article VI: Parliamentary Practices

Except as otherwise specifically provided in this Constitution and By-laws, all questions of Order or Procedure with respect to any meeting or action of this organization, its Advisory Board, or any committee shall be determined in accordance with *Robert's Rules of Order Newly Revised*, as revised from time to time.

Article VII: Policies, Guidelines, and Procedures

The Advisory Board shall adopt such standard policies, guidelines and procedural practices as may be developed, as well as maintaining and revising them, as necessary.

Article VIII: Non-political and Non-sectarian

TOALC shall be non-political and non-sectarian in all of its relationships. TOALC shall follow the Internal Revenue Code non-political guidelines for all section 501(c)(3) organizations or corresponding sections of any future federal tax code.

Article IX: Logo, Seal, and Publications

The Advisory Board shall decide if and when TOALC shall develop a logo, a seal, or any publications.

Article X: Ratification

Section 1: The Advisory Board shall convene during a regular board meeting or a special board meeting to consider, review and approve this Constitution for submission to and action at a general membership meeting.

Section 2: The Advisory Board shall be given copies of the Constitution for review two (2) weeks prior to the meeting.

Section 3: A two-thirds (2/3) vote of the members of the Advisory Board shall be required. for approval. Proxy voting by those Board members unable to attend shall be permitted.

Section 4: Once approved by the Advisory Board, the Constitution shall be submitted to any general membership meeting. The members shall be given copies of the Constitution for review and two (2) week advance notice of that meeting. A two-thirds (2/3) vote of the members present shall be required to ratify this Constitution.

Article XI: Dissolution of the Organization

Upon the dissolution of the organization The Older Adult Learning Community Corporation (TOALC), a non-profit organization, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

Article XII: Effective date

This Constitution shall become effective on the date it is ratified in accordance with Article X.

Effective 16 April 2024, the By-Law Committee unanimously recommended that this proposed constitution be submitted to the Advisory Board for review and approval. The members of the By Law Committee were Kathryn Cleveland (Chair), Gary Bickle, Bradford Day, Kenneth LeSure, Gregory Nulle, and Patrick Shevlin.

Approved by the Advisory Board 1 May 2024

Ratified by Membership 8 September 2024 at 2:16 pm, at the general membership meeting, by a vote of 47-0