

Quest Bylaws - 8 November 2017

ARTICLE I: NAME & PURPOSE

QUEST, A Lifelong Learning Community, Inc., affiliated with the City College of New York, Center for Worker Education (hereinafter "QUEST") is a self-governing, adult-oriented, peer- learning community, offering courses designed and delivered by its members as active participants in a shared educational environment. It was incorporated as a not-for-profit organization under the laws of the United States and the State of New York on February 12, 2001.

ARTICLE II: PROGRAMS AND ACTIVITIES

- A. The principal activity of QUEST shall be the creation, organization, administration, and conduct of adult education courses.
- B. All courses must be proposed to and approved by the Curriculum Committee before they can be scheduled by the Scheduling Committee and offered to the Members (see C below). Courses may be proposed by any member and will be organized and administered by no fewer than two nor more than four coordinators.
- C. All class sessions other than workshops shall be open to all QUEST members.
- D. All courses shall be conducted in accordance with QUEST's policy of peer learning. Coordinators may bring in a guest speaker only occasionally - more than one guest speaker a semester in each course requires the permission of the Curriculum Committee.

ARTICLE III: ACADEMIC & FISCAL YEARS

QUEST operates on an Academic Year that begins on June 1 and ends on May 31 of each year, and a Fiscal Year that begins on July 1 and ends on June 30 of each year. The Academic Year shall consist of two full semesters, the first beginning in September and ending in December, and the second beginning in February and ending in May. In addition there shall be a summer session, in which classes are held two days per week, during the months of June and July.

ARTICLE IV: MEMBERSHIP

- A. Membership in QUEST is open to retired or semi-retired men and women who hold a degree from a accredited college or university or have equivalent experience.
- B. Membership shall be contingent upon:
 - 1. Acceptance and approval by the Membership Committee (see Article V(D)(1)(a) below), a member of which shall interview each and every applicant and prospective member, and which will have final determination as to which applicants will be invited to become members.
 - 2. Payment of a membership fee that is determined by the Council no less frequently than once per year. The membership shall be informed of any proposed changes in that fee (either at a General Meeting of Quest members or by exchange of emails) prior to a final decision by the Council.
- C. QUEST does not discriminate on the basis of race, color, disability, age, religion or sexual orientation. It seeks a diverse membership of individuals who want to: use their talents, skills and experiences in shared intellectual and cultural pursuits; explore new interests; discover and develop latent abilities; contribute to the immediate and broader community; make new friends in a congenial atmosphere, and who have the desire and capability to contribute to peer-to-peer learning.
- D. QUEST is a cooperative membership organization. All members are strongly encouraged to contribute to the operation and governance of the organization in any of several ways, including service on any of the standing or ad-hoc committees (see below); teaching or coordinating one or more courses; serving as an administrative assistant, or performing any other task as the leadership may request. As a peer-to-peer learning organization whose continuing health depends on the direct contribution of members, we are looking for new members who will actively participate in class and who are open to development into being discussion leaders and presenters.

ARTICLE V: GOVERNANCE

A. THE COUNCIL

- 1. The governing and policy making body of QUEST shall be THE COUNCIL, which is elected by the membership (see Article VII below). No person shall be eligible to serve on the Council or as an Officer unless he or she has been a QUEST member for at least one year prior to the date of his or her election as a Council member. Candidates for the office of President must be current or

previous Council members. In the event there are no candidates who meet this requirement, any member with at least two years' membership may run for the position of President.

2. The Council consists of eleven members: four officers (President, Vice President, Secretary and Treasurer), seven members-at-large, and the immediate past president, who shall serve as an ex-officio, nonvoting member for one year following his or her term of office. At any Council meeting, seven voting members shall constitute a quorum. Any member who has failed to attend four meetings in an Academic Year, except for cause satisfactory to the Council, will be replaced under the rules noted below concerning vacancies.
3. The Council will meet at least once a month during the Academic Year. {Special meetings of the Council may be called by the President. The President shall schedule a special meeting upon the request of three members of the Council who shall propose an agenda and time for said meeting. All decisions of the Council shall be made by no less than an absolute majority of the whole number of Council members. In the event a decision is needed before the Council is able to meet, the President shall communicate with the Council via e-mail and seek a majority vote on the matter. The majority for an e-mail vote must be an absolute majority of the whole number of Council members.}
4. The Council will set membership fees as specified in Article IV(B).
5. The Council will establish or disband ad-hoc committees as it deems appropriate and define their functions in a written charter to be provided to all committee chairs. Appointment of chairs of ad-hoc committees will be for a one-year term and will be made by the President with the advice and consent of the Council. Appointment of members of ad-hoc committees will be for a one-year term, with the Council to decide whether to appoint the members or leave that decision to the President and the committee chair. The Council will decide which provisions of Article V.D will apply to each ad hoc committee.
6. Quest's conflict of interest policy requires that prior to the initial election of any Council member, and annually thereafter, each Council member and nominee for Council membership shall complete, sign and submit to the Secretary a written statement identifying, to the best of the Council member's knowledge any entity of which such Council member is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which Quest has a relationship, and any transaction in which Quest is a participant and in which the Council member might have a conflicting interest. The Secretary shall provide a copy of all completed statements to the chair of the Audit Committee no later than July 1 of each year.

B. VACANCIES ON THE COUNCIL

1. Any vacancy for an office other than that of the President (which shall be filled by the Vice President temporarily) shall be filled by a member of the Council, chosen by the Council, at its first scheduled meeting after being made aware of a vacancy, by secret ballot. When the Vice President fills a vacancy in the office of the President, the same procedure shall be used to fill the resulting vacancy in the office of Vice President. Any person so chosen to fill such a vacancy shall serve until the next general election (see Article VII below) is held.
2. Vacancies that occur in an Officer or a Council member-at-large position during the first year of a two-year term shall have the remaining year filled in the next general election. Following the next general election, an Officer or Council member-at-large filling such temporary vacancy shall revert to his/her previously elected office should she/he have any time remaining in his/her term.
3. A Council member-at-large who wishes to run for one of the officer positions, or an officer who wishes to run for a different officer position must first resign her/his current position (effective as of June 1 unless her/his term is expiring), thereby allowing the remainder of his/her current position to be filled in the same general election.
4. A vacancy that occurs in a Council member-at-large position will be temporarily filled until the next general election by a Quest member chosen by the remaining members of the Council. The Quest member chosen must meet the qualifications of Article V.A.1 and Article VII.C on term limits. Selection of a temporary Council member requires an affirmative vote of at least six of the remaining members.

C. OFFICERS AND THEIR DUTIES

There shall be four officers elected by the members (see Article VII below), as follows:

1. **PRESIDENT:** The President shall serve on the Council, and:
 - a. Be the Chief Executive Officer of QUEST, and perform leadership functions commensurate with that position.
 - b. Call and preside at meetings of the COUNCIL (see Article V(A) above, which shall be held no less frequently than once per month.
 - c. Call and preside at general meetings of the membership.

- d. Appoint, with the advice and consent of the COUNCIL, the chairs of all committees, including those committees responsible for QUEST publications (see Article V(D)(1) below) with the exception of the Nominating and Elections Committee. Each such appointment shall be for a one (1)-year term.
 - e. Prepare and submit to the Council for its June meeting an Operating Budget for the following school year, with the Council to vote on the adoption of the budget at the July meeting.
 - f. Be the Chief Liaison officer with respect to all dealings and negotiations with CCNY/CWE (See Article V(D)(1)(e) below).
 - g. Oversee the work of the Administrative Assistant.
2. **VICE PRESIDENT:** The Vice President shall serve on the Council, and act in the temporary absence of the President, and assist in the overall management of QUEST.
3. **TREASURER:** The Treasurer shall serve on the Council and:
- a. Be responsible for all of QUEST'S financial matters.
 - b. Prepare and maintain a record of all membership fees that are paid by QUEST members.
 - c. Prepare and maintain a record of all disbursement and/or reimburse requests made by QUEST members.
 - d. Prepare any and all tax returns that may be required by the Federal Government and/or New York State.
 - e. Submit no less frequently than once per month an oral financial report to the Council.
 - f. Submit no less frequently than twice per year an oral financial report to the General Membership.
 - g. Prepare and retain a written financial report, no less frequently than once per quarter. Each and every such report shall be retained in QUEST'S file for a period of not less than five (5) years, and shall be made available only to members of the Council.

4. **SECRETARY:** The Secretary shall serve on the Council, and shall:
 - a. Record and maintain the minutes of all Council meetings, which minutes shall be made available to any and all QUEST members no later than twenty-one days after each Council meeting.
 - b. Record and maintain the minutes of all General Membership meetings, which minutes shall be made available to any and all QUEST members as soon as the minutes are approved. All minutes shall serve as the official record of its discussions and decisions and of the policies of QUEST.

D. COMMITTEES

1. Standing Committees: There shall be fifteen (15) standing committees, as noted herein. These committees shall remain in full force and operation until such time as these Bylaws may be amended as provided for below. Each committee shall have no fewer than three members. These Standing Committees are:
 - a. Membership Committee, which shall have the sole responsibility for interviewing and approving for membership all persons applying to join QUEST.
 - b. Curriculum Committee, which shall assist members in developing courses and shall decide which of the courses proposed by members shall be offered in any semester. No course may be presented by any QUEST member without prior approval by the Curriculum Committee, which shall be the sole arbiter of courses to be offered to the members. In addition, the Curriculum Committee shall have full responsibility for selecting and scheduling presentations to be offered in the Summer Session.
 - c. Scheduling Committee, which shall have full and complete responsibility for arranging and publishing a schedule of the times at which the courses approved by the Curriculum Committee will be offered, and in which classrooms these classes will be held. (For purposes herein, the Auditorium shall be considered a classroom.)
 - d. Auditing Committee, which shall have as its sole duty the auditing and examination of all the financial reports prepared by the Treasurer. The President shall not serve as a member of this committee. Any irregularities shall be reported at once to the Council.

- e. Liaison Committee, which shall consist of the President, Vice-President, the Treasurer, and such other member(s) as the President may select. This committee shall meet with the administration of CCNY/CWE, as necessary, on matters of mutual concern.
- f. Nominating & Elections Committee: See Article VII(A)(1) below.
- g. A-V Technology Committee, which shall have the responsibility for learning the operation of all the audio-visual and computer equipment that is either owned by QUEST or made available to QUEST by CCNY/CWE, and for training QUEST members in the use of such equipment. One member of this committee shall be "on duty" each day that QUEST classes are in session.
- h. Q-Review Committee, which shall have full responsibility for publishing the annual (or at such other frequency as the Council may, in its sole discretion, choose) magazine **Q-Review**. The content of **Q-Review** shall be the sole responsibility of this Committee.
- i. Marketing and Communications Committee, which shall be charged with establishing a marketing, advertising and promotion plan to attract new members and which shall have oversight for all website and email communications with Quest members.
- j. Q-News Committee, which shall have full responsibility for publishing the periodic newsletter, Q-News. The frequency of publication and the content of Q-News shall be the sole responsibility of this Committee.
- k. The Quest Emergency Response Team, with a chair to be designated as Team Chief, who shall have the authority to assign a member to serve as Deputy Chief. The Team shall have full responsibility for the training, drilling, and practice of its members in all procedures necessary to maintain the maximum level of safety in the event of fire and other emergencies. It shall schedule regular drills of Quest members to familiarize them with actions to be taken in the event of an actual emergency and shall coordinate all activities with designees of CCNY/CWE and building maintenance staff.
- l. Facilities and Development Committee, which shall plan for Quest's capital needs, both space and equipment, explore options for finding other space in the unlikely event that we have to give up our current space, keep up-to-date on space availability and costs, and make sure Quest can take advantage of any organizations providing support for not-for-profit educational groups. In addition, the Committee shall develop a plan for fund-raising by Quest, either from philanthropic institutions or from individuals, consistent with any funding needs that Quest may have above normal operating costs.

- m. Freshman Class Committee, which provides new members with a support network throughout their first year of membership. This Committee will plan and provide activities for new members designed to develop familiarity with all aspects of Quest, encourage new members towards a goal of active participation in class by leading discussions and making a presentation, and make new members feel welcome at Quest and integrate them into the social activities of Quest.
 - n. Caring Committee, which reaches out to members who are, for whatever reason (e.g., sick, injured, or homebound), temporarily unable to participate in Quest activities, and offers them help as needed.
 - o. Travel Committee, which is tasked with finding tours that our members will find of interest, and then promoting those trips to the members. Quest offers a variety of trips, most during the periods when we have no classes, to destinations both domestic and international.
2. All Committee Chairs shall appoint the members of their respective committees at the beginning of each school year, with the approval of the President. All members of Quest shall be notified of committee vacancies and shall have the opportunity to submit their names for consideration by the Committee Chairs.
 3. Each Committee Chair with the exception of the Nominating and Liaison Committees shall report to the Council concerning its activities and membership at least once per year. Reports shall be sent to the Secretary for distribution to the Council.
 4. Each Committee (with the exception of the Nominating and Liaison Committees) shall prepare a report specifying the duties and responsibilities of committee members and submit it to the Council for review and approval.
 5. No member shall be removed, other than by resignation, from a committee, except by vote of the Council, based on a recommendation by the Committee Chair and an explanation of the cause for such removal submitted to the Council. Vacancies on committees during the school year may be filled by the Committee Chair with the approval of the President.

ARTICLE VI: FINANCES

- A. All Membership Fees (see Article IV(B)(2) above) collected by QUEST are to be recorded by the Treasurer (see Article V(C)(3) above), and then transmitted to City

College's Division for Worker Education (CCNY/CWE) for deposit into an account that is maintained exclusively for QUEST.

- B. Disbursements from that account, to include approved reimbursements for monies laid out by QUEST and/or its members. All expenditures above \$500 not included in the adopted budget (see Article V(C)(1)(e) above) require approval of the Council. All expenditures up to \$500 shall be signed off by the President or Treasurer.
- C. Separate and apart from the account noted above, QUEST shall maintain another bank account under QUEST's total care, custody and control, for funds that it has collected other than Membership Fees. Such funds may include (but are not limited to) bequests and gifts made to QUEST by its members and/or supporters, and monies generated as a result of specific QUEST fund-raising efforts. These funds shall be maintained in an FDIC insured interest-bearing account, or in securities backed by the full faith and credit of the United States.

ARTICLE VII: NOMINATIONS AND ELECTIONS

A. NOMINATIONS

- 1. At the February Council meeting, the Council shall elect a Nominating & Elections Committee (NEC), which shall consist of five (5) members, who shall be selected by the Council, and which must include one then incumbent member of the Council. One member so elected, who is not then on the Council, shall be designated as chair by members of the NEC. No member of the NEC shall be a candidate for elected office in the then upcoming election.
- 2. Any vacancies that may occur in the NEC shall be filled by the President from among the members in good standing.
- 3. Only persons who are members of the NEC may attend its meetings.
- 4. The NEC shall have the task of seeking candidates for any and all offices that are scheduled to become vacant at the end of the then-current Academic Year, assuring that each candidate has valid qualifications, in the sole opinion of the NEC, to hold the position being sought, and then compiling a slate of nominees for each position.
- 5. Additional nominations must be made by a petition signed by no less than fifteen per-cent (15%) of the membership (counted as of the first day of the Spring semester of the year in which the election is to be held) and submitted to the NEC no less than one month prior to the scheduled election date.

6. Candidates nominated by the NEC shall be announced to the membership no later than April 15 of each year. The full roster of candidates, including any candidates nominated by petition, shall be announced to the membership no later than May 1 of each year.
7. The name, photograph, and a brief summary of the qualifications of all candidates shall be displayed to the membership no less than thirty days before the scheduled election.
8. The NEC shall supervise the election and the voting process, and shall act as vote counters. Additional vote counters, if needed, shall be appointed by the NEC chair.

B. ELECTIONS

1. Elections to fill any positions that are scheduled to become vacant at the end of the then current Academic Year shall take place annually during dates in April or May, following the spring General Meeting. The specific election dates will be established by the Council each year.
2. Notwithstanding anything contained herein, in no case shall the term of office of both the President and the Vice President expire concurrently.
3. Votes for candidates may be cast in person by secret ballot with absentee ballots available as an alternative.
4. Ballots that are improperly marked in any way or that cast votes for more than the number of offices to be filled shall be declared invalid.
5. Those candidates who receive the greatest number of votes shall be deemed to be elected. In the event of a tie, the then-incumbent Council shall determine the winner by its own vote by secret ballot.
6. The order of the candidates' names on the ballot shall be alphabetical, with any incumbents duly noted.

C. TERMS OF OFFICE

1. All Council members, including all officers, shall be elected for a two-year term, commencing June 1 of the year of the election.

2. No Council member, including any officer, may serve for more than two consecutive two year terms, except that nothing contained herein shall preclude a Council member who has served for only one year on the Council from then serving as an Officer or a Council member for a maximum of two terms if duly elected. Nor shall anything contained herein preclude any council member who has served for three years on the Council from running for one single term as an officer, and therefore serving for five (5) years in total.
3. After a two-year hiatus, any former Council member or officer who has served on the Council for two consecutive two-year terms, as a member-at-large or as an officer, is eligible to run again and may serve as noted in Article VII(C)(2) above.
4. In view of the special responsibilities of the President of the organization, which may be deemed to benefit from prior experience on the Council, someone who has served three or four consecutive years on the Council, as a Council member-at-large or as an officer other than President, may still serve one, and only one, two-year term as President.
5. No member of a committee, including a committee chair, may serve for more than three consecutive years on that committee. A past committee member may be reappointed to a committee after a one-year hiatus. This provision does not apply to committees which require particular skills that may only be possessed by a few Quest members. In particular, it does not apply to the A/V Technology Committee, Auditing Committee, Q Review, Q News, or the Quest Emergency Response Team. However, even for those committees, the Council is encouraged to seek new committee members and to rotate the chair at least once every three years. Term limits for committee members will go into effect as of June 2014, with the 2013-2014 Academic Year counting as the first year towards term limits.

Notwithstanding anything to the contrary stated above, any member of any committee who has served for three consecutive years and who has not previously served as chair of that committee, may, after his/her three years have concluded, be appointed as chair of that committee for a term not to exceed two consecutive years. And any member of a committee who has served for only one or two consecutive years and who has not previously served as chair of that committee may be appointed as chair of the committee for up to three consecutive years

ARTICLE VIII: MEMBERSHIP MEETINGS, QUORUM REQUIREMENTS, AND VOTING

- A. At least two meetings of all the Quest members shall be held during each academic year. At least thirty percent (30%) of the then-current members

are required to be present, either in person or by validly executed proxy, to constitute a quorum, without which no business may be conducted.

- B. A simple majority of those in attendance, once a quorum has been reached, is sufficient to approve any and all resolutions brought before the members at such a meeting. All resolutions shall be effective on the first business day following an affirmative vote of the membership.
- C. The Council may, in its sole discretion, choose to have any resolution voted on by a mail (or email) ballot of the membership. In any such case, all the provisions of notification to members contained in these bylaws shall apply. And at least thirty percent (30%) of the then current members must reply to the mail ballot for the results to be valid.

ARTICLE IX: PROPOSAL OF RESOLUTIONS AND NOTICE TO THE MEMBERSHIP

- A. Resolutions for any and all topics may be brought to a general membership meeting either by a majority vote of the Quest Council or by a petition signed by no less than twenty percent (20%) of the then-current Quest members and delivered to the President.
- B. At least 14 days before a vote shall be taken on any proposal, a written notice shall be sent to all Quest members and shall include a copy of the proposals to be voted upon and the scheduled date of the meeting at which the vote shall be taken. Ample time shall be allowed at any and all such meetings for discussion on the proposal(s) that are to be voted upon.

ARTICLE X: AMENDMENT OF BYLAWS

These bylaws may be amended at any regularly scheduled membership meeting by a two-thirds vote of the members present, provided the amendments have been submitted in advance to the membership, in accordance with Article IX B. Alternatively, the bylaws may be amended by e-mail by a two-thirds vote of those submitting votes, provided that the amendments have been submitted by e-mail to the membership with

adequate provision for members to share their views with other members by e-mail. All provisions of Articles VIII and IX shall apply to the process for amending bylaws.

ARTICLE XI: PARLIAMENTARY PROCEDURES

All QUEST meetings shall be guided by the most recent edition of Robert's Rules of Order.

These bylaws were approved by the Quest membership at a meeting held on the 26th of April, 2017, in accordance with the provisions contained above, and are effective as of the 26th day of April, 2017.

Attest:

_____	_____	_____	_____
President	Date	Secretary	Date