

## **SUMMARY OF QUEST BY-LAWS (as revised April 26, 2017)**

The purpose of this summary is to provide a more readable version of the Quest Bylaws – one that will make it easier for Council members and other members to learn the essence of the Bylaws and make it easier for quick consultation. We have attempted to stick closer to informal English and to group together everything relevant to a particular subject. We have also reduced total word count to about half of the full Bylaws. In the process, we have simplified some language and left out some provisions that would very rarely be applied. **In all cases, it is only the official Bylaws that govern.** We have indicated throughout this document the relevant corresponding passages in the Bylaws.

### **1. Mission Statement**

QUEST, a Lifelong Learning Community, Inc. is a self-governing, peer-learning community affiliated with CCNY (Article I). Its principal activity is the creation and conduct of courses organized and taught by members and open to attendance by all members. (Article II). Quest is open to retired or semi-retired men and women who hold a degree from an accredited college or university or have equivalent experience. Applicants must be interviewed and approved by the Membership Committee. Quest seeks a diverse membership of individuals who want to be participants and contributors to a cooperative membership organization, without discrimination based on race, color, disability, age, religion or sexual orientation. (Article IV).

### **2. Courses and Classes (Article II)**

All courses must be proposed by our members and submitted to and approved by the Curriculum Committee. Courses may be proposed by any member and must have no fewer than 2 nor more than 4 designated coordinators. All courses are designed by and delivered by its members as active participants and are open to all QUEST members (with the exception of some workshops). All courses shall be conducted in accordance with QUEST's policy of peer learning, so that coordinators may bring in a guest speaker only occasionally. More than one guest speaker a semester in a course requires the permission of the Curriculum Committee.

### **3. Fiscal and Academic Years (Article III)**

Quest's fiscal year runs from July 1 to June 30. The academic year runs from June 1 to May 31 and consists of two semesters of 14 weeks each and a summer session of approximately 8 weeks. The terms of all officers, Council members, committee chairs, and committee members begin on June 1 (Articles VII. C. 1. and V. D. 2).

### **4. Governance**

The governing body of QUEST is the Council. The Council consists of 4 officers and 7 members-at-large, all of whom are elected by the membership (see Section 6). The immediate past president serves as an ex-officio, non-voting member for one year. All decisions of the Council shall be made by no less than an absolute majority (6) of the total number of Council members, but votes can be taken by e-mail as well

as in person (Article V. A). Council meetings are conducted according to Robert's Rules of Order (Article XI). Minutes of the meetings serve as an official record of the Council's discussions and decisions and are made available to all members as soon as practical after the minutes are approved (Article V. C. 4. b).

Regularly scheduled Council meetings take place monthly and are called and presided over by the President (Article V. C. 1. b). Non-regularly scheduled Council meetings can either be called at the initiative of the President or upon the request of any 3 Council members, who shall propose an agenda and time for the meeting. (Article V. A. 3).

The Council can make decisions about anything not specifically mandated by the Bylaws or specifically assigned by the Bylaws to standing committees. However, decisions on any of these matters can also be decided by the membership as a whole and amendments to the Bylaws can **only** be made by the membership as a whole. Items to be decided by the membership or Bylaw amendments can be submitted to the membership either by the Council or by a petition of 20% of the membership. Amendments to the bylaws must be approved by a two-thirds vote, while other decisions by the membership as a whole are by simple majority. Votes by the membership can either be at one of the two annual general meetings or by mail (or email) ballot – the choice of voting method is made by the Council. All membership votes require a quorum of at least 30% of the membership and ample provision must be made for discussion prior to a vote. All membership votes, including bylaws changes, require a 14 day notice period. (Articles VIII, IX, and X).

The term of a Council member is 2 years, and a Council member is limited to 2 consecutive terms, thus serving a maximum of 4 years. A Council member who has served 2 terms must take a 2-year hiatus before running again. However, any Council member who has served for only one year may run for an Officer position or a Council position for 2 full terms, a Council who has served for 3 years may run for a single 2 year term as an Officer and any Council member other than the President who has served 4 years may run for a single 2 year term as President. (Article VII. C).

Vacancies on the Council are filled at the next annual election (Article V. B). Until an election can take place:

- If the office of President is vacant, the Vice President becomes acting President
- If the office of Treasurer, Secretary, or Vice President is vacant (including when the Vice President acts as President), the Council chooses another Council member to fill the office by secret ballot.
- Vacancies for Council members-at-large will be chosen by the remaining members of the Council from among Quest members who are eligible to serve on the Council. The choice requires an affirmative vote of at least six members.

Any Council member filling a temporary vacancy reverts to his/her previous position following the next general election. Any Council member who wishes to run for a different office must first resign his/her current position (effective June 1) so that the position may be filled at the same general election. Any

Council member who fails to attend 4 meetings during an academic year, except for cause satisfactory to the Council, will be removed from the Council (Article V. A. 2).

The key responsibilities of Quest officers are (Article V. C.):

- **President:** Preside at Council meetings and general membership meetings, appoint committee chairs, prepare the budget, serve as chief liaison to CCNY/CWE, oversee the work of the administrative assistant.
- **Vice President:** Assist the President in the overall management of Quest, serve as acting President in the temporary absence of the President.
- **Treasurer:** Responsibility for all Quest financial matters (see Section 7).
- **Secretary:** Record minutes of all Council meetings and general membership meetings.

## 5. How Committees Work (Article V. D.)

The by-laws call for 15 standing committees, but ad-hoc committees can be formed or disbanded at the discretion of the Council (Article V. A. 5). All standing committees must follow the same rules, except for the Nominating and Elections Committee. The Council decides which provisions of the rules for standing committees apply to each ad-hoc committee, except that appointment of ad-hoc committee chairs must follow the same rules as apply to standing committees.

Committee chairs are appointed by the President with the advice and consent of the Council (Article V. C. 1. d). Each committee shall have no fewer than 3 members. Committee Chairs appoint new members at the beginning of the 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. Committee Chairs (except for Liaison) must report to Council once per semester, with reports sent to the Secretary for distribution to the Council. Each committee (except for Liaison) must prepare a report specifying the duties and responsibilities of committee members and submit it to the Council for review and approval.

All committee appointments, including that of Chair, are for one year (Article V.C. 1. D). Committee members may not be removed during the year, except by resignation or a vote of the Council based on a recommendation of the committee Chair. The maximum time a committee member may serve is 3 consecutive years, after which there must be a one year hiatus before he or she can serve again (Article VII C 5). One exception: a committee member who has served 3 consecutive years but has not previously served as Chair, may continue for another 2 years by serving as Chair, and a committee member who has served one or 2 years consecutive years but has not previously served as Chair may serve as Chair for up to 3 consecutive years.

Term limit rules for committee members do not apply for committees which require particular skills that may only be possessed by a few Quest members (in particular, A/V Technology, Auditing, Q Review, Q News, and the Emergency Response Team). Even for these committees, the Council is encouraged to seek new committee members and to rotate the Chair at least once every 3 years.

The 15 standing committees and their missions are as follows:

1. Membership: sole responsibility for interviewing and approving prospective members
2. Curriculum: assists members in developing courses, must approve all new courses, establishes summer school program
3. Scheduling: full responsibility for scheduling courses and rooms
4. A/V Technology: operation of all audio-visual and computer equipment used by Quest and training members in the operation of this equipment.
5. Q-Review: full responsibility for the content and publication of the annual Q-Review magazine.
6. Q-News: full responsibility for the content and publication of the periodic newsletter.
7. Marketing and Communications: establishing a marketing, advertising, and promotion plan to attract new members and oversight of all website and email communications with Quest members.
8. Emergency Response Team: training and drilling members in all procedures necessary to maintain the maximum level of safety in the event of fires and other emergencies.
9. Nominations and Elections: seeking candidates for office and conducting the annual election. This committee operates under separate rules, as detailed in Section 6 below.
10. Auditing: examines the financial reports prepared by the Treasurer; the President may not serve on this committee.
11. Liaison: meets with the administration of CCNY/CWE as necessary, on matters of mutual concern. Consists of the President, Vice-President, and Treasurer, and such other members as the President may select.
12. Facilities and Development: plan for capital needs, both space and equipment; prepare for possible termination of Quest's lease; develop a fund-raising plan.
13. Freshman Class: provides new members with a support network throughout their first year of membership.
14. Caring: reaches out to members temporarily unable to participate in Quest activities and offers them help as needed.
15. Travel: finds and promotes tours that our members will find of interest .

## 6. Election of Officers and Council (Article VII)

- Quest elections are held once each year in April or May, on a date following the General Meeting selected by the Council. Quest elections are supervised by the **Nominating & Elections Committee (NEC)**. The NEC is in charge of nomination of candidates, management of the election and voting process, and vote counting. The NEC consists of 5 members selected by the Council at its February meeting. One NEC member must be a member of Council. No NEC member may be a candidate for any office in the upcoming election. The NEC selects its own chair, who may not be a Council member. Vacancies on the NEC are filled by appointment by the President. Only members of the NEC may attend its meetings.
- The slate of candidates for vacant Council positions will be drawn up by the NEC by seeking candidates and assessing their qualifications. Any Quest member not selected by the NEC may

appear on the ballot by submitting, at least one month before the election date, a petition from 15% of the membership. A candidate must be a member for one year prior to the date of his or her election (Article V A. 1). Candidates for President must be current or previous Council members; if no candidate meets this requirement, then a candidate must have been a member for at least two years.

- Members will receive notice of the full list of candidates including a brief summary of qualifications well in advance of the election date. Voting shall be in person by secret ballot with absentee ballots available as an alternative. Ties will be resolved by a secret ballot of the Council.

## **7. Finances (Article VI)**

Membership fees are set annually by the Council but the membership must be informed of any proposed change in the fee prior to a final decision by the Council (Article IV B. 2). All fees received are deposited by CWE into an account maintained exclusively for the use of Quest. The President submits an annual budget at the June Council meeting and the Council must vote on accepting the budget at the July Council meeting (Article V. C. 1. e). Expenditures above \$500 not included in this budget must be approved by the Council. Expenses up to \$500 must be signed off by the President or Treasurer. A separate account is maintained for funds received as bequests or gifts and must be deposited in an FDIC insured bank account or invested in US Government securities.

The Treasurer must prepare and maintain a record of all fees received and all expenditures, prepare tax returns, prepare an oral financial report to the Council each month, prepare a written financial report to the Council at least Quarterly, and prepare an oral report to the general membership at each semi-annual meeting (Article V. C. 3).