

## WISDOM INSTITUTE BY-LAWS

NAME: THE WISDOM INSTITUTE  
*UMBC's Association for Retirees*

MEMBERSHIP: Membership in the Wisdom Institute (WI) is a benefit automatically conferred to members of the UMBC faculty and staff when they retire<sup>1</sup> (Members). Spouses and life partners of these retirees will be contemporaneously offered status as Affiliate Members. Upon request, former UMBC employees who retired from a non-UMBC position and who wish to join the WI can do so as Affiliate Members. The WI is a voluntary association, and any Member wishing to withdraw may do so via a written request, submitted to the Board via an address posted on our website ([wisdom.umbc.edu](http://wisdom.umbc.edu)).

PURPOSE: The primary purpose of the WI is to foster an ongoing and meaningful relationship between retired faculty and staff with UMBC and the broader community through ongoing engagement in the UMBC and external communities. To achieve this goal, the WI establishes the following structures and processes.

### GOVERNANCE

#### Board:

The WI shall be governed by a Board of 15-19 Members, all of whom are Members and include the Director and Associate Director. The Board will oversee the planning and implementation of WI activities and also be the liaison with the University. Ex-Officio Members, such as current UMBC employees with roles pertinent to WI activities or appointed Chairs of Regular or Ad-Hoc Committees not already on the Board, may be added for cause via majority vote of the Board. Ex-Officio Members lack a vote on the Board.

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<sup>1</sup> A regular faculty or staff employee with UMBC who has been determined eligible to retire by the UMBC Human Resources office.

Meetings: The Director shall chair and preside over all meetings of the Board. In the absence of the Director, the Associate Director will chair and preside. The Board will meet at least 3 times per year, as determined by the Director or Associate Director in her/his absence. The agenda for each meeting shall be set by the Director and Associate Director in consultation with the Chairs of the Standing Committees or, upon request, from Ad Hoc Committees. Emergency meetings may be requested for cause by at least two Board members or by a Standing Committee. Board members should be electronically provided 15 day notice in advance of meetings, with 10 days sufficient for any emergency meeting. Minutes taken at each meeting shall be electronically posted to the Board Members within 12 days after approval.

Parliamentary Conduct of Meetings: The most current edition of *Robert's Rules of Order, New Revised*, shall be followed in conducting meetings of the Board.

Quorum: Nine voting Members of the Board present at a regularly scheduled meeting shall constitute a quorum, including those attending virtually. The Director and Associate Director shall count toward the quorum when they are present.

Voting: Each Board member has one vote and, unless specifically approved by the Board, proxy votes shall not be used. The Director and Associate Director shall count toward the quorum when they are present.

Term of Service on the Board: Any person who is appointed to serve on the Board shall agree to serve for either a two year or 3-year term, starting from the day of seating on the Board. A two or three-year staggered membership on the Board shall be the typical term of office, with one re-election possible.

#### Committees:

The Board shall create Standing Committees and appoint ad hoc committees when needed.

Standing Committees: These committees will be created by the Board to handle matters that require long-term or recurring attention, including such matters as may require Board approval. They will deliberate and act on matters referred to them by the Board. Each Standing Committee shall have no less than three members, and may be larger as necessary to fulfill the work of the committee and will be chaired by a Member of the Board.

*Nominating and Membership Committee:* A standing committee shall vet and recommend Members to fill vacancies on the Board to the Director, who will nominate them to the Provost for appointment, with Board approval. A key goal of this process is to ensure representation of the overall diversity of the WI membership. This committee shall also develop criteria for admitting non-spousal affiliate members.

*Information Technology (IT):* This Committee shall oversee IT needs of the WI and the maintenance of its website. This committee's Chair shall serve as webmaster/mistress.

*Programs & Events* This Committee shall plan programs and gather information for organizing activities that enrich the lives of the WI members.

*Finance and Budget:* This Committee shall assist the Director and Associate Director in the budgeting and management of the financial affairs of the WI.

*Support and Wellness:* This Committee shall gather and share information that may be useful for the advancement of the health and well-being of WI members and organize the offering of supporting thoughts or actions to members when needed.

*Ad-Hoc Committees:* The Director, Associate Director, and Board may agree to appoint ad-hoc committees for targeted short-term tasks. Upon completion of its task, an ad-hoc committee is automatically dissolved. Ad-hoc committees will be chaired by a member of the Board.

*Board Operations:* Further details on the specific duties and responsibilities of the Officers, the Board, and the Committees shall be housed in a WI Board Manual, created by an Ad-hoc Committee. This Manual outlines tasks and responsibilities for these entities, and shall be approved by majority vote of the Board at a regular meeting. Board approval will also be required for expansions or updates to this Manual.

*Compensation:* Aside from the Director, Members of the Board shall not receive any compensation for their services. Board members may be reimbursed, if pre-approved by Director, for reasonable and necessary expenses incurred in connection with their service.

## OFFICERS

The officers of this Board shall be the Director and Associate Director. All officers must have the status of WI Members and have served on the Board. Office holders shall be appointed by the Provost.

Administrative Support: Professional staff assigned in support of the WI shall serve as a member of the Board, ex-officio.

### Removal of Officer

The Board, with the concurrence of 3/4 of the members voting at the meeting, may remove any officer of the Board and elect a successor for the unexpired term. No officer of the Board shall be expelled without an opportunity to be heard, and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

### Vacancies

The Nominating Committee shall be responsible for nominating persons to fill vacancies on the Board which occur during Members' terms of service, including those of officers. Nominations to replace Members in cases of vacancies shall be sent in writing to members of the Board at least three (3) weeks prior to the next meeting, at which time the election will be held. The persons so elected shall hold Officer positions or Board membership for the unexpired term in respect of which such vacancy occurred.

## AMENDMENTS OF BY-LAWS

Notification for amendment(s) of by-laws shall be shared with the Board three weeks in advance of its meeting to vote on the amendment. Two-thirds of Board members present, to include those attending virtually, and voting shall be required for passage of amendment(s). By-laws revisions may be conducted by e-mail ballot, unless there is an objection by a Board member.

## ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Board of the Wisdom Institute, and we consent to, and hereby do adopt the foregoing Bylaws, consisting of the four preceding pages, as the Bylaws of the Wisdom Institute.

ADOPTED AND APPROVED by the Board of Directors on this 27 day of February, 2019.