



Memorandum

Office of the Dean of Continuing Studies
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TO: Senate

FROM: Carola Weil, Dean of the School of Continuing Studies

SUBJECT: McGill Institute for Learning in Retirement (ILR) By-Laws Repeal

DATE: February 15, 2023

DOCUMENT #: D22-39

ACTION REQUIRED: INFORMATION APPROVAL/DECISION

ISSUE Repeal of the McGill Institute for Learning in Retirement (ILR) By-Laws. Presentation of new McGill Community for Lifelong Learning (MCLL) By-Laws for information.

BACKGROUND & RATIONALE The McGill Community for Lifelong Learning (MCLL) was initially established as the McGill Institute for Learning in Retirement (ILR) in 1989 as a membership organization centered around peer learning. It is a semi-autonomous organization of senior learners offering study groups and lectures throughout the year. It is governed by a Council drawn from the membership of the organization and a memorandum of understanding with the School of Continuing Studies which provides space, some administrative support and oversight.

MCLL’s By-Laws had not been updated since 1996 and do not reflect the current realities of the organization, including its more recent name change from ILR to MCLL. The organization has undertaken an extensive review process to update their By-Laws. As the original By-Laws were approved by McGill University’s Senate, we request the repeal of the older version of 1996 (Appendix A).

Under a new set of By-Laws (submitted here for information in Appendix B), the MCLL will be under the purview of the SCS, which will be responsible for reviewing and approving any future amendments to the MCLL By-Laws.

PRIOR CONSULTATION The old By-Laws were reviewed and revised by the MCLL Council. The revised By-Laws were circulated among the membership of MCLL, reviewed and approved by the Dean’s office of SCS, and by the Secretary General..

SUSTAINABILITY CONSIDERATIONS MCLL is committed to sustainability and has taken numerous steps to reduce its environmental impact including switching to largely digital course catalogues and offering many of its (non-credit) study groups virtually to reduce travel (and exposure to disease).

**IMPACT OF
DECISION AND
NEXT STEPS**

The new By-Laws update and replace the outdated version and will align more directly with the current name and operating realities of MCLL and its relationship with the School of Continuing Studies. SCS will be prepared to deliver periodic reports on MCLL activities to the Senate and Board as deemed necessary or appropriate.

**MOTION OR
RESOLUTION
FOR APPROVAL**

Be it resolved that Senate repeal, and recommend to the Board of Governors for repeal, the current MILR By-Laws, as presented in Appendix A.

APPENDICES

Appendix A: McGill Institute for Learning in Retirement (ILR) Current By-Laws

Appendix B: New McGill Community for Lifelong Learning By-Laws (for information)

THE MCGILL INSTITUTE FOR LEARNING IN RETIREMENT (MCGILL ILR)

BY-LAWS

ARTICLE I - NAME

The name of this organization will be "The McGill Institute for Learning in Retirement" (McGill ILR or the Institute).

ARTICLE II - MANDATE

The purpose of the Institute is to:

- (a) Enable retired persons to pursue intellectual interests, to continue educational activities, to return to neglected educational activities, and to explore new areas of learning in the company of their peers. While the primary purpose of the McGill ILR is intellectual pursuit, it is understood that on occasion social affairs are appropriate and fall within the purpose of the Institute;
- (b) Offer, administer and conduct non-credit learning experiences for its members with emphasis on peer teaching and participatory learning. Members themselves will provide the resources and will share responsibility for researching and presenting the relevant material;
- (c) Collect membership and other fees from its members, raise funds, after consultation with the University, from appropriate sources, and spend money appropriate to its purposes.

It is not the purpose of the Institute to create action committees, espouse causes, or to present briefs to organizations, governments or other agencies.

ARTICLE III - REPORTING AND PROGRAMS

- (a) The McGill ILR is a creation of the Centre for Continuing Education and as such is governed by and subject to the policies and regulations of the University.

- (b) The McGill ILR will report to the Centre for Continuing Education (the Centre), including submission of a report of activities to the Dean of Continuing Education (the Dean) by May 31 of each year. The Dean will nominate a delegate who will be a member of the Council referred to below and will act as Coordinator of the interests and activities of the Institute with those of the Centre, and give general administrative support to the Institute.
- (c) While the intent is that members plan and run their own activities, the Centre will take responsibility for ensuring that the quality of programs and level of service to the members are appropriate. Programs, which will include educational and social activities, will be planned and administered by a council (Council) elected by the members. A detailed schedule of study groups will be submitted in advance to the Executive Committee of the Centre for information. New activities which represent a significant departure from the past offerings will be submitted to the Executive Committee of the Centre for approval.
- (d) Council will supervise, control and direct the affairs of the Institute, pursue its purposes, and determine its policies, consistent with and subject to policies of the University. Should it be necessary to hire paid employees for the Institute, responsibility for hiring and dismissing such employees will rest with the Centre. The duties and responsibilities of such employees will be determined in consultation with Council and outlined in the Operating Rules.

ARTICLE IV - MEMBERSHIP

- (a) Membership in the McGill ILR is open to retired and semi-retired persons. Intake of new members will occur at the beginning of each semester.
- (b) Members will fall into two classes: full members and associate members.

Full members retain their membership status by registering for and participating in a minimum of one regular semester in each twelve month period. Full members may participate in all McGill ILR activities but must pay the prescribed fee for each term in which they attend a study group.

Associate members are those who have not registered for a minimum of one semester in the preceding twelve months but who have paid a nominal yearly fee required for associate membership. Associate members will have all the privileges of full members except attendance at study groups and voting at membership meetings. An associate member may resume full membership by registering for a regular semester.

- (c) Usage: When used without the adjective "full" or "associate" the terms "member", "members", and "memberships" include both classes of members.

ARTICLE V - FINANCE

- (a) The fiscal year of the Institute will be the same as that of the University, i.e. June 1 to May 31.
- (b) The Institute will be self-financing (including charges by the University for facilities, equipment and services) with funding coming from membership fees and grants and donations from external sources.
- (c) All funds relating to the Institute must be deposited in a Centre account. The Institute's budget will be separate from the Centre's operating budget and any balance at the year-end will be carried forward.
- (d) By March 15 of each year a proposed budget for the following fiscal year, incorporating the proposed membership fees, will be submitted by Council to the Centre for approval. The budget will also be presented at the annual meeting for information purposes.
- (e) As McGill ILR is a program of the University, all purchases of goods or services must follow University procedures. Major expenditures over and above those in the approved budget will require approval from the Centre.
- (f) Council will submit an annual report of income and expenditure to the Centre.

ARTICLE VI - COUNCIL

Section 1. The Council will be composed of twelve full members elected by the full members of the Institute, a recording secretary appointed by Council, and the past president (ex-officio), together with the delegate of the Dean, a total of fifteen people.

Section 2. The twelve elected members of Council will consist of:

- (a) The President and the Vice-President, each of whom must have served on the Council for at least two years and experience as a moderator would be desirable.
- (b) Ten members of the Council who will hold such other offices (including those of registrar and treasurer and committee chairs) as Council may determine and which will be indicated at the time of their nomination. Every member of Council will have a designated responsibility.

- (c) All Chairs of committees will be members of Council.

To the extent that offices (other than past-president) are expected to be required on a long term basis they will be described in the Operating Rules.

The president and vice-president will each be elected for a one year term, and the remaining ten elected members will be elected for two year terms. In the interests of continuity it is intended that these ten be elected for overlapping terms and that half of them be elected one year and the other half in the succeeding year.

No person can serve for more than two consecutive terms in the same position, after which a period of two years must elapse before election to any office other than that of president or vice-president.

Terms of office as councillors will begin on June 1 of the year of election.

Section 3.

- (a) Council will have the option to replace Council members who fail to attend 3 or more consecutive meetings of Council and will fill vacancies that occur among the elected officers and Council members for an interim period until the next election.
- (b) A member of Council may resign at any time by giving written notice to the president, resignation to take place at the time specified in the notice.
- (c) the Council will meet normally once a month.
- (d) A quorum of the Council will be eight.

ARTICLE VII - MEETINGS

Section 1. Council will schedule meetings of the membership in order to:

- (a) Conduct business and make progress reports to the membership;
- (b) Conduct special programs and social events.

Section 2. There will be an annual meeting for evaluation of the year's activities and for election of officers and Council members. This meeting will take place not later than March 31 and at least 10 days notice by mail will be given to all members.

Section 3. A quorum of any general membership meeting will be one hundred full members (as defined in Article IV(b), or thirty percent of the full membership, whichever is less. With the exception of amendments to By-laws a simple majority of those present and qualified to vote will decide any vote. In the event of a tie the chair may cast the deciding vote.

Section 4. In addition, full members may vote on election of officers and Council members by submitting their votes in writing, to the registrar, prior to the time of the relevant meeting, but they will not be counted in establishing a quorum. They will sign an acknowledgement of having voted.

Section 5. A general meeting will be held within one month of the receipt of a request for such a meeting stating the business to be conducted, signed by not less than fifty full members. At least ten days notice by mail will be given to all members.

ARTICLE VIII - COMMITTEES

Section 1. Standing committees and their functions are covered in the Operating Rules, with the exception of the Nominating Committee whose principal responsibilities are described in this article.

Section 2. A nominating committee comprised of a minimum of four full members of the Institute, one of whom will usually be the past-president, who will act as chair of the committee, one of whom will usually be the volunteer coordinator, and the remainder of whom will not be members of Council or nominees for election as such, will be appointed by Council not later than September 30 of each year. The nominating committee will make the required number of nominations to Council before January 31 of the following year.

Section 3. The report of the nominating committee will be transmitted to all full members as promptly as possible, and before February 15. Any ten full members may then make further nominations not later than March 5 and an election, if necessary, will be held at the ensuing annual meeting.

ARTICLE IX - CONDUCT OF MEETINGS

Robert's Rules of Order, Revised, will govern meetings of McGill ILR and Council and its committees except where inconsistent with these By-laws and Operating Rules.

ARTICLE X - AMENDMENT OF BY-LAWS

Revisions of these By-laws may be proposed at any time by the Council or by any group of members totalling ten percent of the full membership. Details of such proposed revisions, will be given to the full members at least ten days before the general meeting at which they are to be voted upon and their adoption will require the favourable vote of two-thirds of those voting and the ultimate approval of the Senate and Board of Governors of the University.

ADDENDUM	
THE COUNCIL OF THE MCGILL I L R	
Past President	Ex-Officio
President	
Vice-President	
Treasurer	
Recording Secretary	(appointed)
Registrar	
Dean of Continuing Education of McGill University or delegate	
Eight members of Council	
TOTAL: 15 members	1 Ex-Officio
	2 appointed
	12 elected
Every member of Council will have a designated responsibility	

March 7, 1996

OPERATING RULES

RULE I - Officers, including Committee Chairs

Article VI of the By-laws dealing with Council provides that "ten members of the Council will hold such other offices (including those of registrar and treasurer) and committee chairs as Council may determine and which will be indicated at the time of their nomination. Every member of Council will have a designated responsibility".

The present intention is that, in addition to president, vice-president, registrar, treasurer and chair of the Curriculum Committee, these offices include the chairs of the Planning Committee, the Newsletter Committee, the Special Events Committee and the Communications Committee and the Volunteer Coordinator.

Provision is made for a Budget and Finance Committee which may be chaired by the treasurer, or have a separate chair, as determined by Council from time to time.

The chairs of committees will, preferably, have served on the relevant committees before becoming chairs.

RULE II - Duties of Officers, including Committee Chairs

President (back-up: vice-president)

- (a) Presides at meetings of the Council and of the general membership, and prepares the agenda for such meetings;
- (b) Speaks for the Council within the Institute and for the Institute outside;
- (c) Provides general superintendence and coordination of the affairs of the Institute and supports the activities of committees (see also the remarks made under the duties of the vice-president);
- (d) Is responsible for the regular reporting to the Centre for Continuing Education as required;
- (e) Is a member ex officio of the Finance and Curriculum Committees, and other committees as required;

Vice-President (back-up, when necessary, to be chosen by the Council from within the Council)

Acts as back-up for, and alternate to, the president, and otherwise as delegated by the president. In general, the president and vice-president will divide the activities of the president between them in accordance with their respective talents and interests.

Recording Secretary (back-up, when necessary, to be appointed by Council)

- (a) Gives notice of all general meetings and Council meetings;
- (b) Takes minutes of all such meetings and circulates them to Council for approval.

Treasurer (back-up: Chair of Budget and Finance Committee)

Is a member of the Budget and Finance Committee and responsible for:

- (a) The verification and accuracy of income and expenditures;
- (b) The preparation of the Institute's budgets for submission to the Budget and Finance Committee;
- (c) Furnishing financial statements to Council on a regular basis and annually to the annual meeting of members of the Institute;
- (d) Authorizing expenditures;

Registrar (back-up, when necessary, to be appointed by Council)

Responsible for:

- (a) Up-dating the register of members and mailing lists of members and potential members;
- (b) Collating and mailing membership application forms, study group data and other pertinent registration information, and making receipts available to members;
- (c) Preparing study group attendance sheets;
- (d) Conducting registrations for activities of the Institute;

Budget and Finance Committee (back-up: the treasurer)

- (a) The Budget and Finance Committee in consultation with the University, and with the support of the Council, solicits financial support from appropriate sources;
- (b) Recommends to Council ways of keeping income and outgo of monies in reasonable balance;
- (c) Approves the annual budget as submitted by the treasurer;

Curriculum Committee

- (a) Prior to each semester the Curriculum Committee establishes the study group programs offered by the Institute. It receives or initiates new study group proposals, and makes recommendations with regard to space and other pertinent factors;
- (b) Seeks out group moderators, provides guidelines and maintains liaison with and between moderators;
- (c) Because of the heavy load on the Curriculum Committee each member will be responsible for planning study groups in a specific subject area;

Special Events Committee

Plans and carries out social and travel activities for Institute members as approved by Council, and budgets for these events on a break-even basis.

Newsletter Committee

Prepares a regular newsletter keeping members informed of the Institute's programs and special events, and of decisions of Council.

Communications Committee

Informs potential members about the Institute and its activities, through the media and other means, with a view to maintaining, and if appropriate, increasing membership.

Planning Committee

Reviews and evaluates activities of the Institute and its organization and financing, and makes recommendations to Council as appropriate.

Nominating Committee

The principal responsibilities are outlined in Article VIII of the By-Laws.

Volunteer Coordinator

Identifies from amongst members volunteers to serve on standing committees, and as officers, of the Institute, and to assist with ad hoc activities such as special events.

Rule III - Proceedings of Committees

- (a) Committees will meet at the call of their chairs who will report as required by Council on the activities of their committees. Chairs will submit to the president, not later than April 30 of each year, a report on the activities of their committees during the previous 12 months, with any recommendations they wish to make.
- (b) Chairs will appoint members of their committees which should normally number between 5 and 8. Committee memberships should be rotated by replacing at least one member of each committee each year. Chairs will keep Council informed of the membership of their committees.
- (c) No member will serve on more than two committees at the same time and no member may serve on the same committee for more than six years.
- (d) Committees will only make expenditures specifically approved in advance by Council or covered by budgets approved by Council. In preparing any such budgets for submission to Council, chairs will consult with the treasurer. In addition, the treasurer may authorize any expenditure up to and including \$250 provided it is unrelated to past expenditures of the same nature which have not been approved by Council and which, together with the proposed expenditure, would exceed \$500.
- (e) Quorums for committee meetings will be a simple majority of membership of the committee.

Rule IV - Amendment

These operating rules may be amended by Council.

June 13, 1996

F:\USR\DEAN-ZUMILR\BY-LAWS

PROPOSED MAJOR AMENDMENTS TO BY-LAWS

1. Reporting & Programs (Article III)

Should it be necessary to hire paid staff the duties and responsibilities of such employees will now be determined in consultation with Council and outlined in the Operating Rules.

2. Membership (Article IV)

The two classes of members now to be known as 'full' and 'associate' instead of 'active' and 'inactive'.

3. Finance (Article V)

- A. The fiscal year will now be June 1 to May 31 instead of July 1 to June 30.
- B. The Institute's budget will be presented at the Annual General Meeting.

4. Council (Article VI)

- A. The President and Vice-President must have served on Council for at least two years, and experience as a moderator would be desirable.
- B. Every member of Council will have a designated responsibility.
- C. All chairs of committees will be members of Council.
- D. Service on Council will be limited to two (now three) consecutive terms in the same position, after which two years must elapse before election to any office other than President and Vice-President.

5. Meetings (Article VII)

- A. The quorum for General Membership Meetings will be at least 100 full members or thirty percent of full membership, whichever is less.
- B. Advance voting will now be permitted, but will not be counted in arriving at the quorum.
- C. Fifty full members (increased from thirty) may request a General Meeting, which would then be held one month after receipt of their written request.

6. Committees (Article VIII)

- A. The Nominating Committee will be comprised of a minimum of four full members (increased from three) and will consist, usually, of the Past-President, who will be the chair, and usually the Volunteer Coordinator, plus two from the membership at large.

7. Amendment of By-Laws (Article X)

Duly adopted amendments will require ultimate approval of the Senate and the Board of Governors of the University.

THE MCGILL COMMUNITY FOR LIFELONG LEARNING
(MCLL)

BY-LAWS

ARTICLE I – NAME

The name of this organization is “The McGill Community for Lifelong Learning” (MCLL).

ARTICLE II - MANDATE

The purpose of MCLL is to:

- (a) Provide members with the opportunity to pursue intellectual interests, to continue educational activities, to return to neglected educational activities, and to explore new areas of learning in the company of peers. While the primary purpose of MCLL is intellectual pursuit, it is understood that, on occasion, social affairs are appropriate and fall within the purpose of MCLL.
- (b) Offer, administer, and conduct non-credit learning experiences for its members with emphasis on peer teaching and participatory learning. Members themselves will provide the resources and will share responsibility for researching and presenting the relevant material.
- (c) Collect membership and other fees from its members, raise funds from appropriate sources after consulting with the University, and spend money appropriate to its purposes.

It is not the purpose of MCLL to create action committees, espouse causes, or to present briefs to organizations, governments, or other agencies.

ARTICLE III - REPORTING AND PROGRAMS

- (a) MCLL is a semi-autonomous member organization embedded within and reporting to the McGill School of Continuing Studies (SCS). A report of activities is submitted to the Dean of Continuing Studies (the Dean) each year. The MCLL Program Administrator is a member of the Council referred to below, coordinates the interests and activities of MCLL with those of SCS, and gives general administrative support to MCLL.

(b) While the intent is that members plan and run their own activities, SCS is responsible for ensuring that the quality of MCLL's offerings and level of service to members are appropriate. MCLL's educational and social activities are planned and administered by a council (Council) elected by the members. A detailed schedule of study groups is submitted to SCS for information purposes. New activities that represent a significant departure from the past offerings will be submitted to SCS for approval.

(c) Council supervises, controls, and directs the affairs of MCLL, pursues its purposes, and determines its policies consistent with and subject to policies of the University. Employees of MCLL are considered staff of SCS. Responsibility for hiring and dismissing such employees will rest with SCS. The duties and responsibilities of such employees will be determined in consultation with Council and outlined in the Operating Rules.

ARTICLE IV – MEMBERSHIP

(a) Membership in MCLL is primarily offered to retired and semi-retired persons. Intake of new members will occur at the beginning of each semester.

(b) Members retain their membership status by registering for and participating in a minimum of one regular semester in each twelve-month period. Members may participate in all MCLL activities but must pay the prescribed fee for each term in which they attend a study group.

ARTICLE V - FINANCE

(a) The fiscal year of MCLL will be the same as that of the University.

(b) MCLL is self-financing (including charges by the University for facilities, equipment, and services) with funding coming from membership fees and grants and donations from external sources.

(c) All funds relating to MCLL must be deposited in the SCS account. MCLL's budget is separate from SCS's operating budget, and any balance at the year-end is to be carried forward.

(d) By March 15 of each year, a proposed budget for the following fiscal year, incorporating the proposed membership fees, is submitted by Council to SCS for approval. The budget is also presented at the MCLL annual meeting for information purposes.

(e) As MCLL is an organization embedded in the University, all purchases of goods or services must follow University procedures. Major expenditures over and above those in the approved budget require approval from SCS.

ARTICLE VI - COUNCIL

Section 1. The Council is composed of up to fifteen members.

Section 2.

The members of Council include:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Volunteer Coordinator
- (f) Up to eight committee chairs
- (g) Past President (Ex-officio)
- (h) Program Administrator

The Past President and Program Administrator are ex-officio members of Council.

To the extent that offices (other than past president) are expected to be required on a long-term basis, they are described in the Operating Rules.

The president and vice-president are elected for one-year terms, and the remaining elected members are elected for two-year terms. In the interest of continuity, it is intended that these members be elected for overlapping terms and that half of them be elected one year and the other half in the following year.

No committee chair can serve for more than two consecutive terms in the same position unless an extension is approved by Council.

Terms of office on Council begin on June 1 of the year of election.

Section 3.

- (a) Council has the option to replace Council members who fail to attend three or more consecutive meetings of Council and will fill vacancies that occur among the elected officers and Council members for an interim period until the next election.
- (b) A member of Council may resign at any time by giving written notice to the president, with the resignation taking effect at the time specified in the notice.
- (c) The Council normally meets once a month.
- (d) A quorum of the Council is eight.

ARTICLE VII - MEETINGS

Section 1. Council schedules meetings of the membership to:

- (a) Conduct business and provide progress reports.
- (b) Conduct special programs and social events.

Section 2. There is an annual meeting for evaluation of the year's activities and for election of officers and Council members. This meeting takes place no later than March 31 after at least 10 days' notice is given to all members.

Section 3. A quorum of any general membership meeting is fifty members (as defined in Article IV (b)). With the exception of amendments to by-laws, a simple majority of members present decides any vote. In the event of a tie, the chair may cast the deciding vote.

Section 4. In addition, members may vote on election of officers and Council members by submitting their votes in writing to the MCLL office, prior to the time of the relevant meeting. A member represented by proxy will be counted as present when determining the quorum.

Section 5. Members can request a special general meeting. A formal request stating the business to be conducted at this meeting must be signed by not less than fifty members and submitted to Council. The special general meeting will be held within one month of the receipt of the request. At least ten days' notice will be given to all members.

ARTICLE VIII - COMMITTEES

Section 1. Standing committees and their functions are covered in the Operating Rules, with the exception of the Nominating Committee whose principal responsibilities are described in this article.

Section 2. The nominating committee is comprised of a minimum of four members of MCLL: one of whom will usually be the past president, who will act as chair of the committee; one of whom will usually be the volunteer coordinator; and the remainder who will not be members of Council or nominees for election. The members will be appointed by Council no later than September 30 of each year. The nominating committee will make the required number of nominations to Council before January 31 of the following year.

Section 3. The report of the nominating committee is transmitted to all members as promptly as possible, and before February 15. Any ten members may then make

further nominations no later than March 5 and an election, if necessary, is held at the ensuing annual meeting.

ARTICLE IX - CONDUCT OF MEETINGS

Robert's Rules of Order, Revised, will govern meetings of MCLL and Council and its committees except where they are inconsistent with these By-laws and Operating Rules.

ARTICLE X - AMENDMENT OF BY-LAWS

Revisions of these by-laws may be proposed at any time by the Council or by any group of members totaling ten percent of the membership. Details of such proposed revisions will be given to the members at least ten days before the general meeting at which they are to be voted upon. Their adoption will require the favourable vote of two-thirds of those voting and be subject to the approval of SCS.

Adopted at the Annual General Meeting of MCLL on March 25, 2022