

# Senior College at Belfast 18th Annual Meeting Minutes

## September 27, 2018

**Call to order:** President Larson called the meeting to order at 11:55 a.m. and introduced Patty Libby, Director of the Hutchinson Center.

**Greetings from the Hutchinson Center Director:** Director Libby expressed the Center's continued support for the Senior College. Libby introduced the Center's new IT person, Sam Overlock, who will liaise with Senior College faculty, and she also noted her own new position as Assistant Dean at U-Maine Orono, which she will hold along with her position as Director of the Hutchinson Center.

**Remarks by the President:** President Larson acknowledged how fortunate Senior College is to be based here, noting how many other senior colleges lack a real "home" such as ours. We are the only college to hold all of our classes on a single day in the same location.

**Approval of the 2017-2018 Financial Report:** Treasurer Jim Taber's annual report, highlighting our financial strength, was accepted.

**Presentation of Standing Committee Reports:** The president introduced the chairs of each committee (reports are posted online), and thanked them for their volunteer service:

**Archive Committee**, Shirley Jarvella; **Curriculum Committee**, Lila Nation;

**Festival of Art**, Cathy Bradbury; **Finance Committee**, Jim Taber;

**Fundraising Committee**, David Beebe and Pete Reilly; **Publicity Committee**, Nancy Perkins;

**Registrar's Report**, Sue Garrett; **Special Events Committee**, Martha Laitin;

**Nominating Committee**, Jim Taber.

**Election to the Board of Trustees:** Nominating Committee chair Jim Taber presented the nominees, five for three-year terms; two for two-year terms; one for a one-year term. This will re-establish a schedule of electing five people each year for three-year terms on the board. David Boyer (2021), Sue Garrett (2020), Barbara Klie (2019), Nancy Perkins (2021), Elisabeth Pollock (2021), Elaine Potoker (2021), Jim Taber (2021), Dick Topping (2020). The complete slate was approved.

**Nominating Committee Slate as provided online to the membership: Appended.**

**By-law Amendments:** The president explained the proposed amendments to the by-laws and they were approved by the members present.

**Complete List of Revised By-laws as provided online to the membership: Appended.**

This concluded the agenda for the 2018 annual meeting, which was **adjourned** at 12:50 a.m.

## September 27, 2018, Special Board Meeting Minutes

**2018-2019 Board Meeting to elect officers:** Immediately upon completion of the annual meeting the newly constituted board elected its officers for the year: President, Arlin Larson; Vice President, Harry Kaiserian; Treasurer, Jim Taber; Secretary, David Boyer.

**David Boyer, Secretary**

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**SENIOR COLLEGE AT BELFAST BYLAWS:**

**PROPOSED REVISIONS 2018**

**BYLAWS**

**Senior College at Belfast**

**Article I - General Provisions**

Section 1. This organization is known as Senior College at Belfast, hereinafter known as "Senior College".

**Article II - Mission**

The mission of Senior College is to provide intellectual stimulation, practical knowledge, social interaction and fun for persons (fifty) 50 years of age or older.

**Article III - Membership**

Section 1. An individual (fifty) 50 years of age or older, and the spouse or partner of that individual, regardless of age, is eligible for membership in the Senior College.

Section 2. Application for membership must be in writing or on-line, and must be accompanied by payment of dues for one year.

Section 3. A member may be suspended or expelled for cause, as determined by the Board of Trustees. Such action shall require a two-thirds (2/3) vote of those Trustees in attendance at a regular or special Board meeting and shall be preceded by a hearing of which the member shall be given no fewer than ten (10) days' notice.

Section 4. Any member who is in default for payment of dues may be removed from the membership.

Section 5. Faculty members are designated as courtesy members for one year after the academic year in which they teach.

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### **Article IV – Membership Meetings**

- Section 1. The Senior College shall hold an annual corporation/membership meeting on any Thursday in September. The date, time, and location of this meeting shall be communicated to the membership no fewer than thirty (30) days prior to the meeting along with the agenda and the Nominating Committee’s recommendations for election to membership on the Board of Trustees.
- Section 2. Each annual meeting shall include a business meeting during which the membership shall (1) elect Trustees, (2) hear reports from standing and special committees, (3) adopt resolutions, (4) approve the treasurer’s report, and (5) conduct other business.
- Section 3. The Board of Trustees may call special meetings of the corporation/membership at its discretion; the date, time, location and agenda for these meetings shall be communicated to the membership no fewer than thirty (30) days prior to the meeting.
- Section 4. Each member in attendance shall be entitled to one vote at any official meeting. There shall be no proxy voting at any meeting of the Senior College.

### **Article V – Board of Trustees**

- Section 1. This organization’s use of the terms “Trustees” and “Board of Trustees” are intended by the organization to be identical to the terms of “Director” and “Board of Directors”, as set forth in Title 13-B Maine Revised Statutes (M.R.S.B.), Section 701 *et seq.*, and the Board of Trustees shall be governed by these same bylaws in accordance with the provisions contained in Title 13-B, M.R.S.B., Section 701, *et seq.*
- Section 2. The Board of Trustees shall consist of fifteen (15) Senior College members elected by the membership of the Senior College. Terms shall be for three years and staggered so that five begin and five end every year. A Board member’s three-year term of service shall begin immediately after the annual meeting of the Senior College at which they were elected and be completed at the end of the annual meeting three years later. An officer who resigns his or her position thereby relinquishes his or her position on the Board.
- Section 3. The Board of Trustees shall elect its officers from its members. The Officers and Board of Trustees shall be charged with the general management of the affairs of the Senior College. The Board shall make such rules and regulations for its organization and functioning as it deems appropriate.

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- Section 4. Trustees may serve no more than two (2) consecutive three-year terms; after a hiatus of at least three years, members may be re-elected for another one (1) or two (2) three year terms.
- Section 5. In the event of a vacancy, a member of the Senior College nominated by the Nominating Committee, and appointed by the Board of Trustees, shall fill the remaining term of the Trustee.
- Section 6. The Board of Trustees shall meet monthly, and may meet more, or less, frequently at the call of the President as it deems necessary. Written notice of special meetings shall be seven (7) days, subject to waiver by unanimous consent.
- Section 7. Members of the Board of Trustees are expected to attend all board meetings. A Board member who must miss more than three board meetings per year may be asked to resign her/his position.
- Section 8. Nine (9) members of the Board of Trustees shall constitute a quorum.
- Section 9. The Board of Trustees shall have the authority to approve an annual budget, and to increase fees/raise funds if, in its judgment, it becomes necessary to procure additional funds to finance an emergency or special program.
- Section 10. The Board of Trustees shall provide indemnification for its officers, as stated in Title 13B, M.R.S.A., Section 714 as amended.

### **Article VI – Officers and Duties**

- Section 1. The officers of the Senior College shall include President, Vice President, Secretary/Clerk and Treasurer. All officers shall be elected for a term of one year and may be reelected for up to five (5) consecutive terms.
- Section 2. The President shall serve as Chief Executive Officer of the Senior College, the corporation, the Board of Trustees and the Executive Committee and shall preside at all meetings. The President, with the approval of the Board of Trustees, shall appoint standing and special committees and their Chairs and disband special committees upon completion of their tasks.
- Section 3. The Vice President shall aid in the discharge of the President's duties and shall preside at meetings in the absence of the President.
- Section 4. The Secretary shall be responsible for the call to all corporation/membership meetings, for distribution of the minutes of all meetings, and for filing legal documents as needed.

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- Section 5. The Treasurer shall be responsible for all financial affairs of the Senior College and shall report to the Board of Trustees at each of its meetings and to the membership at the annual meeting.

### **Article VII – Standing Committees, Registrar and Newsletter Editor**

#### **Section 1. Standing Committees**

- A. The duties of the Standing Committees (listed below) shall be such as are delegated to it by the Board of Trustees and shall include consideration of and recommendations regarding issues presented to it by the Board of Trustees.
- B. With the exception of the Nominating Committee, members of the Standing Committees shall be recommended by any member of the Board of Trustees or Standing Committee Chairs or may volunteer, and shall be approved by the Chair of the Standing Committee. The President shall be advised of the members of the Standing Committees. By agreeing to serve on a Standing Committee, members agree to attend meetings of that Standing Committee.
- C. In the event of a vacancy on a Standing Committee, the President and/or the Standing Committee Chair may appoint a member to fill the vacancy.
- D. Standing Committee Chairs may attend Board of Trustees meetings but will not vote.

#### **Section 2. Executive Committee**

- A. The Executive Committee shall consist of the Officers of the Senior College.
- B. The duties of the Executive Committee shall be such as are delegated to it by the Board of Trustees and shall include consideration of, and recommendations regarding issues presented to it by the Board of Trustees. Issues occurring between meetings of the Board of Trustees will be resolved by the Executive Committee as needed and reported to the Board of Trustees at the next Board of Trustees meeting.

#### **Section 3. Nominating Committee**

- A. The Nominating Committee shall consist of the Officers of the Senior College, the immediate past President of the Senior College or trustee designee and three (3) additional members from the corporation/membership appointed by the Chair of the Nominating Committee. The Nominating Committee shall be chaired by a member of the Board of Trustees.
- B. Members shall be encouraged to recommend nominees to fill vacancies on the

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Board of Trustees to the Nominating Committee no later than ninety (90) days prior to the annual corporation/membership meeting.

- C. The Nominating Committee shall provide the Secretary/Clerk with its slate of nominees to fill vacancies on the Board of Trustees no fewer than forty-five (45) days before the annual corporation/membership meeting and shall present that slate at the meeting.
- D. The Nominating Committee shall recommend to the Board of Trustees individuals to fill vacancies among the Officers and on the Board of Trustees.

### Section 4. **Curriculum Committee**

- A. The Curriculum Committee shall consist of no fewer than five (5) members, including the Registrar.
- B. The Curriculum Committee shall determine the courses to be offered based on the interests of the membership and the qualifications of potential faculty.
- C. The Curriculum Committee shall work with the Hutchinson Center staff and Senior College volunteers to provide appropriate classrooms and be the point group for management of course operations during each college term.

### Section 5. **Finance Committee**

- A. The Finance Committee shall consist of the Board Treasurer, who will chair the committee, and at least three (3) other members, at least one of whom will not be a Board member.
- B. The committee will be responsible for overseeing the financial affairs of the College, including preparation of an annual budget.

### Section 6. **Special Events Committee**

- A. The Special Events Committee shall consist of no fewer than five (5) members.
- B. The Special Events Committee shall plan and carry out field trips special presentations and other special events.

### Section 7. **Archives Committee**

- A. The Archives Committee shall consist of no fewer than five (5) members.

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- B. The Archives Committee shall identify, collect, categorize, organize and store materials relevant to the history and proceedings of the Senior College.

### Section 8. **Publicity Committee**

- A. The Publicity Committee shall consist of no fewer than five (5) members.
- B. The Publicity Committee shall be responsible for promoting the Senior College within our service area through news media, publications, and community outreach.

### Section 9. **Registrar**

The Registrar shall manage the enrollment of all students each term.

### Section 10. **E-news Editor**

The E-news Editor is responsible for production of the e-news online newsletter.

### Section 11. **External Website Manager**

The External Website Manager is a volunteer or a paid position. S/he is responsible for maintaining an updated membership list and for maintaining and updating the Senior College website, including online registration.

### Section 12. **Internal Website Manager**

The Internal Website Manager is a volunteer position. S/he oversees the Senior College website, making sure the External Website Manager has complete, accurate and up-to-date information.

### Section 13. **Office Manager**

The Office Manager shall be responsible for having the office staffed during agreed upon open hours, shall respond to and process phone calls, mail and in-person requests. S/he will be responsible for all printing requested by instructors, in a timely manner.

## **Article VIII – Amendment of the Bylaws**

- Section 1. These bylaws may be amended in part, or in whole, by a majority vote of the members at the annual corporation/membership meeting or at a special meeting called for that purpose.

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**Article IX – Dissolution**

- Section 1. Upon the dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation with the meaning of Title 13-B of the Maine Revised Statutes as amended.
- Section 2. No part of the net earnings of the Corporation shall inure to the benefit of any member, Trustee or private individual (except that reasonable compensation may be paid for services rendered to the Corporation in carrying out one or more of its purposes), and no member, Trustee, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the assets upon dissolution of the Corporation.

**Article X – Non-Discrimination Statement**

- Section 1. The Senior College at Belfast does not discriminate on the basis of race, color, religion, ethnicity, sex, national origin, age, sexual orientation, gender identity or expression, mental or physical disability, genetic information, or any other basis prohibited by applicable law.

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### **Slate of Candidates for Belfast Senior College Board of Trustees, September 2018 (Alphabetical by Last Name)**

**David Boyer**, Incumbent. **Term expires:** 2021

Member of Board since 2010, currently serving as Secretary, active member of Curriculum Committee, teacher of 2 courses at Belfast Senior College.

**Sue Garrett**, Incumbent. **Term expires:** 2020

Served on the Board since Spring 2016. During her tenure has served on the Curriculum Committee, and as Registrar. She has also participated in the Festival of Arts and is a member of the faculty.

**Barbara Klie**, Incumbent. **Term expires:** 2019

Been an active member of Belfast Senior College since 2009, taking courses, volunteering in the office, serving as a class assistant, and helping wherever else help is needed.

**Nancy Perkins**, New Applicant. **Term expires:** 2021

Extremely active in Senior College for several years. Chairman of Publicity Committee, member of Special Events Committee, has taken several classes and recently taught a class.

**Elisabeth Pollock**, Incumbent. **Term expires:** 2021

Elisabeth is retired from a career in medical research which included managing laboratories and offices. Since joining BSC Elisabeth has participated in several courses and special events, and notably has served as BSC Office Manager for over a year.

**Elaine Potoker**, New Applicant. **Term expires:** 2021

PhD holder and Professor Emerita of Business from Maine Maritime Academy, she recently taught a course at BSC and is planning another. Exceptionally strong background and experience in strategic planning, marketing research, and organizational development.

**Jim Taber**, Incumbent. **Term expires:** 2021

A retired Air Force officer and IT Manager, Jim has served on the Board of Trustees for almost 3 years as the Treasurer and as Chairman of the Finance Committee.

**Dick Topping**, Incumbent. **Term expires:** 2020

A retired CIA Analyst, Dick has taught 9 courses at Belfast Senior College. He is active in the Belfast Community and has been on the BSC Board of Trustees for 3 years, serving on the Finance Committee.