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LIFELONG LEARNING INSTITUTE—MANASSAS (LLI-MANASSAS)

NORTHERN VIRGINIA COMMUNITY COLLEGE—MANASSAS CAMPUS

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ARTICLE 1 NAME, AUTHORITY AND OFFICE

Section 1.1 Name and Authority. Lifelong Learning Institute is a Non-Profit Corporation hosted by Northern Virginia Community College – Manassas Campus. It is a membership organization that is managed by a Board of Directors elected by the membership. The Corporation is known as Lifelong Learning Institute, Northern Virginia Community College-Manassas Campus. (LLI/NVCC-Manassas) hereinafter referred to as LLI-Manassas.

Section 1.2 Contact Information. The registered office of LLI-Manassas is located at 6901 Sudley Road, Manassas, Virginia 20109. Current contact information is on the website www.llimanassas.org. E-Mail is llimanassas@gmail.com.

Section 1.3 Liaison. Northern Virginia Community College-Manassas Campus may designate staff to serve as liaison to LLI-Manassas.

ARTICLE II MISSION AND GUIDING PRINCIPLES

Section 2.1 Mission. The mission of LLI-Manassas is to establish a community of adults, 50 years of age or older, that provides affordable, educational and social opportunities in a friendly atmosphere.

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Section 2.2 **Guiding Principles.** To accomplish its mission, LLI-Manassas is guided by the following principles: provides non-credit, non-degree-granting programs, as well as special cultural and social events; is governed by its members through an elected Board of Directors and functions as an intellectual cooperative in which members volunteer as planners, instructors, organizational officers, and committee members; serves as an important resource and forum for the discussion of current issues and concerns of its members and the community; and is an affirmative action, equal opportunity, non-profit institution.

To operate exclusively for the purpose of informing and educating the older adult population (age 50 and older) in and around Northern Virginia within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the Code); and

To conduct any and all other lawful activities not required to be specifically stated in the Articles of Incorporation and these Bylaws for which corporations may be incorporated under the Act, provided, however, that LLI/NVCC-Manassas shall engage only in such activities as are in furtherance of the exempt purposes set forth in Section 501(c)(3) of the Code, or the corresponding provision of any future federal tax law, for a corporation organized and operated exclusively for educational purposes.

No part of the assets or net earnings of LLI/NVCC-Manassas shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers or other private persons, except that LLI/NVCC-Manassas shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of LLI/NVCC-Manassas shall be the carrying on of propaganda or otherwise attempting to influence legislation, and LLI/NVCC-Manassas shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision to the contrary, LLI/NVCC-Manassas shall not carry on any other activities prohibited (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future Federal tax law, or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future federal tax law.

ARTICLE III MEMBERSHIP

Section 3.1a **Membership.** A membership shall be available to all persons fifty (50) years of age or older. For admission to membership, any interested person shall apply on a form approved by the Board of Directors, which shall provide among other requirements that the applicant agrees to abide by the Bylaws of LLI-Manassas and any other related government document. A tender of the initial dues as a member shall accompany each application for membership.

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Section 3.1b Voting Rights. A member shall be in good standing with LLI-Manassas only if he/she is current with all membership dues. Voting rights are extended to members in good standing at general membership meetings on the following matters: election of the Board of Directors, approval of any amendments to the Bylaws that may be proposed by the Board, any special meeting called in accordance with these Bylaws and such other issues as the Board may choose to bring before the members. Voting on all other matters is expressly reserved for the Board of Directors.

Section 3.1c Categories of Membership. LLI-Manassas shall have one category of active members, each of whom shall have one vote. The Board may, at its discretion, award honorary memberships without dues, but these will be non-voting. The Chairperson of the Membership Committee and Secretary shall keep a list of all active members. Memberships shall not be transferable.

Section 3.2 Dues/Fees. The Board of Directors shall set the dues and fees. The membership year will be for twelve months commencing on September 1. The grace period for receipt of the membership dues shall be sixty (60) days from the due date, unless otherwise changed by the Board of Directors.

Section 3.3 Member Privileges. Members may enroll in one or more courses which are offered by LLI-Manassas and participate in all LLI-Manassas activities, programs and special events subject to such fees, limits in class size, and procedures as the Board of Directors may adopt. Members will be entitled to specific privileges from Northern Virginia Community College-Manassas Campus when extended to the LLI-Manassas.

ARTICLE IV MEETINGS, QUORUMS AND VOTING

Section 4.1 Annual Meetings. An annual meeting of LLI-Manassas shall be held in April of each calendar year. The Board of Directors shall determine the date, time and place of the annual meeting.

Section 4.2 Special Meetings. A special meeting of the membership may be called by the President under the following conditions: 1) five (5) members of the Board of Directors request and submit the purpose of the meeting in writing to the President; or 2) twelve (12) members of the membership in good standing submit a written request to the President. Following either request such meeting shall occur within 45 days after receiving the request. All members must receive notice and be informed of the date, time, place and purpose of such meeting ten (10) days in advance. The business transacted at a special meeting will be confined to the purpose stated in the meeting notice.

Section 4.3 Quorum. At all meetings of LLI-Manassas membership, a quorum shall be determined by those present by attendance or by proxy. A quorum for the meeting is attained when a combined total of voting members present and the number of valid proxies presented to the Secretary at the start of the meeting equals 25% or more of the voting membership.

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Section 4.4 Majority Rule. Except on a vote to amend these Bylaws, all decisions of the LLI-Manassas membership shall be determined by a majority of the voting members present, or by proxy, at the meeting. The President of the meeting shall not vote except in case of a tie vote.

Section 4.5 Proxies. A member of LLI-Manassas may designate another member in good standing of LLI-Manassas as a proxy. The President may ask proxy holders to identify the proxy for the purpose of establishing a meeting quorum. When voting a proxy, the holder of the proxy vote will cast the proxy vote by submitting the signed proxy form along with the ballot to the President.

Section 4.6a Notice of Meetings. Except as otherwise stated in Article X, Section 10.3 the Secretary shall give written notice of the date, time and place of a meeting of members at least ten (10) days, but not more than sixty (60) days prior to the meeting. All meetings shall be held at the date, time, and place fixed by the Board of Directors. The meeting notice must state the purpose or purposes for which the meeting is called. Action will only be taken in relation to the stated purposes in the notice. Notice will be sent by mail or email to the members' last known address appearing on the membership list of LLI-Manassas.

Section 4.6b Closing, Transfer Books and Record Date. The books of LLI-Manassas may be closed by action of the Board of Directors not exceeding seventy (70) days prior to the next membership meeting for the purpose of determining the members entitled to notice of such meeting. In lieu of closing the books, the Board of Directors may fix in advance a date as the record date for any such determination of members entitled to notice of said meeting. Such date shall be not more than seventy (70) days preceding the date on which the particular action requiring such determination of the members is to be taken.

Section 4.7 Parliamentary Authority. The President shall preside over all meetings of the members. If the President is not present, the Vice-President shall preside. If the Vice-President is not present, or if there is no Vice-President, then either the Secretary or the Treasurer shall become the presiding officer. If none of such officers are present, the members present at the meeting shall select someone from their number to serve as the presiding officer of the meeting. The Secretary shall keep a record of all meetings of LLI-Manassas. If the Secretary is not present, the presiding officer shall appoint an Acting Secretary for the meeting.

Section 4.8 Consent. In cases where there is no opposition to routine business, and a quorum is present, action may be taken by unanimous consent. The President of the meeting announces, "If there is no objection to *the question* (the President will state the question), the action will be taken." If an objection is heard, the President will call for the vote.

Section 4.9 Robert's Rules of Order. Robert's Rules of Order, newly revised, shall govern the meeting of the organization in all cases where they are applicable and in which they are not inconsistent with these Bylaws.

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ARTICLE V BOARD OF DIRECTORS

Section 5.1 Membership. The Board of Directors of LLI-Manassas shall include not more than thirteen (13) elected members, which includes the four (4) Officers of the Board of Directors. If the Immediate Past President does not continue as a Director, such person shall serve as an ex officio non-voting member of the Board of Directors during the time that he or she occupies the position of Immediate Past President.

Section 5.2 General Duties

The Board of Directors shall: establish the policies of LLI-Manassas; determine its mission, purposes and programs; set dues and ensure adequate resources; approve budgets; develop a vision for its future; provide strategic direction; propose changes in the Bylaws; and take such further action as set forth in these Bylaws and/or are in conformity with the Articles of Incorporation.

Section 5.3 Term of Office. The term of office for elected members of the Board of Directors shall be three years, and shall commence with the meeting of the Board which shall be held after their election.

Section 5.3a Consecutive Terms. No one member may serve more than two (2) consecutive elected terms on the Board of Directors. However, the time served as a member of the Executive Committee (President, Vice-President, Secretary, and Treasurer) will not be counted as time on the Board. A person may be re-elected to a board position after being off the board for three years.

Section 5.4 Elections. At the annual membership meeting of LLI-Manassas, members will elect from its membership those interested and nominated to serve on the Board of Directors, filling any existing vacant positions on the Board.

Section 5.5 Vacancies. A member of the Board of Directors may resign at any time by giving written notice to the President. Such resignation shall take effect at the time therein specified. Officers and members of the Board of Directors may be removed from their position for cause by two-thirds vote of the Board of Directors. A Director absent for three or more consecutive meetings of the Board of Directors without excuse may be removed from the Board of Directors by a two-thirds vote of the Board of Directors at a regular meeting or at a special meeting at which a quorum is present. A vacancy on the Board may be filled, for the balance of the term vacated, by a majority vote of the Board of Directors.

Section 5.6 Meetings. The Board of Directors shall determine the frequency of Board meetings. A meeting of the Board of Directors may be called by the President, or by any five (5) members of the Board of Directors.

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Section 5.7 Notice of Meetings. A notice of a meeting of the Board of Directors shall be mailed, emailed or delivered to each member of the Board of Directors at their last known address at least seven (7) days prior to the meeting date. Regular periodic meetings of the Board of Directors may be scheduled at one of the preceding meetings of the Board, thereby dispensing with prior notification to Board members.

Section 5.8 Quorum. A majority of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors. Proxy representation shall not be eligible for the voting at any meeting of the Board of Directors.

Section 5.9 Compensation. Members of the Board of Directors may not receive compensation for serving in their official capacity. They may, however, be reimbursed for out-of-pocket expenses incurred on behalf of LLI-Manassas, providing such expenses are included as line items in the budget, or are approved by the Board of Directors.

ARTICLE VI OFFICERS

Section 6.1 General

The Officers of LLI-Manassas shall be Directors and consist of a President, a Vice-President, a Treasurer and a Secretary.

Section 6.2 Election and Term of Office

Section 6.2a The election of Officers shall take place at the first meeting of the Board of Directors following the annual election and shall be by a majority vote of the Directors voting.

Section 6.2b The term of office of Officers shall be one year. Officers shall not serve more than three (3) consecutive one-year terms in the same office, but may be extended for a fourth year by majority vote of the membership . The Treasurer's term may be extended beyond three years by a majority vote of the Directors.

Section 6.3 Duties of the Officers

Section 6.3a President The President shall be responsible for the governance of LLI-Manassas in accordance with the By-Laws and Articles of Incorporation. The President shall preside over all official business meetings of LLI-Manassas; shall supervise any paid employees; shall serve as chairperson of the Board of Directors; and may appoint a Parliamentarian. The President shall serve as the principal spokesperson for LLI-Manassas, but may delegate that responsibility.

Section 6.3b Vice-President The President and the Vice-President shall determine between them the assignment of duties of the Vice-President. The Vice-President shall fulfill the duties of the President if the President is unable to do so.

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Section 6.3c Treasurer The Treasurer shall oversee the development of the annual operating budget; review the organization's accounting procedures and controls at least annually to provide reasonable assurance that accounting and bookkeeping transactions are properly recorded; provide financial reports to the Board of Directors periodically and at annual membership meetings; file governmental forms for the federal and state taxing authorities as required; and assist with the annual audit as requested.

Section 6.3d Secretary The Secretary, assisted by the Chair of the Membership Committee, is responsible for overseeing a current list of voting members in good standing. The Secretary shall be responsible for assuring that accurate records are prepared and maintained of meetings of the Board of Directors, Executive Committee and the general membership, including policy and administrative decisions made by these bodies; and shall function as the archivist and authenticate records of LLI-Manassas.

Section 6.4 Vacancies

Should a vacancy occur in any Officer position, the Board of Directors shall elect a new Officer to complete the unexpired term. Officers may be removed from their position for cause by a two-thirds vote of the Board of Directors.

ARTICLE VII COMMITTEES

Section 7.1 General

Membership on each of the committees shall be made up of volunteers from members of LLI-Manassas who have expressed an interest in the committee's activities. At its discretion the Board of Directors may appoint a Director to be liaison to a committee.

Section 7.2 Executive Committee

The Officers of LLI-Manassas shall constitute the Executive Committee and shall exercise the authority of the Board of Directors between meetings of the Board in instances necessitating timely Board decisions. The Secretary shall promptly notify the Board of Directors of all actions taken by the Executive Committee.

Section 7.3 Standing and Special (Ad Hoc) Committees

Standing and Special (Ad Hoc) Committees shall be established by the Board of Directors. Chairpersons of such committees shall be named by the Board of Directors with the advice and consent of the President. Members of such committees shall be named by their Chairpersons. Chairpersons of standing committees shall continue in their positions until replaced by the President or until the Chairperson resigns.

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Standing Committees for Programs, Membership, Finance, Information Technology, Events Coordination, and Outreach shall prepare reports and proposals regarding projects submitted to it. The Board of Directors shall take action based on the submitted proposals. The Board of Directors may establish additional standing committees. Ad hoc committees may also be created by the Board of Directors to accomplish a specific task and be given a time limit.

Section 7.4 Nominating Committee

The Nominating Committee shall consist of five (5) members. The Chairperson of the Nominating Committee and two (2) members, who are not members of the Board of Directors, shall be appointed by the Board of Directors in January three (3) months before the annual meeting. At the same time, the Board of Directors shall appoint two of its members to the Nominating Committee. Vacancies on the Committee shall be filled by appointment by the Board of Directors. The Nominating Committee shall recruit from LLI-Manassas membership candidates for the annual election to the Board to fill existing vacancies.

Section 7.4a Report of the Nominating Committee and Nominations from the Floor

The report of the Nominating Committee shall be sent to all members with the notice of the annual meeting and shall be presented at the annual meeting. Following the presentation of the Nominating Committee's report any voting member may make nominations from the floor, provided the consent of the nominee has been secured.

ARTICLE VIII FINANCES

Section 8.1 Fiscal Year. The fiscal year for LLI-Manassas shall be July 1 through June 30.

Section 8.2a Income. The LLI-Manassas Board of Directors shall establish membership dues and program or activity fees, and pursue grants as sources of income, to support programs and financial requirements of the organization.

Section 8.2b Donations. The LLI-Manassas, through the Board of Directors, may accept monetary donations, real and/or personal property and services for the benefit of the organization.

Section 8.2c Fund-Raising Events. The Board of Directors may approve fund-raising events for the benefit of LLI-Manassas.

Section 8.3 Budget. The Board of Directors shall approve the annual budget before presenting it to the membership.

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Section 8.4a Funds. The accounting and management of the funds of LLI-Manassas shall be the responsibility of the Treasurer.

Section 8.4b Financial Audit. The Board of Directors shall conduct annual audits and oversee the required Federal and State tax forms to be filed as necessary. The President shall appoint at least two (2) Members of the Board of Directors, one of whom shall be the Vice-President and two LLI members in good standing to conduct the audit. The Treasurer shall not be on the audit committee, but shall participate and assist as requested. The audit shall be conducted within sixty (60) days following the end of the fiscal year.

Section 8.5 Financial Reports. A financial report of income and expenses shall be prepared by the Treasurer and distributed to the Board of Directors monthly and to the members at the annual meeting.

Section 8.6 Checks, Note & Draft Signatures. Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board of Directors may from time to time authorize. The signature of any such person may be a facsimile when authorized by the Board of Directors.

ARTICLE IX DISSOLUTION

Section 9.1 Distribution of Assets Upon Dissolution. Upon the dissolution of LLI-Manassas, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of LLI-Manassas, distribute all of the remaining assets of LLI-Manassas in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as at the time shall qualify as an exempt organization(s) under 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of LLI-Manassas is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X AMENDMENTS

Section 10.1 Authority to Amend. The Bylaws can be amended on the initiative of the Board of Directors, or by the Membership as stated in Section 10.2a and 10.2b below. A majority vote of the voting members present, including proxies, at the annual meeting, or at a meeting called in accordance with these Bylaws for the purpose of amending the Bylaws shall be required.

Section 10.2a. Procedure to Amend. Active members of LLI-Manassas may submit a written proposed amendment to the Bylaws provided it is signed by ten (10) other members. The proposed amendment shall be submitted to the President of LLI-Manassas. Except as provided

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for in Section 10.2b, any proposed amendment of the Bylaws must be approved by the Board of Directors at a regularly scheduled meeting before submission to the membership.

Section 10.2b Membership Action. A proposed amendment, signed by the majority of the members of LLI-Manassas, may be presented to the membership without the requirement of having received a favorable vote from the Board of Directors.

Section 10.2c 30 Day Notice. A complete copy of a proposed amendment, to be considered by LLI-Manassas membership, must be posted on the website together with the notice of the meeting, at least thirty (30) days prior to the date of the meeting at which the vote will be taken. The notice may include a recommendation from the Board of Directors

ARTICLE XI INDEMNIFICATION

Section 11.1 Advances. LLI-Manassas will reimburse the reasonable expenses incurred by a Director, Officer, employee or agent who is a party to a proceeding if the Director, Officer, employee or agent furnishes LLI-Manassas with a written statement of his good faith belief that he/she has met the standard of conduct described in the Articles of Incorporation; the Director, Officer, employee or agent furnishes to LLI-Manassas a written undertaking, executed personally, to repay the advance, if it is ultimately determined that he/she did not meet the standard of conduct; and a determination is made that the facts then known to those making the determination would not preclude indemnification under this Section.

Section 11.2 Determination and Authorization of Indemnification.

Section 11.2a LLI-Manassas will not indemnify a Director, Officer, employee or agent unless authorized in the specific case, after a determination has been made that indemnification of a Director, Officer, employee or agent is permissible in the circumstances, because he/she has met the standards of conduct.

Section 11.2b The determination shall be made by any of the following:

- (1) A majority vote of a quorum of only the members of the Board of Directors who are not at the time parties to the proceeding;
- (2) A majority vote of a Committee duly designated by the Board of Directors consisting solely of two or more directors not at the time parties to the proceeding if a quorum cannot be obtained;
- (3) Special legal counsel either elected by the Board of Directors or its Committee or, if the quorum of the Board of Directors cannot be obtained and a Committee cannot be designated, selected by a majority vote of the full Board of Directors, in which selection of those Directors who are parties to the proceeding may participate; or

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(4) The membership of LLI-Manassas.

ARTICLE XII SEAL

LLI-Manassas may have an insignia or a corporate seal of such design as the Board of Directors may adopt.

On the 26th day of February 2020 these amended Bylaws were approved by a majority vote of the Board of Directors of the Lifelong Learning Institute-Manassas. On April 27 2021 these Bylaws were approved by a majority vote of members at the Annual Business Meeting to become effective on this date.

(Signed)

Michael Ahern, President

Date: 28 April 2021