



## THE CENTER COUNCIL BYLAWS

### I. ROLES:

- A. To support the mission of The Center.
- B. To promote understanding of Center policies, planning and procedure.
- C. To serve in an advisory capacity to Center staff and leadership.

### II. MEMBERSHIP AND VOTING PROCEDURES:

- A. The Council shall be comprised of all Center members and all regularly scheduled program leaders, whether paid or volunteer.
- B. Each Center member and each regularly scheduled program leader shall have one vote and must be present at the Council meeting in order to cast a vote.
- C. The Executive Director of The Center, or her/his designee, and all other staff members may attend and participate in Council meetings as non-voting members
- D. The immediate past Council President may serve as an ex-officio Council member with full voting privileges for one (1) year after leaving the elected office.
- E. Voting by show of hands: Unless a secret paper ballot vote is deemed necessary, a vote by show of raised hands by eligible voters shall be the basic method of voting. A majority of raised hands is necessary to determine the outcome of the issue being voted upon.
- F. Secret paper ballot votes: When a vote is to be taken by secret paper ballot, two elected Council officers shall first count the number of all eligible voters present at the meeting, as shown by raised member key tags or index cards provided to non-member program leaders, and concur on that number as the total number of votes possible on a secret paper ballot.
- G. Teleconferencing: A Council member may participate and vote in any meeting by, or conducted through, the use of any means of electronic communication by which all Council members participating may simultaneously see or hear one another.

### III. MEETINGS:

- A. Regular monthly meetings shall be held at The Center at 1 pm on the first Monday of each month unless Council members have been informed otherwise by the President.
- B. Special meetings of the Council may be called by the President or her/his designee at any time, with timely notice given to members of Council.
- C. Notification of regular monthly and special Council meetings shall be made by the Corresponding Secretary or a designee.
- D. Ten (10) members of the Council shall constitute a quorum at any regular monthly meeting.
- E. Council officers may meet separately, from time to time, as an Executive Committee, without notice to the Council membership.

- F. Meetings shall be conducted in accordance with the latest edition of *Robert's Rules of Order Newly Revised* and The Center Code of Conduct Policy.

**IV. OFFICERS:**

Officers of the Council shall be President, Vice-President, Recording Secretary, and Corresponding Secretary, and shall serve as the elected members of the Executive Committee.

**V. EXECUTIVE COMMITTEE:**

- A. In addition to the elected Council officers, the President may appoint up to three (3) additional Center members to serve as members of the Executive Committee.
- B. Meetings of the Executive Committee shall be held at the discretion of the President.
- C. The Executive Committee shall act in an advisory capacity to the Council President for the making of rules and procedures related to the conduct of meetings, setting meeting agendas and dates, and any other tasks related to the Council's roles and activities.
- D. Except for the Nominating Committee, any sub-committee formed by the Council President shall include at least one (1) member of the Executive Committee.

**VI. ELECTION OF OFFICERS:**

- A. Each year at the November meeting of the Council, the President shall appoint a Nominating Committee composed of three (3) Council members, one of whom shall serve as Chair of the Nominating Committee.
- B. The Nominating Committee may canvass membership of The Center to present a list of nominees for the offices of President, Vice-President, Recording Secretary, and Corresponding Secretary to serve a one (1) year term beginning April 1.
- C. Except for the Council President, past or present officers may be nominated and elected to serve in any Council office without consecutive term limitations. Any person elected to the office of Council President shall be limited to three (3) consecutive one-year terms.
- D. The Chair of the Nominating Committee shall present a list of nominees for offices at the February meeting of the Council. Additional nominations from the floor will be accepted if the nominee is a Council member and has agreed to being so nominated.
- E. Officers shall be elected at the March meeting of the Council by a majority of voting Council members present.

**VII. DUTIES OF OFFICERS:**

- A. President
  - 1. Shall preside over regular and special meetings.
  - 2. Shall prepare an agenda for regular monthly Council meetings and may invite guests.
  - 3. Shall appoint Committees when necessary, including the establishment of any standing or special committee to address specific projects or issues.

4. In the absence of the elected Recording Secretary, shall designate a Recording Secretary pro tem.
  5. May appoint a parliamentarian to assist as a consultant at regular monthly Council meetings or as requested.
  6. For the President's term of office, shall be the official Council representative to and voting member of The Center Board of Directors, or may designate another Council officer to serve in that capacity.
- B. Vice President
1. In the absence of the President, shall perform the duties of the President.
  2. Shall perform duties for the Council as may be requested by the President.
- C. Recording Secretary
1. Shall record the minutes of all regular and special meetings.
  2. If unable to attend a meeting, shall give ample notice to the President.
  3. Shall prepare other material as may be requested by the President.
- D. Corresponding Secretary
1. Shall maintain the meeting attendance list and provide the Recording Secretary with attendance data for the minutes.
  2. Using all practical means of communication available at The Center, shall notify Council members of upcoming meetings.
  3. Shall include minutes of the last Council meeting when meeting notice is given by email and shall cause a copy of the minutes of the last meeting to be posted on the Council's public bulletin board.
  4. Shall distribute other material as may be requested by the President.

**VIII. VACANCIES:**

- A. Any vacancy in the office of President shall be filled by the Vice-President.
- B. A vacancy in the office of Vice-President, Recording Secretary, or Corresponding Secretary shall be filled by an appointment by the President, with approval by the Council.
- C. If both the President and Vice President are unable to perform their Council duties, as soon as possible before the next scheduled Council meeting, the Executive Committee shall 1.) appoint a Council member to act as President pro tem for a period of not more than three (3) months; and 2.) appoint a Nominating Committee who will prepare a list of candidates for president and vice president to be presented to the full Council within two (2) months of the three (3)-month term of the President pro tem. Election of a new President and Vice President, who will complete the term of the officers they are replacing, shall take place at the third and last meeting presided over by the President pro tem.

**IX. AMENDMENTS:**

- A. These Bylaws may be amended or repealed and new bylaws adopted by the Council at any regularly scheduled meeting or at any special meeting called for such purpose,

- provided that, using all practical means of communication available at The Center, notice of such meeting and a copy of the proposed amendment(s) are distributed as widely as possible including but not limited to posting on the Council's public bulletin board at least ten (10) days prior to the meeting at which a vote will be taken.
- B. Any member of the Council may propose a change to these Bylaws by submitting the proposed change in writing to the President. Any proposed change submitted to the President shall be included on the agenda for the monthly Council meeting prior to the meeting at which a vote on the member's suggested change will be taken, thus allowing for timely consideration and discussion by the Executive Committee and Council members.
  - C. Approval of any change shall require a two-thirds (2/3) vote of the Council members present at the meeting.

Amended 5-5-03  
Revised 4-5-04  
Revised 3-7-05  
Amended 9-10-07  
Revised 12-7-09  
Amended 6-4-18  
Amended 2-3-2020  
Amended 6-8-2020  
Amended 6-7-2021  
Amended 10-2-2023  
Amended 2-3-2025 (adoption of "Roles")  
Revised 10-6-2025