



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 of Center staff and leadership.

II. MEMBERSHIP, VOTING PRIVILEGES, VOTING PROCEDURE:

- A. The Council is comprised of Center members who have been selected by the participants in a regularly scheduled program/activity to serve as its representative to The Center Council.
- B. All members of The Center are invited and entitled to attend the monthly meeting of the Council but only a member of The Center who has been selected as a program/activity representative may vote. Each program/activity shall have one vote and its representative or alternate must be present at the Council meeting in order to vote.
- C. The Executive Committee of the Council may select a Center member who does not represent a particular program/activity to serve for one (1) year as a Member-at-Large who will have the same right to vote as a program/activity representative.
- D. If a Council representative is unable to attend a monthly meeting, the representative may appoint an alternate without prior approval by any program/activity participants. The alternate shall have the same right to vote as the representative.
- E. The Executive Director of The Center, or his/her designee, and all other staff members may attend and participate in Council meetings as non-voting members.
- F. The immediate past President of the Council may serve as an ex officio Council member with full voting privileges for one (1) year after leaving the elected office.
- G. Hand votes: At every monthly meeting of the Council an identification placard for each regularly scheduled program/activity (which may or may not contain the name of its representative) will be available for use by the program/activity representative or alternate as a vote indicator. The placard will be raised in the air by the representative or alternate to show a “yea” or “nay” vote.
- H. Secret ballot votes: When a vote is to be taken by secret ballot, the President and one other Council officer shall first count the number of all representatives present at the meeting (as shown by identification placards raised in the air) and concur on that number as the total number of votes possible on a secret ballot.

- I. 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 his/her designee at any time, with timely notice given to members of the 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. These officers shall serve as the Executive Committee of the Council.

V. EXECUTIVE COMMITTEE:

- A. In addition to the elected Council officers, the Executive Committee may appoint up to three (3) additional members of The Center, who may also be Council 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 and other tasks may include making the rules for the holding and conduct of Council meetings, the keeping of Council records, and setting the agenda for Council meetings.
- D. If the Council President has appointed a parliamentarian, pursuant to Article VII, section 5, the appointed parliamentarian shall be considered a member of the Executive Committee, to serve in an advisory, non-voting capacity.

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 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 member of The Center and has agreed to being so nominated.
- D. 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;
- 6. For his/her 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 during his/her term of office.

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 Council membership list, record meeting attendance, and provide attendance data for the minutes;
- 2. Shall notify Council members of upcoming meetings by email or phone;
- 3. Shall distribute meeting announcements and provide meeting minutes to Council members;
- 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.

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 notice of such a meeting and a copy of the proposed amendment(s) are sent to each Council member 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 for inclusion on the agenda for the monthly meeting prior to the meeting at which a vote on the change will be taken, thus allowing for due consideration and discussion by 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 2-3-2026 (adoption of "Roles")