

21st Century Council

Bylaws and Purpose

Article I: Name

- A. The name of this corporation shall be 21st Century Council, Inc., Citizens for Community Improvement.

Article II: Purpose

- A. The general purpose of the Council is to enhance the quality of life in Tallahassee and Leon County, Florida.
- B. The Council is an independent, non-partisan organization and shall not participate, in political campaigns for or against any political party or any candidate for public office.
- C. In furtherance of its underlying purpose, the Council is organized to do the following:
 1. To build competence and awareness in effectively participating in community affairs by:
 - a. Bringing together, in one organization, persons who are leaders or active in the many diverse aspects of the Tallahassee/Leon County community, including, but not limited to, business, professional, financial, and commercial institutions; federal, and commercial institutions; federal, state, and local government; labor unions; civic and charitable groups; educational institutions; minority, social, and professional organizations; news media; and artistic, entertainment, and cultural groups.
 - b. Producing within its membership and the community in general a greater understanding of the issues and problems facing Tallahassee/Leon County and its citizens.
 2. To strengthen and improve the capability of community institutions, groups, and organizations to serve the citizens of the Tallahassee/Leon County community by:
 - a. Reawakening a concern for, and promoting participation in, governmental affairs.
 - b. Fostering the coordination of public and private goals and resources toward a collaborative community development effort.
 - c. Promoting the interchange of ideas concerning the relationship between citizens and government; the role of government and institutions in improving the quality of life; the goals to which government should direct its efforts and invest its limited resources; and other similar topics which interest the membership.
 - d. Developing the methods to secure technical expertise for needs assessment, program development, evaluations requested by groups in the area of human resource development and community planning.
 3. To forecast and describe emerging trends and opportunities that will impact the quality of community life by:
 - a. Studying areas of social concern and issues facing the community; and assessing the alternative solutions available in each instance.
 - b. Evaluating periodically the priorities and goals of the Tallahassee/Leon County community and making progress reports on implementation.
 - c. Initiating and supporting public policy which advances the personal and social development of individuals and groups.
 4. To act as a catalyst for bringing together decision-makers by:

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- a. Fostering approaches of consensus and trust on the part of decision-makers.
- b. Developing citizen understanding of effective means of communication and strategies for problem resolution.
- c. Holding periodic action forums to encourage concerted efforts of community agencies.

Article III: Membership

- A. Any individual interested in improving the quality of life in the Tallahassee/Leon County community is eligible for regular membership.
- B. Each member must pay the annual membership services fee, an amount to be determined by the Board. However, the Board may waive annual dues in the case of individuals who, in lieu of dues, prefer to contribute their time and effort to Council activities.
- C. The Board of Directors may create other classes of membership, such as Sustaining or Corporate Member, to allow individuals and corporations to contribute to the Council.

Article IV: Meetings

- A. Meetings of the members shall be held at least annually upon the call of the President, the Board of Directors, or 10% of the membership.
- B. The election of Directors and Officers shall be held at the annual membership meeting.
- C. Notices of the annual meeting shall be in writing and shall be mailed to each member at least 10 days prior to the date of the annual meeting.
- D. A quorum shall consist of 15% of the membership.

Article V: Board of Directors

- A. General Powers. Control and management of the affairs of the Council shall be invested in the Board of Directors.
- B. Numbers, Election and Term. The Board of Directors shall consist of 30 members, including officers. Directors shall be elected by the membership at the annual meeting for a term of three years. Directors shall serve staggered terms so that approximately one-third are elected each year. No Director shall serve more than two consecutive three-year terms. Past presidents of the Council may serve as a Director regardless of the two consecutive three-year term limitation. One elected official from each local government shall be considered an ex-officio member of the Board. No fee is required.
- C. Meetings. Regular and special meetings of the Board shall be held monthly or as necessary. Notices of meetings may be oral or in writing and shall be given at least three days prior to any meeting.
- D. Quorum. Ten (10) Directors shall constitute a quorum for transaction of business of the Board of Directors. However, the approval of study committee reports shall require a vote of two-thirds of the entire Board of Directors. Those members absent from the meeting to consider such a report may be polled by telephone.

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- E. Vacancies. Any vacancy in the Board of Directors may be filled for the unexpired portion of the term by a majority vote of the Board of Directors.
- F. Removal; Resignation. A member who fails to attend three consecutive regularly scheduled meetings of the Board, unless the member is excused by the President, shall be deemed to have abandoned the position, and the position shall be declared vacant by the board. The Board of directors may, by a two-thirds vote, remove a Director for acts likely to bring discredit to the Council. Prior to declaring a vacancy or removing a Director, the President must send notice one week prior to the Board meeting. Removal from the Board of Directors does not automatically remove the member from the Council. A Director may resign at any time by notifying the President or Secretary in writing and such resignation shall take effect at the time therein specified. A Director may resign as a member of the Board of Directors without resigning as a member of the Council.

Article VI: Officers

- A. Number, Election, and Term. The Council shall have a President, Vice President, Secretary and Treasurer, who shall also be members of the Board of Directors. Officers shall be elected for a term of one year by the Board of Directors at the annual meeting.
- B. President. The President shall preside at all meetings of the Council, the Board of Directors, and the Executive Committee, and shall exercise general supervision over the business of the Council, subject to the control of the Board of Directors. The President shall perform all duties incidental to the office of President and such other duties as may from time to time be delegated to the President by the Board of Directors.
- C. Vice President. The Vice President shall carry out the duties of the President in the absence of the President, preparing for the duties of the Presidency the following year. Should a vacancy occur in the Presidency, the Vice President may be elected to automatically assume the remainder of the President's term.
- D. Secretary. The Secretary shall review the minutes of all meetings of the Board of Directors and shall review communications of the organization as prescribed by the Board of Directors or the President.
- E. Treasurer. The Treasurer shall give oversight to the financial affairs of the Council, assisting the Executive Director in the preparation of the annual budget, and performing other financial duties as may from time to time be assigned by the Board of Directors.

Article VII: Committees

- A. Nominating Committee. Each year, the President shall, with the approval of the Board of Directors, appoint a Nominating Committee, consisting of five members of the Board. It shall be the duty of the Nominating Committee to propose a slate of Directors for election by the membership at the annual meeting and a slate of Officers for election by the Board of Directors at the annual meeting. It shall notify members of the proposed slate in writing at least 10 days prior to the annual meeting.
- B. Executive Committee. The Executive Committee shall consist of the Officers of the Board of Directors, plus no less than one and no more than three additional Directors appointed by the President. The Executive Committee shall meet as needed between

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regular Board meetings to advise the Executive Director on policy matters and to conduct any other business as may be assigned by the Board of Directors. It shall cause an annual review or audit, as required by appropriate rule, regulations or tax code, of the financial records of the Council and take an active role in the formulation of the annual budget. Decisions of the Executive Committee shall be reviewed and approved by the full Board of Directors of its regular meetings.

- C. Program Committee. The Program Committee shall be appointed by the President and shall present to the Board a proposed program of study issues for the upcoming year.
- D. Study Committees. Members of the Council shall be invited to serve on Study Committees. The Chairman of each Study Committee shall be appointed by the President, subject to the approval of the Board of Directors. The Chairman of each committee shall select a management team of five or six members. Each Study Committee shall make its report to the Board of Directors.
- E. Special Committees. The President may create additional committees as required to further the work of the Council.

Article VIII: Employees

- A. The Board of Directors shall have the power to employ an Executive Director. The Executive Committee shall fix the remuneration of the Executive Director.
- B. The Executive Director shall manage the affairs of the Council, under the direction of the Board of Directors.
- C. The Executive Director shall be empowered to fill other staff positions approved by the Board. All employees shall be bonded.

Article IX: Finances

- A. The Fiscal Year of the Council shall be from July 1 to June 30.
- B. The Board of Directors shall control all funds of the Council and establish an annual budget. Processing of funds and the methods of accounting shall be subject to proper Board authorization and approval.
- C. All revenue, profit, income, and funds received shall be used solely to promote the purposes of the Council and no portion thereof shall inure to the benefit of members of members of the Council.

Article X: Amendments

- A. These by-laws may be amended by a two-thirds vote of those present at any regular or special meeting of the Board of Directors, provided that a quorum is present.

Article XI: Dissolution

- A. Dissolution of the Council shall require a majority vote of the Board of Directors then in office.
- B. In the event of dissolution, the residual assets shall be dispersed of as provided in Article II of the Corporate Charter.

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Adopted May 18, 1992

Amended November 17, 1997

Amended December 11, 2001