



BY-LAWS
Of The
LOU WALKER SENIOR CENTER – COUNCIL OF EXCELLENCE

ARTICLE I
PURPOSE

Section 1: Name and Purpose. The Lou Walker Senior Center (LWSC) Council of Excellence (COE) has been established to support and promote the mission of LWSC. The COE Executive Committee shall serve in an advisory capacity. In doing so, the Executive Committee supports member involvement in the planning of the LWSC's activities. The COE represents the interests of the LWSC members who use the neighborhood senior center facilities and services.

Section 2: Mission. The COE's primary mission is to advocate on behalf of LWSC members and the senior community at-large. The COE Executive Committee meets to consider suggestions and address concerns of community and senior members. It is a conduit by which the LWSC and senior community issues are conveyed to DeKalb County agencies that serve the needs of seniors and the LWSC Executive Staff.

Section 3: LWSC Management. The Lou Walker Senior Center (LWSC) Management shall be responsible for developing a Council of Excellence (COE) Executive Committee to represent its participants (members) and to allow for their input on:

- a. Senior Center programs and activities.
- b. Recommendations for needed improvements on LWSC operations.
- c. Identification of an annual Center-specific wellness goal.
- d. Provide innovative programming, family support, and social opportunities that allow our older population to continue to thrive.

ARTICLE II MEMBERSHIP

Section 1: Eligibility. All LWSC Members are members of the COE.

Section 2: Members. LWSC members are encouraged to participate in activities, to serve on committees, to volunteer services to seniors and others in the community, to support DeKalb for Seniors fundraisers, and to promote the LWSC in the community.

Section 3: COE Executive Committee Officers. LWSC members shall elect Executive Committee Officers. The COE Executive Committee members must be currently active and participating in LWSC activities to become an officer.

Section 4: Officers. The COE Executive Committee shall include the following Officers: President, Vice President, Secretary, Assistant Secretary, a Chairperson for the Standing and Ad Hoc Committees and a Parliamentarian. The Treasurer Officer is an optional position.

Section 5: Composition, Size and Eligibility Requirements for the COE Executive Committee.

The COE Executive Committee shall be composed of *at least four (4)* eligible officers. In addition, the *three (3)* Standing Committees and *nine (9)* Ad Hoc Committees shall each be led by a Chairperson. Members of the LWSC shall be eligible to apply for an Officer position on the COE Executive Committee, but the following conditions must be met:

- a. LWSC member in good standing.
- b. No LWSC rule or policy violations during the previous *24 months*.
- c. Participant in LWSC activities (such as, classes, programs, volunteering, etc.) a minimum of *three (3)* times per week.
- d. The LWSC Director or designee shall serve as an ex-officio non-voting member of the COE Executive Committee, as needed.

ARTICLE III
DUTIES OF LWSC COE EXECUTIVE COMMITTEE OFFICERS

*Section 1: The **President** shall:*

- a. Preside over all meetings of the LWSC COE Executive Committee.
- b. Call special meeting, if necessary.
- c. Be knowledgeable of the COE By-Laws.
- d. Head the COE Executive Committee consisting of the elected officers and Chairpersons of the Standing and Ad Hoc Committees.
- e. Appoint a LWSC COE Executive Committee Parliamentarian.
- f. Work closely with the COE Executive Committee, the LWSC Director and the Committee Chairpersons on matters pertaining to programming, improving operations, quality of services, and issues that impact the LWSC monthly calendar.
- g. Present to the LWSC Director the findings and recommendations of the COE Executive Committee.
- h. Collaborate with the LWSC Director on the preparation of an Agenda for the monthly COE Executive Committee meetings and the quarterly COE Membership Meetings.
- i. Work with the LWSC Director, works together to select Chairpersons for the Standing and Ad Hoc Committees.

*Section 2: The **Vice President** shall:*

- a. Assist the President in all COE Executive Committee responsibilities.
- b. Preside over COE Executive Committee and perform duties of the President in the President's absence.
- c. Perform all duties that may be assigned by the President.
- d. Succeed the office of the President for the remainder of the one-year term in the event of resignation, incapacitation of the President, or other causes.

Section 3: The **Secretary** shall:

- a. Record minutes of all meetings of the LWSC COE Executive Committee.
- b. Submit minutes of the previous meeting to the membership of the COE Executive committee for approval.
- c. Distribute and/or read minutes to the membership of the COE Executive Committee and the general LWSC membership in attendance at the monthly and quarterly meetings.
- d. Manage all correspondence and records pertaining to the LWSC COE in a book provided for that purpose.
- e. Perform other secretarial duties as may be directed by the COE Executive Committee President.

Section 4: The **Assistant Secretary** shall:

- a. Perform the above duties of the Secretary in the absence of the Secretary.
- b. Perform other secretarial duties as may be directed by the COE Executive Committee President.

Section 5: The **Parliamentarian** shall:

- a. Use the most recent edition of Robert's Rules of Order parliamentary procedures as the standard by which all meetings of the COE and COE Executive Committee are conducted.
- b. Advise on the proper conduct of the meetings when needed or requested.
- c. Aid the COE Executive Committee President regarding interpretation of Parliamentary procedures.

**ARTICLE IV
REMOVAL OF COE EXECUTIVE COMMITTEE
OFFICERS AND CHAIRPERSONS**

Section 1: Officer Absenteeism:

a. If a COE Executive Committee Officers and/or Standing and Ad Hoc Committee Chairpersons is absent for *three (3)* consecutive meetings without a valid cause (as determined by a majority of the COE Executive Committee).

b. Or advance notice as determined by the COE Executive Committee, a request must be made for consideration of a replacement. If the request is approved by the COE Executive Committee, they shall appoint a replacement to serve for the remainder of the unexpired term.

Section 2: Resignations:

a. In the event, a COE Executive Committee Officer resigns, the COE Executive Committee shall fill the vacancy for the remainder of the unexpired term by majority vote.

b. If a Chairperson of a Standing or Ad Hoc Committee resigns, the COE Executive Committee shall fill the vacancy for the remainder of the unexpired term by majority vote.

Section 3: Removals:

a. A COE Executive Committee Officer and Standing or Ad Hoc Committee Chairpersons may be removed by the majority vote of the entire COE Executive Committee and LWSC Director should their behavior be considered unethical or counter-productive on a consistent basis.

b. Counter-productive behaviors may include those: that are perceived to be, but not limited to, obstructive (grand standing), argumentative, disrespectful, rude, disruptive, combative or inflammatory (use of profanity).

c. Unethical behavior includes, but is not limited to: lying, stealing, misrepresentations, or criminal conviction.

d. If an officer is removed, the COE Executive Committee shall appoint a replacement to serve for the remainder of the unexpired term. However, if the office of the President becomes vacant, the Vice President shall fill the vacancy.

e. The DeKalb County Human Services Department reserves the right to remove officers, if necessary, and in accordance to the Lou Walker Senior Center COE By-Laws.

ARTICLE V
NOMINATIONS AND ELECTIONS

1. The COE Executive Committee President and the LWSC Director shall select Chairpersons for the Standing and Ad Hoc Committees in the month of January.
2. The Nomination and Election Committee shall select a person to serve as the lead person of the election process.
3. The election application process shall start in the month of October and the election shall be held in December of each year. The DeKalb County Voter Registration & Elections Office shall oversee the voting process. Officials shall be elected by a majority vote and the term of office shall be for *one (1)* year.
4. Elections for COE Executive Committee Officers will be publicized. Notices will be posted in appropriate locations at the LWSC at least *three (3)* weeks prior to the elections.
5. All COE members may apply for an officer position by completing the “LWSC Council of Excellence - Executive Committee Officer Application.” The Application and a Bio must be submitted in a sealed envelope to the LWSC Director by the last day in *October* by 4:00 pm.
6. The Nomination and Elections Committee shall present a slate of officers (President, Vice President, Secretary and Assistant Secretary) at the November meeting (at least *one (1)* name for each office (provided they have the permission from each nominee). Nominations will be accepted from the floor during the November meeting.
7. All Council of Excellence (LWSC) members are eligible to vote.
8. The newly elected COE Executive Committee Officers shall be installed and assume their officer positions during the month of January.
9. The transition of current COE Executive Committee Officers to the newly elected Officers shall take place at the January meeting, at which current Officers will hand off all items (such as, books, documents, keys, etc.) to the newly elected Officers.
10. Incumbent officers serve a *one-year term* but may be eligible for re-election. Elected officers may not serve more than *two (2)* successive one-year terms for the same office.
11. In case of a vacancy of an elected office that was not filled during the elections, the COE Executive Committee Officers, in consultation with the LWSC Director or Assistant Director shall fill the vacancy for the remainder of the term or until a candidate volunteers.

ARTICLE VI COMMITTEES

Section 1: Committees. The COE Executive Committee Officers and the LWSC Director shall appoint a Chairperson for the Standing and Ad Hoc Committees. A committee must consist of *three (3) to five (5)* members.

Section 2: Meetings. Chairpersons for each committee must hold monthly meetings with committee members, except for the Nomination and Elections Committee, which shall meet for a limited time.

Section 3: Chairperson. The committee Chairperson shall attend the monthly COE Executive Committee meeting and shall be on the agenda to make a report to all members.

Section 4: Duration. The LWSC members shall elect COE Executive Committee officers by majority votes. The term of a committee Officer and committee Chairperson is *one (1)* year beginning January 1st and ending on December 31st. A Chairperson can serve unlimited consecutive terms by appointment.

Section 5: Appointees. Any LWSC member, in good standing, may be appointed to committees.

Section 6: Qualities of Committee Members. In order to serve on any COE Committee, members must:

- a. Have the appropriate knowledge and expertise that makes them capable of making a valuable contribution to the Committee.
- b. Be able to devote adequate time to the responsibilities involved.
- c. Be tactful and discreet, able to act with integrity and keep all deliberations confidential.
- d. Have knowledge of computers, software programs and technical devices (cell phones, tablets, i-pads, etc.). Must have ability to communicate electronically.
- e. Have an eye for detail and be available for ad hoc advice.
- f. Possess good communication and inter-personal skills.

ARTICLE VII STANDING AND AD HOC COMMITTEES

The following Standing Committees shall be appointed each year and shall have the duties described below:

Section 1: Issues and Concerns Committee. This Committee processes issues, concerns and suggestions submitted to the COE Executive Committee for resolution. The Committee shall promote beneficial feedback that will enhance the current service offerings and shape the LWSC's strategy for future members.

Section 2: Program Committee. This Committee shall assist the LWSC Director and staff in determining the programming needs and interests of its members. The Program Committee shall assist the Director and staff in the recruitment of instructors to teach the classes.

Section 3: Special Events Committee. This Committee shall develop, coordinate and utilize event ideas suggested by the LWSC membership for entertainment, recreational, educational, and social events for the enjoyment of the LWSC members.

Section 4: Ad Hoc Committees. The COE Executive Committee may establish Ad Hoc committees to assist in the discharge of its responsibilities at any time. The Ad Hoc Committees shall work with the COE Executive Committee and the LWSC Director and staff. Examples of Ad Hoc Committee and their functions are described below:

a. *By-Laws Committee.* This Committee shall create, implement, and maintain the Council of Excellence's By-Laws. The By-Laws shall define the purpose, duties and responsibilities for the orderly and lawful operations of the LWSC.

b. *Clubs and Groups.* The Clubs and Groups encourages healthy social interaction that empowers its members and celebrates the senior experience. Clubs and Groups are designed to reach the unique and varied interests of LWSC members, with stimulating activities that encourage greater mental acuity, physical capability, personal independence, and social engagement. While each Club and Group has its own area of focus, they all strive to serve the common mission and vision of Lou Walker Senior Center.

c. *Community Services and Outreach Committee.* This Committee shall seek out, find and coordinate opportunities for LWSC members to volunteer by performing various services throughout the community. The Committee shall research what services are available to the senior community and work on various initiatives to bring awareness and referral assistance to identified seniors (such as: transportation, meals and voucher programs, caregiver support and in-home services).

d. Courtesy and Sunshine Committee. This Committee shall send out cards to LWSC members who are seriously ill or hospitalized. The Committee shall call or make friendly visits to a member who has been absent from the LWSC for more than thirty (30) days and whose status is unknown to anyone at LWSC.

e. Decorating Committee. This Committee shall decorate the LWSC as the seasons change and for special events. They shall also be responsible for putting up and taking down decorations for programs and events.

f. Health and Wellness Committee. This Committee shall work with the LWSC members and the DeKalb County resources to establish and promote member awareness of preventive healthcare programs and implement national health initiatives.

g. Hospitality and Welcome Committee. This Committee shall welcome and orient new members of the LWSC regarding its policies, procedures and the daily routines of the Center. Introduce new members to LWSC staff and current members. Encourage members to voice their concerns and suggestions.

h. Nominations and Elections Committee. The Nomination and Elections Committee shall follow its policies and procedures. In addition, the Committee shall maintain a formal, rigorous and transparent election process for the election of COE Executive Committee Officers. The election application process shall start in the month of October and the election shall be held in December of each year.

i. Safety Committee. This Committee shall ensure that the LWSC members and staff are aware and knowledgeable of the necessary steps that need to be taken during an emergency.

ARTICLE VIII MEETINGS

Section 1: Meetings. The LWSC COE Executive Committee shall meet *monthly* and shall conduct the *quarterly* COE Membership meeting which was formerly known as “Let’s Talk”.

Section 2: Special Meetings. The LWSC COE President may call special meetings with a *three (3)* business day notice. The LWSC Director may also request special meetings in consultation with the COE President.

Section 3: Agenda. An agenda for the meeting shall be written prior to the meeting and made available to the COE Executive Committee and LWSC Director.

Section 4: Agenda. New items of business shall be included on the agenda. The LWSC COE Executive Committee monthly meeting agenda format shall include:

- a. Call Meeting to Order
- b. Reading of the Previous Month’s Minutes
- c. Acceptance of the Minutes
- d. Committee Reports
- e. Old/Unfinished Business
- f. New Business
- g. LWSC Director or Designee’s Comments
- h. Announcements
- i. Adjournment

Section 5: Reports. The COE Executive Committee shall report on its activities to the LWSC members at the *Quarterly* meeting.

Section 6: Filing. Copies of the LWSC COE Executive Committee agenda, minutes, and reports shall be on file in the LWSC COE office and published on the LWSC website.

Section 7: Quorum. In order to constitute a quorum, at least two (2) Officers must be present at any properly announced meeting along with members.

**ARTICLE IX
COMPLAINTS AND GRIEVANCES**

Section 1: Grievances. Complaints and grievances must be submitted in writing and should be brought to the attention of the COE Executive Committee.

Section 2 - Resolution. If the complaint is not satisfactorily resolved, it should be brought to the attention of the LWSC Director or designee. If it is still not resolved, it should be brought to the attention of the Human Services Director of Aging.

**ARTICLE X
WHISTLEBLOWER PROTECTION**

Whistleblower Protection applies to all COE Executive Committee members, each of whom shall be entitled to protection. Any member reporting a Violation must act in good faith and have reasonable grounds for believing that the information shared in a report indicates that a violation has occurred.

Any member reporting a violation is encouraged to identify himself or herself when making a report in order to facilitate the investigation of the violation. However, reports may be submitted anonymously in writing to the DeKalb County, Compliance Officer.

Reports of violations or suspected violations will be kept confidential to the extent possible. No member who is entitled to protection shall be subjected to retaliation, intimidation, harassment, or other adverse action.

**ARTICLE XI
DEKALB FOR SENIORS, INC. (DFSI)**

DeKalb For Seniors, Inc. (DFSI). DFSI is a nonprofit organization that serves as the fundraising and advocacy arm for the LWSC. Its mission is to provide support and advice in order to generate the resources necessary to assist the LWSC in fulfilling its mission for DeKalb County Seniors. It consists of a volunteer Board of Directors with the mission of providing and assisting the Lou Walker Senior Center (LWSC) in areas of programming and funding for those items not covered by the LWSC's budget. DFSI is the nonprofit that serves as the fundraising and advocacy arm for the LWSC.

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ARTICLE XII

CHANGES TO THE BY-LAWS

Recommendations for amendments to these By-Laws shall be submitted to the COE Executive Committee in writing. Adoption of the amendments shall require a *two-thirds (2/3) vote* of the COE Executive Committee. In addition, the LWSC Director and Human Resources Director on Aging shall approve all amendments to the By-Laws.

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CERTIFICATION OF THE ADOPTION OF THE BY-LAWS

These By-Laws were approved at the LWSC COE Executive Committee meeting on _____ 20____.

Charleen S. Wallace-Knox
President, LWSC COE Executive Committee

Janet L. Proctor
Chairperson, By-Laws Committee

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These By-Laws have been reviewed and approved by the LWSC Director and Director of Human Services

Bettye Davis
Lou Walker Senior Center Director

Date

Damon Scott
Director of Human Services

Date

DeKalb County, GA

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These By-Laws were approved at the LWSC COE Executive Committee meeting on May 14 2019

Charleen S. Wallace-Knox

Charleen S. Wallace-Knox
President, LWSC COE Executive Committee

Janet L. Proctor

Janet L. Proctor
Chairperson, By-Laws Committee

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These By-Laws have been reviewed and approved by the LWSC Director and Director of Human Services

Bettye Davis

Bettye Davis
Lou Walker Senior Center Director

5/25/19
Date

Damon Scott

Damon Scott
Director of Human Services
DeKalb County, GA

5/23/19
Date