

BY-LAWS OF GEORGIA STATE RETIREES ASSOCIATION
A not-For-Profit Corporation

ARTICLE I. NAME

The name of the organization shall be Georgia State Retirees Association.

ARTICLE II: PURPOSE

The purposes of this Association shall be to:

- (a) Enhance and promote education and the welfare of the entire employee community relative to structure, funding, and use of retirement and health care benefits provided to retirees through state and federal laws.
- (b) Advocate for the employee community of the State of Georgia and any subdivision of the State of Georgia who participate in health and/or retirement benefit plans administered by a State of Georgia department or subdivision thereof.
- (c) Provide educational opportunities including the exchange of information, ideas, knowledge and expertise in all matters affecting the well-being of the community, including but not limited to retirement and insurance benefits.

ARTICLE III: MEMBERSHIP

Membership shall be open to current and retired employees of the Sate of Georgia and any subdivision of the State of Georgia who are eligible for membership in a health insurance or retirement plan administered by a State of Georgia department or university system.

Membership shall be open to immediate family members of current and retired employees who are living or deceased and who meet the definition in the paragraph above. Any beneficiary receiving benefits from a health insurance or retirement plan administered by a State of Georgia department or university system shall be considered eligible for membership.

A Member in Good Standing means a member who has registered or renewed membership and submitted full dues payment according to procedures prescribed and published by the Association. Members in Good Standing shall enjoy the full benefits of the Association.

ARTICLE IV: MEETINGS

The Board shall schedule an annual meeting for the membership on a date and at a location to be determined by the officers. In years corresponding with state or federal election years, the date of the annual meeting shall be in September or October; in years that do not correspond to election years, the date of the annual meeting shall be scheduled at the discretion of the officers. Each member in good standing shall be notified through the United States Postal Service, e-mail, or other appropriate service at the address reflected on the Association's records. Membership shall be provided timely notification by the Secretary or other designee.

Members in good standing shall be provided at least 10 days before the meeting with a list of items to be voted on during the meeting. Members may electronically or by mail cast their vote in the matters. These votes will be tabulated and presented during the business portion of the annual meeting. Electronic votes received 24 hours before the start of the annual meeting will be included in the count. Paper ballots mailed through the US Postal Service must be received 48 hours prior to the start of the annual meeting to allow time for pickup and delivery of ballots from the post office to the annual meeting site. Ballots sent by email should include the statement: Ballots must be returned by electronic means at least 24 hours prior to the start of the date of the annual meeting for tabulation purposes. Paper ballots should include the statement: This paper ballot must arrive at the PO Box of record for GSRA no less than 48 hours prior to start of the date of the annual meeting for logistics and tabulation purposes.

Regular meetings shall be held in accordance with Board policy. Special meetings may be called by the President or Vice President when it is deemed to be in the best interest of the Association or at the request of at least 50% of the Board members. Special meetings may be held and votes taken electronically by email to and from addresses of record.

After timely notification to all members of record, those members in attendance at any annual, regular or special meeting shall constitute a quorum and may conduct the business of the Association. However, no business other than that specified in a Special meeting notice may be transacted at such meeting without the unanimous consent of all present members.

ARTICLE V: VOTING

Only votes by members in good standing shall be considered valid. All votes shall be by voice, unless otherwise directed by the presiding officer or as otherwise stated in the notice of meeting. Election of officers may be by paper ballots or electronic processes as determined and approved by the Board. Paper ballots shall be mailed to the address of record of members in good standing who do not have a valid email address on record and will not elicit any identification of the person who casts and returns such ballots. Any electronic balloting or mailed paper process shall be secure and confidential. Ballots, when tabulated by the committee, as defined below, shall not be traceable to the specific individual. Once ballots have been totaled only aggregate results of the vote on each item will be reported, and upon approval by the membership of each item the voting ballots will be secured and only the vote totals reported. When votes are done by electronic means/paper ballots prior to the actual meeting, the results of said vote will be announced when the item is reached on the agenda and those members in attendance will vote their intent by a voice vote of 'yea or nay'.

The presiding officer of each meeting where ballot votes are conducted shall appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the presiding officer the results. The certified copy shall be physically affixed in the minute book to the minutes of that meeting. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon. The committee of three shall be comprised of GSRA's Administrative Assistant, GSRA's Information and Technology Specialist, and the Chairman of the Membership Committee. If one of them has a conflict or is unable to serve the President shall name a replacement.

ARTICLE VI: ORDER OF BUSINESS

- (a) Roll call
- (b) Reading of the minutes of the preceding meeting.
- (c) Reports of Committees.
- (d) Reports of Officers
- (e) Old and Unfinished Business.
- (f) New Business.
- (g) Adjournment.

ARTICLE VII: BOARD OF DIRECTORS

There shall be a Board of Directors consisting of the four officers defined in these By-Laws, four local chapter representatives, and six at-large members.

- (a) The officers are: President, President-Elect, Secretary, and Treasurer.
- (b) The GSRA President shall appoint a representative from four local chapters which will to the extent possible represent the north, south, east and west regions of the State of Georgia. The local chapter representatives shall be local chapter presidents or vice presidents of their respective local chapters.
- (c) The six at-large members shall initially be elected for terms of office as follows: three elected for a term of two years and three elected for a term of one year. After their initial terms expire, the at-large members will be chosen at each annual meeting for terms of two years. The at-large members may be elected to successive terms. Each at-large member shall be required to serve on at least one of the six standing committees.

The elected Director members shall be chosen at the annual meeting of the Association in the same manner and style as the officers.

The Board of Directors shall have the control and management of the affairs and business of the Association, including representing the membership in legal issues to protect any property rights that have accrued to members due to their status as retirees of state government or school systems. The Board of Directors shall review all actions taken by the Policy and Operations Committee established by these By-Laws. Such Board of Directors shall only act in the name of the Association when it shall be regularly convened by its presiding officer after due notice to all the directors of such meeting.

Sixty (60%) percent of the members of the Board of Directors shall constitute a quorum at meetings of the Board of Directors. Regular meetings of the Board shall be called by the President and shall be held after due notice at least quarterly. Board meetings may be conducted in person or by any electronically approved method that is acceptable to the Board.

Each director shall have one vote and such voting may not be done by proxy. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE VIII: OFFICERS

The officers of the Association shall be President, President-Elect, Secretary, and Treasurer. The term of office for each Officer shall be one year. Officers may be elected for successive terms of office.

Duties of the President: The President shall preside at all membership meetings and shall, by virtue of the office, be chairman of the Board of Directors. Other duties are:

- (a) Present at each annual meeting of the Association an annual report of the work of the Association.
- (b) Appoint members, after advice and consultation with the Board, to all committees, temporary or permanent.
- (c) Establish ad hoc committees and appoint members thereto for specific purposes for effective operations of the Association.
- (d) Establish and appoint members to a Policy and Operations Committee as provided in Article XI.
- (e) Appoint members to the Nomination Committee in sufficient time for the prospective slate of officers and board members to be identified at least 10 calendar days prior to the annual meeting.
- (f) Assure that all books, reports and certificates required by law are properly kept or filed.
- (g) May sign the checks or drafts of the Association.
- (h) Have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Duties of the President-Elect: The President-Elect shall in the event of the absence or inability of the President to exercise the office become acting president of the Association with all the rights, privileges and powers as if he had been the duly elected president.

Duties of the Secretary: The Secretary shall keep the minutes and records of the Association. The Secretary shall have the duty to file any certificate required by any statute. In addition, the Secretary:

- (a) Shall give and serve all notices to members of the Association.
- (b) Shall be the official custodian of the records and seal of the Association.
- (c) May be authorized to sign the checks and drafts of the organization.
- (d) Shall present to the membership at any meetings any communication addressed to the Secretary of the Association.
- (e) Shall submit to the Board of Directors any communications which shall be addressed to the Secretary of the Association.
- (f) Shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

Duties of the Treasurer: The Treasurer shall have the care and custody of all monies belonging to the Association and shall be solely responsible for such monies or securities of the Association. Other duties of the Treasurer are:

- (a) Shall cause to be deposited in a regular business bank or trust company all monies received by the Association.
- (b) May deposit any Association funds in a savings account that includes investments that are legal for a non-profit corporation in this state.
- (c) Required to be one of the officers who shall sign checks or drafts or authorize electronic disbursements for the Association.
- (d) Shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Association and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- (e) Shall exercise all duties incident to the office of Treasurer.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

Whenever there shall be a vacancy in any of the offices of the Association, other than President, the Board of Directors shall appoint a member in good standing to fill the vacancy for the remainder of the year.

ARTICLE IX: SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees and/or contractors which they in their discretion may determine to be necessary for the conduct of the business of the Association.

ARTICLE X: STANDING COMMITTEES

Standing Committees are designated as follows:

- Membership

- Communications
- Legislative
- Education
- Audit
- Website Administration

Members of all standing committees shall be appointed by the President after advice and consultation with the Board of Directors. The President shall appoint other committees and members thereof as deemed appropriate. The term of office for committee members shall be designated by the appointment, but shall normally be for a period of one year. Committee vacancies may be filled by the President. The Board of Directors may deselect a member of a committee at the Board's discretion.

ARTICLE XI: POLICY AND OPERATIONS COMMITTEE

The day-to-day business of this organization shall be conducted and managed by a Policy and Operations Committee which shall also advise the Board on policy and operations. The Committee is authorized to advise the Board, conduct evaluations, and monitor activity relating to the allocation of available funds for professional services, such as legal, accounting, or legislative. The Committee shall consist of the following:

- (a) The Officers defined in these By-Laws.
- (b) Chairpersons of the standing committees defined in these By-Laws.
- (c) Additional members appointed by the President who represent specialized expertise or diverse geographic area(s).

The Policy and Operations Committee shall be chaired by the President. The Committee normally will meet monthly.

ARTICLE XII: TERMS OF OFFICE

The terms of office for all officers and board members shall begin with the first meeting of the calendar year following the Annual Meeting. Two-year board member terms shall end at the close of the calendar year following the Annual Meeting after two consecutive years. Terms of office for committee members shall be for the period designated by the appointment.

ARTICLE XIII: DUES

The dues of this Association shall be established by the Board of Directors on an annual basis. In establishing the dues, the Board shall consider the costs of services to be rendered and the appropriateness of the amount for fixed-income retirees. All net earnings or income of the

Association shall be used exclusively for the educational and social welfare purposes set out in these by laws.

ARTICLE XIV: LOCAL CHAPTERS

Local Chapters will be established through consensus between the Board and the local retiree group. The Board shall establish a process for creating and supporting the local chapters. At the discretion of the Board, the state shall be divided into regions for the purpose of establishing local chapters.

The GSRA Board shall, when requested by a prospective local chapter, determine if the requesting chapter complies with the process for creating local chapters. If the Board finds that the requesting chapter complies with the process, the Board may grant a charter to the local chapter. The charter shall remain in effect until dissolved by the membership thereof or until revoked by the GSRA Board or until said chapter combines with another chartered chapter.

The GSRA Board may revoke the charter of a local chapter for persistent violation of the By-Laws of the Georgia State Retirees Association or actions that are inconsistent with the purpose and intent of GSRA. Prior to such revocation, the Board may provide the offending chapter the opportunity to defend its actions and advocate for the continuation of its charter.

ARTICLE XV: AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than the majority of members present at an annual or called meeting. Members in good standing shall be given notice of the proposed changes at least 15 calendar days prior to the meeting. Members in good standing may also vote by electronic means or paper ballot, and totals of their vote will be announced during the business portion of the annual meeting with the results being included in the final vote, and included in the minutes of the meeting.

ADOPTED: January 11, 2007 and subsequently amended on October 24, 2007, October 15, 2008, October 21, 2009, October 15, 2013, October 7, 2014, August 18, 2015, October 17, 2017, October 16, 2018.