

(Proposed amendments for the 2022 Annual Meeting. If By-Law Amendments are to be presented, they must be submitted to members no later than 10 days prior to Meeting

(Purpose of the amendments: (1) Article IV: Title change and clarify that the annual meeting may be held by technological tools; rephrased timely notification of meeting; (2) Article V amended to ease in reading and recognition of votes exclusive of in-person voting—NO material change; (3) Article VI added presentation of financial report and relocated; Article VIII – allowed delegation of secretarial duties, Article added to address data retention, Article XIV clarification of chapter revocation and collection of funds sourced by GSRA)

Note: additional grammatical errors noted for consideration

**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 the education and 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 State 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 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 OF MEMBERS

The Board shall schedule an annual meeting for the membership on a date and at a location to be determined by the officers. At the Board's discretion, the annual meeting may be held in-person or by widely available technological tools. 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 with election years, the date of the annual meeting shall be scheduled at the discretion of the officers. Each member in good standing shall be provided timely notification of the meeting through the United States Postal Service, e-mail, or other appropriate service at the address reflected on the Association's records

Notification shall also include a list of items to be voted on which must be received by the voting member at least 10 calendar days prior to the meeting date. Members may vote electronically or via U.S Mail. 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 mailing address 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 cast by voice, unless otherwise directed by the presiding officer or as stated in the notice of meeting. However, paper or electronic processes, as determined and approved by the Board, may be used in the election of officers, board members, or any other item that will be presented to the Membership for approval. When paper or electronic ballots are used, all balloting shall be secure and confidential without identification of the individual submitting the ballot. Members in good

standing shall be notified of the voting options via the member's email address or U.S. postal address on record with the Association. Once ballots have been tabulated by the committee, as defined below, only aggregate results of the vote on each item will be reported. Upon approval of each item by the membership, the voting ballots will be secured and only the vote totals recorded. When a combination of electronic and paper votes are completed prior to the actual meeting and voice votes are also allowed, the results of electronic and paper vote(s) will be announced in accordance with 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 the results in writing to the presiding officer. The certified results shall be affixed to the official 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 Membership Committee Chair. If one of the Inspectors of Election has a conflict or is unable to serve, the President shall name a replacement.

Order of Business data incorporated below, and Articles renumbered

ARTICLE VI: 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, vice presidents of their respective local chapters, or other active local chapter member who has served in a local chapter office or comparable role."
- (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.

Members of the Board of Directors shall be elected 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, or through a hybrid model of the two. The order of business shall include but are not limited to:

- (a) Roll call or other means of recording attendance
- (b) Reading of the minutes of the preceding meeting.
- (c) Presentation of the Association Treasurer's financial report
- (d) Reports of Committees
- (e) Reports of Officers
- (f) Old and Unfinished Business.
- (g) New Business
- (h) Adjournment.

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 VII: 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 she or 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.
- (g) Shall record minutes of all meetings, including the Annual Meeting, and provide adequate and timely opportunity for review and comment by Board members prior to each regular, monthly meeting, and other meetings as convened.

Any duty described in (a) through (g) may be assigned to GSRA administrative staff or other committee members, as necessary or appropriate for efficient operations of the Association.

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 prepare or oversee the preparation of any required annual tax filings.
 - (f) Shall recommend and maintain, pursuant to Board approval, any and all insurance coverages deemed appropriate and necessary to protect the Association from risk.
 - (g) 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 VIII: SALARIES

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

ARTICLE IX: 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 X: 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 including, but not limited to, professional legal, accounting, or legislative services, communications support, and information technology support. 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 concurrently with and as a part of the regular Board meeting.

ARTICLE XI: 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 XII: 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 XIII: RETENTION OF DOCUMENTS

Financial documents and minutes from meetings referencing said documents must be retained for a minimum of four (4) years from the date on the document for audit purposes. Non-financial documents may be retained as needed, or as required by applicable laws or regulations. Documents may be retained in paper or electronic form.

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 meets established guidelines. If the Board finds that the requesting chapter is in compliance, 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 chapter under review the opportunity to defend its actions and advocate for the continuation of its charter. The GSRA Board further may dissolve the charter of any chapter that has ceased to convene meetings, submit requests for annual budget allowances, or that otherwise is found not to be in active status. A local chapter also voluntarily may initiate a request in writing for dissolution by letter to the Board of Directors. Chapters dissolved for lack of activity may request re-establishment or reactivation at a future time.

Upon revocation or dissolution of a local chapter, any remaining funding provided by the Association will be returned to the then current State Board treasurer. Funding collected at the local level may be liquidated as the chapter deems appropriate.

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, _____.