

## **GEORGIA ASSOCIATION OF STATE FACILITIES ADMINISTRATORS**

### **ARTICLE I – NAME AND PURPOSE**

Section 1: Name. The name of the organization shall be the Georgia Association of State Facilities Administrators (GASFA).

Section 2: Purpose. The Georgia Association of State Facilities Administrators is organized exclusively to provide and enhance leadership, education and professionalism of facility managers employed in the state government of Georgia, more specifically to:>

- Develop, implement and disseminate best management practices for state facility managers;
- Promote effective and efficient planning, development, operation and maintenance of state of Georgia facilities;
- Foster the exchange of ideas and information among state of Georgia facility administrators, and facility administrators of the public and private sector; and
- Provide and promote inter-governmental agency and public-private entity cooperation on issues of interest and benefit to facility administrators.

### **ARTICLE II – MEMBERSHIP**

Section 1: Membership. Membership in GASFA shall consist of State of Georgia employees engaged in or having an interest in the administration of state facilities and who have participated as a registrant in at least one GASFA conference during the previous 12 months. Those otherwise qualified for membership but who have not participated as a registrant of a GASFA conference may solicit membership by applying to the Secretary of GASFA and paying an annual fee to be determined by GASFA's Board of Directors. Only members are eligible to vote in matters pertaining to GASFA administration.

Section 2: Affiliate Membership. Affiliate Membership is open to all other individuals or entities wishing to participate in the mission of GASFA. Affiliate members are not eligible to vote in matters pertaining to GASFA's administration. Affiliate members are eligible to be placed on the Board of Directors in an advisory role by the President of GASFA. Their participatory role shall be featured in appropriate conference literature and on the GASFA website. Affiliate membership may be solicited by applying to the Secretary of GASFA and paying an annual fee to be determined by Board of Directors action.

### **ARTICLE III - MEETINGS**

Section 1: Annual Business Meeting An annual business meeting shall be held during the GASFA fall/winter conference. The date, time and place of said meeting shall be set by the Board of Directors. If a fall/winter conference is not held by GASFA, the Board of Directors shall have the authority to call an annual business meeting separate from the conference and at a date, time and place determined by said Board.

Section 2: Special Meetings. Special meetings of voting members of GASFA may be called by the President or the Executive Committee.

Section 3: Notice. Notice of official meetings of voting members shall be given to each voting member by posting on the GASFA website and by e-mail not less than ten days before the meeting. Maintenance of current personal notification information shall be the responsibility of each GASFA member.

#### ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board of Directors, Role, Size, and Compensation. The Board of Directors of GASFA is responsible for overall policy and direction of GASFA, and shall delegate responsibility for day-to-day operations of GASFA to its members and committees.

Except for Amendments to the Articles of Incorporation or Amendments to the Bylaws, the decisions of the Board of Directors of GASFA shall be valid upon approval of a majority of board members in attendance.

For Amendments to the Articles of Incorporation or the Bylaws, a three-quarters vote of all current board members is required. The Board of Directors shall have up to twelve and not fewer than five voting members. Members of the Board of Directors shall receive no compensation other than reimbursement for reasonable out of pocket expenses. Board Members must be members of GASFA in good standing or, if appointed by the President in an advisory role, affiliate members in good standing. Affiliate members of the Board are not afforded voting privileges. The immediate outgoing President of GASFA shall serve a one year term as a member of the Board of Directors.

Section 2: Officers and Duties, the Officers of GASFA shall consist of the President, President-Elect, Secretary and Treasurer.

In addition to the duties of their office, the Officers serve as the Executive Committee of the Board of Directors. In addition to other duties described herein, the President shall serve as Chair of the Board of Directors, shall convene regularly scheduled Board of Directors meetings, and shall preside, or arrange for another member of the Executive Committee, to preside at each meeting. In addition to other duties described herein, the President-Elect will chair committees on special subjects as designated by the Board of Directors, and shall assist the President in his duties, as required.

In addition to other duties described herein, the Secretary shall be responsible for keeping of records of GASFA membership roll; shall record minutes of actions/voting of members at the annual business meeting, Board of Directors meetings; sending out future meeting announcements, and distributing copies of minutes and the agenda as appropriate, and assuring that GASFA records are maintained.

In addition to other duties described herein, the Treasurer shall make a report at each Board of Directors meeting. The Treasurer shall have the authority to form and chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Board of Directors, GASFA members and the general public as provided for herein or as directed the Board of Directors or President.

Section 3: Meetings. The Board of Directors shall meet at an agreed upon time and place at least bi-monthly, or at a time as called by the President.

Section 4: Board of Directors Elections. The President of GASFA shall serve an approximate 12 month term and shall be elected one year in advance of his/her tenure at the annual business meeting. In the interim year prior to service as President, he/she shall serve in the role of President-Elect. Election by members of GASFA of its President will be the first item of business at the annual business meeting and shall occur as an election for the President-Elect. The President-Elect shall be affirmed by a minimum two-thirds vote of the membership in attendance. The President-Elect's term as President will begin at the close of the *next* annual business meeting after his/her election and shall end at the close of the following annual business meeting after his/her term of service. As President-Elect, he/she shall assist the standing President in the administration of GASFA. The President shall not succeed himself/herself. The only except to this rule is whereby the Interim President fulfills the unexpired term of the current President and continues in his capacity as the Interim President/President Elect and into the Presidents position as elected by the membership. All other voting members of the Board of Directors shall be elected by a majority vote of the directors in attendance at a regularly scheduled meeting of the Board of Directors. Nominations for voting members must be made by the Executive Committee and communicated via the Secretary to all board members 15 days in advance of the board meeting.

Section 5: Terms. Except for the President and President Elect, all Board of Directors members shall serve a two (2) year term, but are eligible for re-appointment.

Section 6: Quorum. A quorum of at least sixty percent (60%) of the Board of Directors members must be attained before business can be transacted or motions made or passed.

Section 7: Notice. An official Board of Directors meeting requires that each Board of Directors member have written notice one (1) week in advance. Regularly scheduled Board of Directors meeting require no notice.

Section 8: Vacancies. When a vacancy on the Board of Directors exists, the President may make a temporary appointment until such time as a new member can be properly appointed. The Executive Committee will make recommendations to the Board of Directors and the Board of Directors shall vote to fill the vacancy as described herein. Should the President vacate his/her position during his/her term of service the President-Elect Shall assume his/her responsibilities. Under such circumstances the President-Elect, as acting President, may appoint a member of the Board to assume the responsibilities of President-Elect with the exception of succession to office.

Section 9: Resignation, Termination and Absences. Resignation from the Board of Directors must be in writing and received by the Secretary. A Board of Directors member shall be dropped for excess absences from the Board of Directors at the discretion of the Board of Directors as prescribed herein. Excused absences should be reported to the Secretary or President. A Board of Directors member may be removed for this or other causes by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board of Directors shall be called upon the request of the President or one-third of the Board of Directors. Notices of special meetings shall be sent out by the Secretary to each Board of Directors member fourteen (14) days in advance.

## ARTICLE V – COMMITTEES

### Section 1: Committees.

The Board of Directors may create committees as needed, such as conference, fundraising, etc. The President shall appoint all committee chairs.

Section 2: Executive Committee. The Executive Committee consists of the officers of GASFA and serves as the nominating committee for the election of President and other board members and any other duties and responsibilities as shall be deemed necessary by the Committee or the President. The outgoing President shall serve a one year term as an ex-officio member of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the approval of the Board of Directors at its next meeting.

Section 3: Finance Committee. The Treasurer is authorized to form and chair the Finance Committee, which, if formed, must include three other Board of Directors members. If the Treasurer elects not to form a Finance Committee, the duties of the Finance Committee fall to him. The Finance Committee is responsible for developing and reviewing fiscal procedures, establishing a fundraising plan, and establishing an annual budget with other Board of Directors members. The Board of Directors must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board of Directors or the Executive Committee. The fiscal year shall be the calendar year.

Annual reports are required to be submitted to the Board of Directors showing income, expenditures and pending income. The financial records of GASFA are public information and shall be made available to the membership, Board of Directors, members and the general public upon request. The Finance Committee and/or the Treasurer shall prepare an interim financial statement at the time of the annual Fall/Winter Conference to be made available to members.

## ARTICLE VI – AMENDMENTS

Section 1: Amendments. These Bylaws and the Articles of Incorporation may be amended by a three-fourths vote of all current members of the Board of Directors. Proposed amendments must be submitted by a current board member to the Secretary for distribution to all board members 30 days in advance of the regular Board of Directors meetings.

RATIFICATION In accordance with requirements of the current Bylaws of GASFA, these Bylaws were approved for recommendation to the membership by the Board of Directors on \_\_\_\_\_ and ratified by a majority of voting members at the annual business meeting on September 26<sup>th</sup>, 2006.

These Bylaws supercede all previous bylaws of GASFA.

Read and Adopted the 26<sup>th</sup> day of September, 2006.

BY: \_\_\_\_\_

As Secretary, Board of Directors

Georgia Association of State Facilities Administrators.