

1 **BYLAWS OF**
2
3 **THE GEORGIA ASSOCIATION OF COMMUNITY SERVICES BOARDS, INC.**
4

5 ARTICLE I

6 GENERAL PROVISIONS

7
8
9 SECTION 1.01 Name. The name of this Corporation shall be the Georgia Association of
10 Community Service Boards, Inc.

11
12 SECTION 1.02 Purposes. The Corporation is organized for the following purposes:
13

- 14 (a) To provide its member boards with a forum for the sharing and exchanging of information,
15 ideas, development of resources and solutions to problems;
16
17 (b) To provide leadership in the development and operation of public disability services which
18 are community-based and comprehensive in range, involve consumers and their families in
19 their design and governance, and are provided in a cost effective manner in the least
20 restrictive setting;
21
22 (c) To advocate, initiate, and support actions designed to improve disability services in Georgia;
23
24 (d) To serve as a spokesperson in matters mutually involving and concerning its member
25 boards;
26
27 (e) To encourage the development and maintenance of the highest professional standards for
28 programs and services to persons with disabilities;
29
30 (f) To promote the cooperation of its members and collaboration with other persons and
31 organizations engaged in related activities;
32
33 (g) To encourage, promote and support the continuing education and development of
34 professional, technical, administrative and support staff of its member boards;
35
36 (h) To provide leadership in the development and implementation of sound, data-based methods
37 for evaluating the performance and effectiveness of the services and programs of its member
38 boards;
39
40 (i) To provide elected and appointed public officials with information related to public
41 disability services and the activities of its member boards; and
42
43 (j) To do other things permitted by law.

44
45 SECTION 1.03 Tax-Exempt Status. The Corporation is organized and is to operate as a
46 nonprofit organization, and it is intended that the corporation will qualify at all times as an

Bylaws of the Georgia Association of Community Service Boards, Inc.

Page 2

1 organization exempt from Federal income tax under section 501(a) of the Internal Revenue Code of
2 1954, as amended (the "Code"), by qualification as an organization described in §501(c)(6) of the
3 Code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable
4 to its members, directors, officers, or other private persons, except that the organization shall be
5 authorized and empowered to pay reasonable compensation for services rendered and to make
6 payments and distributions in furtherance of the purposes set forth in these Bylaws.

7
8 SECTION 1.04 Seal. The seal of the Corporation shall be in such form and shall contain
9 such symbols and wording as the Board of Directors may from time to time adopt.

10
11 SECTION 1.05 Office. The Corporation shall maintain a registered office as required by
12 statute, at which place it shall maintain a registered agent. The office of the registered agent may,
13 but need not be, identical with the principal office of the Corporation, and the address of the office
14 of the registered agent may be changed from time to time by the Board of Directors.

15
16 SECTION 1.06 Other Offices. The Corporation may also have offices and places of
17 business at such other places within Georgia, as the Board of Directors may from time to time
18 determine.

19
20 SECTION 1.07 Fiscal Year. The fiscal year of the Corporation shall be from July 1 through
21 June 30.

22
23 SECTION 1.08 Definitions. The following definitions shall apply to terms used in these
24 Bylaws:

- 25
26 (a) "Community service board" shall mean a community mental health, developmental
27 disabilities, and addictive diseases service board as created and defined in O.C.G.A. Title
28 37, Chapter 2.
29
30 (b) "Disability" and "Disability services" shall have the same meaning of such terms as defined
31 in O.C.G.A. 37-2-2(4) and (4.1).
32
33 (c) "Board of Health" means a board of health created under O.C.G.A Title 31, Chapter 3.

34
35 ARTICLE II

36
37 MEMBERSHIP

38
39 SECTION 2.01 Membership; Rights of Membership.

- 40
41 (a) There shall be two classes of membership.
42

Bylaws of the Georgia Association of Community Service Boards, Inc.
Page 3

1 (1) One class of membership shall consist of full members. Any community service
2 board in Georgia shall be a full member in good standing upon payment of all dues
3 and special assessments due the Corporation.
4

5 (2) The other class of membership shall consist of associate members. A county board
6 of health may become an associate member upon payment of any dues or special
7 assessments authorized by the Board of Directors as provided in Section 2.05 of this
8 Article for associate membership if the membership of such board of health is not
9 also constituted as the membership of a community service board as authorized in
10 subsection (e) of O.C.G.A §31-2-6; provided such board of health provides disability
11 services pursuant to O.C.G.A §31-3-12.1, and provided further, such board of health
12 provides at least two categories of disability services from among the disability
13 services categories of mental health, developmental disabilities, or addictive diseases
14 services. Associate membership is conditional upon the continued provision of two
15 categories of disability services as described in this section, and such associate
16 membership shall automatically terminate if such board of health ceases to provide
17 such disability services. Associate members shall be non-voting members of the
18 Association.
19

20 (b) Wherever the term “member” is used in these Bylaws, such term shall include both full and
21 associate members.
22

23 SECTION 2.02 Membership. Members in good standing are entitled to all the rights,
24 privileges and benefits of the Corporation, except as provided for associate members in accordance
25 with Section 2.01 of these Bylaws, including, but not limited to, representative participation in
26 annual meetings of the membership, representative membership on the Board of Directors, and
27 representative service on committees and task forces. On each matter requiring or submitted to a
28 vote of the membership, the number of votes each member is eligible to cast shall be in accordance
29 with the provisions of Section 3.02 of these Bylaws.
30

31 SECTION 2.03 Reinstatement. A member that resigned from membership in the
32 Corporation or whose membership rights were revoked for non-payment of dues or special
33 assessments shall have membership rights restored upon payment of all dues and special
34 assessments due to the Corporation for the current fiscal year; however, the Board of Directors in its
35 discretion may provide for a reduction in such dues and a reduction or waiver in whole or in part of
36 any special assessments established in accordance with Section 2.05 of these Bylaws that otherwise
37 might be due the Corporation if a community service board that resigned from membership in the
38 Corporation or whose membership rights were revoked as provided in this Section seeks
39 reinstatement as a member of the Corporation. No reinstatement fee shall be charged by the
40 Corporation.
41

42 SECTION 2.04 Resignation. A member may resign by having its governing board submit a
43 statement of resignation in writing to the President of the Corporation.
44

1 SECTION 2.05 Membership Dues and Special Assessments.

- 2
- 3 (a) Annual membership dues for Full and Associate members shall be recommended by the
4 Executive Committee and approved by the Board of Directors at the last regular meeting
5 preceding the fiscal year in which the dues shall be effective. Such membership dues shall
6 be payable to the Corporation upon application for membership, and thereafter, on or before
7 the first regular meeting of the Board of Directors in the fiscal year. A member whose dues
8 have not been received by the Corporation at the time of the first regular meeting in the
9 fiscal year shall be considered delinquent and membership in good standing shall be
10 suspended immediately.
- 11
- 12 (b) All dues shall become effective on the first day in the fiscal year following approval by the
13 Board of Directors.
- 14
- 15 (c) Upon the recommendation of the Executive Committee, special assessments may be levied
16 on all members in good standing by vote of the Board of Directors at any regular or special
17 meeting of the Board of Directors. A special assessment shall require the approval of a two-
18 thirds majority of the voting directors of the Board of Directors. All members shall be
19 notified by the President at least thirty days prior to the date of the vote on the proposed
20 special assessment. Notification shall include a justification for the proposed special
21 assessment, the amount of the assessment, and the date when the assessment shall be due
22 and payable. A special assessment shall be due and payable within ninety days after
23 approval by the Board of Directors, after which time a member not paying the assessment
24 shall be considered suspended from membership in good standing, and the Treasurer of the
25 Corporation shall so notify the Board of Directors. Any special assessment may be adjusted
26 for Associate members as determined by the Executive Committee and the Board of
27 Directors.

28
29 ARTICLE III

30 BOARD OF DIRECTORS

31
32
33 SECTION 3.01 Management of the Corporation. The full and entire management of the
34 affairs and business of the Corporation shall be vested in a Board of Directors which will have and
35 may exercise all of the powers that may be exercised or performed by the Corporation, except as
36 may otherwise be provided in these Bylaws.

37
38 SECTION 3.02 Composition. The Board of Directors shall be composed of the following.
39 Each member in good standing shall have two representatives on the Board of Directors of the
40 Corporation, who shall be voting directors for the member, one who must be from the member
41 Board. The voting representatives shall be designated by the Board of each member. The designees
42 from each member shall serve until replaced by the Board of that member. Each representative of a
43 member in good standing shall be a voting director. One voting director shall be a member of the
44 governing board of the member in good standing duly elected by a majority vote of said governing

Bylaws of the Georgia Association of Community Service Boards, Inc.
Page 5

1 board, and shall have the right to vote at any meeting of the Board of Directors. The other voting
2 director shall be the chief executive officer of the member in good standing and shall have the right
3 to vote at any meeting of the Board of Directors. A voting director may designate an alternate who
4 shall serve as a voting director *pro tem* at any meeting of the Board of Directors in the absence of
5 the voting director, provided the designation of said alternate shall be in writing and submitted to the
6 Secretary of the Corporation. A voting director *pro tem* for the voting director who is a member of
7 the governing board of a member in good standing shall be only another member of such governing
8 board, and the voting director *pro tem* for the voting director who is the chief executive officer of
9 the governing board of a member in good standing shall be only an employee of the member in
10 good standing. Only voting directors or properly designated voting directors *pro tem* shall vote on
11 matters brought before the Board of Directors of the Corporation. Unless otherwise specified,
12 whenever reference is made to the Board of Directors, such reference shall also include the alternate
13 serving *pro tem* in the absence of the voting director.
14

15 SECTION 3.03 Responsibilities. Without limiting the generality of Section 3.01, it shall be
16 the responsibility of the Board of Directors to:
17

- 18 (a) Carry out the mandates and policies of the Corporation as determined by the resolutions
19 enacted by the Board of Directors;
20
- 21 (b) Propose plans for corporate growth and development;
22
- 23 (c) Direct the activities of the committees and task forces, except the Nominating Committee;
24
- 25 (d) Authorize the President of the Corporation to create committees, including *ad hoc*
26 committees to meet specific, time limited objectives of the Corporation;
27
- 28 (e) Authorize the President of the Corporation to create task forces to meet objectives of the
29 corporation, which may include participation by persons or organizations not having
30 membership in the Corporation;
31
- 32 (f) At its last regular meeting in the fiscal year, approve the operating budget of the corporation
33 for the next fiscal year, provided the operating budget may be amended during a fiscal year
34 upon approval by the Board of Directors;
35
- 36 (g) Authorize the President, Executive Director or the Executive Committee to expend
37 corporate funds in compliance with the Corporation's approved operating budget;
38
- 39 (h) Authorize any contract for legal counsel to represent the corporation and its Board of
40 Directors;
41
- 42 (i) Authorize the Executive Director to contract for personal services for the purpose of
43 assisting the officers and the Board of Directors in the performance of their duties; and
44

- 1 (j) Authorize the holding of workshops, educational meetings, and training events consistent
2 with the purposes and needs of the Corporation.
3

4 ARTICLE IV
5

6 MEETINGS OF THE BOARD OF DIRECTORS
7

8 SECTION 4.01 Place. The Board of Directors may hold meetings, both regular and special,
9 either within or without the State of Georgia.
10

11 SECTION 4.02 Regular Meetings. The Board of Directors shall meet at least monthly.
12 Meetings may be held face-to-face or by telecom, or video conference. A meeting may be waived
13 by a majority vote of the Board of Directors.
14

15 SECTION 4.03 Special Meetings. Special Meetings of the Board of Directors may be called
16 by the President of the Corporation, either personally or by mail. A special meeting shall be called
17 by the President of the Corporation in like manner and on like notice upon written request of five
18 members of the Board of Directors or three members of the Executive Committee.
19

20 SECTION 4.04 Annual Meeting. The Board of Directors shall hold an annual meeting of the
21 membership of the Corporation in order to elect officers and appoint committee membership and
22 chairs. The Board of Directors shall approve the schedule for all Board of Directors meetings and
23 the Annual Meeting. The schedule shall be published and distributed during the first quarter of the
24 fiscal year.
25

26 SECTION 4.05 Quorum. A member in good standing shall be considered present at a
27 meeting of the Corporation if only one of the voting directors representing such member is present.
28 A majority of the members in good standing shall be necessary to constitute a quorum for the
29 transaction of business by the Board of Directors. A vote of a majority of the voting directors of the
30 Board of Directors present and voting shall be the act of the Board of Directors; except where the
31 law, the Articles of Incorporation, or these Bylaws require a greater vote.
32

33 SECTION 4.06 Consent Without the Necessity of Meeting.
34

- 35 (a) Whenever the vote of the Board of Directors is required, or desirable, to be taken in
36 connection with any action, and a special meeting cannot be called in compliance with
37 Section 4.03 of these Bylaws, a meeting of the Board of Directors may be dispensed with,
38 but only if a majority of the members of the Corporation consent by telephone or other
39 electronic means, and the Secretary of the Corporation shall report the vote tally in the
40 minutes of the next regular or special meeting of the Board of Directors. For the purposes of
41 this subsection, the consent of one of the voting directors representing a member of the
42 Corporation in good standing shall be considered the consent of the member of the
43 Corporation
44

1 (b) The Executive Director may poll the members of the Board of Directors on the action to be
2 taken when a majority of the members of the Board of Directors has consented to dispense
3 with the necessity of having a meeting. Agreement by a vote of a majority of the of the
4 members of the Board of Directors shall be necessary in order for such a vote to be the act
5 of the Board of Directors when voting is by mail, telephone, or any means other than a vote
6 taken at a regular or special meeting of the Board of Directors.
7

8 SECTION 4.07 Compensation. Members of the Board of Directors of the Corporation shall
9 not receive compensation for their services in any capacity as a director or officer of the
10 Corporation.
11

12 SECTION 4.08 Attendance at Meetings. A board member or the chief executive officer of
13 any community service board or any board of health providing disability services pursuant to
14 O.C.G.A. 31-3-12.1 may attend any meeting of the Board of Directors, but a representative of a
15 community service board or such board of health may not participate in discussions or vote unless
16 that community service board or such board of health is a member in good standing as set forth in
17 Section 2.02 of Article II or Section 3.02 of Article III of these Bylaws.
18

19 SECTION 4.09 Open Meetings. Meetings of the membership, the Board of Directors,
20 committees and task forces of the Corporation are open to the public. The Board of Directors shall
21 provide an opportunity for public comment at meetings of the membership. Notice of meetings shall
22 be posted on the Association's website and at the Association's office. A notice of one week will be
23 provided for regular meetings. For meetings other than regular meetings, a notice of at least 24
24 hours will be given. For any meeting, an agenda will be posted at some time during the two-week
25 period immediately prior to the meeting. Any agenda will not be removed for a period of two
26 business days following a meeting.
27

28 SECTION 4.10 Open Records. Written records, including financial records, of the
29 Corporation are open to the public, and copies shall be made available upon request to the
30 Department of Behavioral Health and Developmental Disabilities and other governmental
31 agencies or officials at no charge. Copies of such records shall be made available to others not
32 enumerated in this Section at a cost equal to the uniform copying fee specified in subsection (c)
33 of O.C.G.A. §50-18-71, pertaining to the reproduction of public records.
34

35 ARTICLE V
36 OFFICERS
37

38 SECTION 5.01 Officers. The officers of the Corporation shall consist of the President, Vice
39 President, Secretary, and Treasurer, who shall be elected by the Board of Directors in accordance
40 with this Article and Article VII of these Bylaws. If the office of Executive Director is established
41 in accordance with Article IX of these Bylaws, the Executive Director shall also be an officer of the
42 Corporation. The Board of Directors, pursuant to said Article IX, may at its discretion designate
43 certain employee positions in addition to the position of Executive Director as officers of the
44 Corporation. Such employees who hold officer positions shall be appointed by the Executive

Bylaws of the Georgia Association of Community Service Boards, Inc.
Page 8

1 Director in accordance with said Article IX. The provisions of this Article and Article VII apply to
2 the officers elected by the Board of Directors but do not apply to the Executive Director and such
3 other officers holding officer positions as may be created by the Board of Directors in accordance
4 with Article IX.

5
6 SECTION 5.02 Term of Office.

- 7
8 (a) The term of office of all officers shall be for one year. An officer may be re-elected to the
9 same office, provided the President or Vice-President shall serve no more than two
10 consecutive terms. A member of the Board of Directors who served as an officer may be
11 elected to the previously held office after an interval of one year.
12
13 (b) The election of officers shall be held at the last regular meeting of the fiscal year. Officers
14 duly elected shall assume office at the end of said meeting and shall hold office until their
15 successors are elected and qualified.

16
17 SECTION 5.03 Vacancies.

- 18
19 (a) A vacancy shall occur when any officer is unable to complete the term of the office to which
20 elected due to death, resignation, removal, or disqualification.
21
22 (b) A vacancy in the office of President shall be filled immediately by the Vice President who
23 shall serve as President for the remainder of the unexpired term.
24
25 (c) A vacancy in any office other than the office of President shall be filled by election of the
26 Board of Directors in accordance with Article VII of these Bylaws. A member of the Board
27 of Directors elected to fill a vacancy shall serve in that office for the remainder of the
28 unexpired term.
29
30 (d) A vacancy in any office other than the office of President may be filled *pro tem* until the
31 next meeting of the Board of Directors by the affirmative majority vote of the remaining
32 members of the Executive Committee.
33

34 SECTION 5.04 Qualifications of Officers. Any voting director of the Board of Directors of
35 the Corporation who is a member of the governing body of a community service board and has been
36 appointed by a community service board which is a member in good standing or a chief executive
37 officer of a community service board which is a member in good standing shall be eligible for
38 election as an officer of the Corporation, except that the President and Vice-President of the
39 Corporation shall be a voting director who is a member of the governing body of a community
40 service board that is a member in good standing. An alternate of a voting director of the Board of
41 Directors shall not be eligible to serve as an officer of the Corporation. No two offices shall be held
42 concurrently by a member of the Board of Directors.
43

Bylaws of the Georgia Association of Community Service Boards, Inc.
Page 9

1 SECTION 5.05 Disqualification of an Officer. An officer shall be disqualified if the member
2 the officer represents is suspended from membership in good standing. Upon the disqualification of
3 an officer, the Treasurer shall notify the Secretary of the Corporation, who in turn shall notify the
4 Nominating Committee and the Executive Committee of the vacancy; unless the officer who is
5 disqualified is the Secretary of the Corporation, and in such case, the President shall notify the
6 Nominating Committee and the Executive Committee of the vacancy.

7
8 SECTION 5.06 Removal from Office. An officer may be removed from office by the
9 affirmative vote of the voting directors of the Board of Directors present and voting; provided,
10 however, the voting directors voting in the affirmative shall represent two-thirds of the members of
11 the Corporation in good standing.

12
13 SECTION 5.07 Duties of the President. The President shall assume leadership of the
14 corporation's activities in accordance with these Bylaws and the membership's needs and interests;
15 and shall:

- 16
17 (a) Preside at all meetings of the Board of Directors and any annual meeting of the Corporation;
18
19 (b) Call meetings, both regular and special, of the Board of Directors in accordance with these
20 Bylaws;
21
22 (c) Serve as Chair of the Executive Committee, and call all meetings of the Executive
23 Committee in accordance with these Bylaws;
24
25 (d) Upon the approval of the Board of Directors, call any annual meeting of the membership;
26
27 (e) Be familiar with the duties and responsibilities of the Corporation's officers and see that
28 such duties and responsibilities are fulfilled in accordance with these Bylaws;
29
30 (f) Be responsible with the Treasurer of the Corporation for the disbursement of funds and be
31 bonded at the Corporation's expense;
32
33 (g) Serve as the official representative of the Corporation, particularly with the Georgia
34 Department of Behavioral Health and Developmental Disabilities, and other such
35 organizations;
36
37 (h) Make an annual report to the Corporation in collaboration with the Executive Director;
38
39 (i) Appoint all members of standing and *ad hoc* committees, and taskforces. The President
40 shall make such appointments with a view toward achieving representation from all
41 geographic sectors of the state; shall be responsible along with the ED for setting the agenda for
42 meetings of the Board of Directors.
43
44

1 SECTION 5.08 Duties of the Vice President. The Vice President shall have the following
2 duties:

- 3
- 4 (a) Be familiar with the Corporation's activities and the duties and responsibilities of the
5 President;
 - 6
 - 7 (b) Assume the duties and responsibilities of the President in the absence of the President;
 - 8
 - 9 (c) Assist the President in the discharge of the President's duties;
 - 10
 - 11 (d) Assume the office of the President when a vacancy in that office occurs; and
 - 12
 - 13 (e) Serve as Vice Chair of the Executive Committee.
 - 14

15 SECTION 5.09 Duties of the Secretary. The Secretary shall have the following duties:

- 16
- 17 (a) Assure the recording and transmittal of the minutes of all Board of Directors meetings and
18 of any annual meeting of the membership, and read the minutes of the previous meetings as
19 requested;
 - 20
 - 21 (b) Be prepared to furnish the exact wording of motions pending before the Board of Directors
22 or the membership;
 - 23
 - 24 (c) Maintain a separate list of all motions passed during the meetings of the Board of Directors;
 - 25
 - 26 (d) Be responsible for the Corporation's correspondence, including the maintenance of accurate
27 files; and
 - 28
 - 29 (e) Receive notification from the Treasurer, and in turn notify the Nominating Committee, the
30 Executive Committee, and the Board of Directors of any officer who is disqualified to hold
31 office;
 - 32
 - 33 (f) May assign any of the above duties with the approval of the Board of Directors to staff or
34 contracted staff as needed and appropriate; and,
 - 35
 - 36 (g) Serve as Parliamentarian. The Parliamentarian shall have the responsibility of maintaining
37 correct parliamentary procedures in annual meetings of the membership, meetings of the
38 Board of Directors, and meetings of the Executive Committee. Robert's Rules of Order,
39 Newly Revised shall be used to govern all meetings of the membership, meetings of the
40 Board of Directors, and all committees and task forces of the corporation in all cases to
41 which they are applicable and in which they are not inconsistent with the Bylaws of the
42 Corporation.
 - 43
 - 44

1 SECTION 5.10 Duties of Treasurer. The Treasurer shall have the following duties:

- 2
- 3 (a) Oversee the receipt and disbursement of all monies of the Corporation;
- 4
- 5 (b) Assure that all receipts are deposited in banks in the accounts of the Corporation;
- 6
- 7 (c) Keep accurate accounts of all receipts and disbursements under appropriate headings;
- 8
- 9 (d) Be bonded for an amount determined by the Board of Directors at the Corporation's
- 10 expense;
- 11
- 12 (e) Make a report in writing to the membership at all regular meetings and at such other times
- 13 as may be requested by the Board of Directors;
- 14
- 15 (f) Assure that no expenditure above the budgeted amount is expended for any corporate
- 16 activity which does not have the prior approval of the Board of Directors or the Executive
- 17 Committee;
- 18
- 19 (g) Oversee the collection of dues and special assessments levied against the membership in a
- 20 manner prescribed by the Board of Directors and these Bylaws;
- 21
- 22 (h) Have the books audited for each fiscal year at the expense of the Corporation within 90 days
- 23 of the conclusion of the fiscal year;
- 24
- 25 (i) Notify the Secretary when any officer of the Corporation is disqualified from holding office owing to a
- 26 failure to pay dues or special assessments due to the Corporation by the member the officer represents on
- 27 the Board of Directors, and;
- 28
- 29 (j) May assign any of the above duties with the approval of the Board of Directors to staff or
- 30 contracted staff as needed and appropriate.

31
32 ARTICLE VI

33
34 CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

35

36 SECTION 6.01 Contracts. The Board of Directors may authorize any officer or officers,

37 agent or agents of the Corporation, in addition to the officers so authorized by the Bylaws, to enter

38 into any contract or execute and deliver any instrument in the name of and on behalf of the

39 Corporation. Such authority may be general or confined to special instances.

40

41 SECTION 6.02 Checks and Drafts. All checks, drafts, or orders for the payment of money,

42 notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by

43 such officer or officers, agent or agents of the Corporation and in such manner as shall from time to

44 time be determined by resolution of the Board of Directors. In the absence of such determination by

1 the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the
2 President of the Corporation.

3
4 SECTION 6.03 Deposits. All funds of the Corporation shall be deposited from time to time
5 to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of
6 Directors may select.

7
8 SECTION 6.04 Gifts. The Board of Directors may accept on behalf of the Corporation any
9 contribution, gift, bequest, or device for the general purpose or for any special purpose of the
10 Corporation.

11
12 ARTICLE VII

13
14 ELECTIONS

15
16 SECTION 7.01 Elections.

- 17
18 (a) Elections for officers of the Corporation shall be held at the Annual meeting of the Board of
19 Directors in the fiscal year, unless an election is held to fill the unexpired term of an officer.
20
21 (b) Nominations shall be taken from the Nominating Committee, and shall be requested by the
22 President from among the members present at the election meeting.
23
24 (c) Voting shall be by written and secret ballot, and the nominee receiving a majority of all
25 votes cast shall be declared elected.
26
27 (d) If there is no majority for a contested office, a second vote shall be held to determine the
28 election between the two nominees for that office having the highest number of votes on the
29 first ballot.

30
31 SECTION 7.02 Absentee Voting. A voting director of the Board of Directors may vote in
32 the election of an officer *in absentia*. Absentee voting shall be allowed when the following
33 conditions are satisfied:

- 34
35 (a) Voting directors of the Board of Directors must use an official ballot as prescribed by the
36 Nominating Committee;
37
38 (b) The completed ballot must be returned to the President prior to the election meeting; and
39
40 (c) If the voting director of the Board of Directors submitting an absentee ballot or the alternate
41 for said voting director attends the election meeting, the absentee ballot will be invalid.
42
43
44

ARTICLE VIII

COMMITTEES AND TASK FORCES

SECTION 8.01 Standing Committees. The Executive Committee, Nominating Committee, Public Image and Policy Committee, Education and Individual Advocacy Committee, the Data Analytics Committee, the Clinical Operations Committee, and the Administrative Operations Committee shall be standing committees of the Corporation; provided, however, the Board of Directors may authorize the President to create additional standing committees from time to time. A notice of meetings shall be posted on the Association's website and at the Association's office. A notice of one week will be provided of any Committee meetings. For meetings other than regular meetings, notice of at least 24 hours will be given. For any Committee meeting, an agenda will be posted at some time during the two-week period immediately prior to the meeting. Any agenda will not be removed for a period of two business days following a Committee meeting.

SECTION 8.02 Executive Committee.

- (a) The membership of the Executive Committee shall be composed of the following:
- (1) President
 - (2) Vice President
 - (3) Secretary
 - (4) Treasurer
 - (5) Immediate Past President. In those instances when there is no individual who is the Immediate Past President of the Corporation willing or able to act in that capacity, the most recent Past President who is willing and able to serve, shall perform the duties of the Immediate Past President, including serving as Chair of the Nominating Committee.
 - (6) The Executive Director.
- (b) The Executive Committee shall perform all of the functions of the Corporation not otherwise prescribed in these Bylaws or assigned to standing or *ad hoc* committees, task forces, or individual officers during the interim between meetings of the Board of Directors, and shall keep the membership informed of its activities.
- (c) The Executive Committee may recommend from time to time to the Board of Directors amendments to the annual operating budget of the corporation.
- (d) The Executive Committee shall:
- (e) Recommend an instrument and process to be used by the Board of Directors to evaluate the performance of the Executive Director;
- (f) Propose any annual salary or employment benefits for the Executive Director for approval

1 by the Board of Directors if the Executive Director is an employed staff; and

- 2
3 (g) Submit for approval by the Board of Directors any employment agreement with the
4 Executive Director.

5
6 SECTION 8.03 Public Image and Policy Committee.

7
8 (a) The President shall appoint the Chair and the membership of the Public Image and Policy
9 Committee. The members of the Public Image and Policy Committee shall be drawn from
10 the members of the governing board, executive directors or employees of members in good
11 standing; provided, however, that the President shall ensure that at least one third of the
12 membership of the Public Image and Policy Committee shall be composed of members of
13 the governing boards of members in good standing.

14
15 (b) The Public Image and Policy Committee shall keep abreast of all legislative activity related
16 to the purposes of the Corporation.

17
18 (c) The Public Image and Policy Committee shall keep the Executive Director and the Board of
19 Directors informed of significant events associated with the annual session of the Georgia
20 General Assembly, any proposed or needed state legislation, and the progress of any bill
21 related to the purposes of the Corporation.

22
23 (d) The Public Image and Policy Committee shall keep the Executive Director and the Board of
24 Directors informed of any proposed or current legislation before the Congress of the United
25 States related to the purposes of the Corporation.

26
27 (e) If a majority of the members of the Public Image and Policy Committee are of the opinion
28 that the Corporation should take a public position on any pending legislation, the Chair of
29 the Public Information and Policy Committee shall notify the President of the Corporation.
30 The President shall present the proposed action recommended by the Public Information and
31 Policy Committee to the Board of Directors who shall vote on the adoption of the
32 recommendation at the next regular or special meeting of the Board of Directors. If the
33 President and Chair of the Public Image and Policy Committee concur that there is not
34 sufficient time to wait for a regular or special meeting of the Board of Directors to consider
35 the recommendation of the Public Image and Policy Committee, the provisions of Section
36 4.06 of these Bylaws shall apply.

37
38 SECTION 8.04 Nominating Committee.

39
40 (a) The Nominating Committee shall consist of the Immediate Past President and two voting
41 directors of the Board of Directors who are not members of the Executive Committee, and
42 who shall be appointed by the President and approved by the Board of Directors. The
43 Immediate Past President shall serve as Chair of the Nominating Committee. When there is
44 no Immediate Past President, the most recent Past President shall serve as Chair of the

1 Nominating Committee. When there is no Past President, the President shall appoint a
2 member of the Executive Committee to serve as Chair of the Nominating Committee.

- 3
4 (b) The Nominating Committee shall meet prior to the Annual meeting of the Board of
5 Directors of the fiscal year and prepare a slate of nominees consisting of nominees for each
6 elective office. No member of the Nominating Committee shall be eligible for nomination
7 for an officer position.

8
9 SECTION 8.05 Education and Individual Advocacy Committee.

- 10
11 (a) The Education and Individual Advocacy Committee shall plan any annual meeting of the
12 Corporation held in accordance with Section 4.04 of Article IV of these Bylaws, establish
13 professional and board member training programs for the community service boards, create
14 and maintain an initiative for the development and training of the board of directors for
15 effective governance of the Corporation, and any such other related issues.

- 16
17 (b) The Committee shall develop activities for individuals served. These activities may include
18 informational, recreational, and/or educational events that may be held at times to be
19 determined by the Board of Directors or on an ongoing basis.

- 20
21 (c) The President shall appoint the Chair and membership of the Education and Individual
22 Advocacy Committee. The Chair and Vice-Chair shall be re-appointed annually. The Chair
23 of the Education and Individual Advocacy Committee shall be a voting director of the Board
24 of Directors of the Corporation. The President shall appoint a Vice-Chair who shall
25 represent individuals served either by lived experience or certification as a peer specialist.
26 Any member of the governing authority or employee of a member in good standing or an
27 individual served may serve as a member of the Education and Individual Advocacy
28 Committee.

- 29
30 (d) The Committee may at its discretion create workgroups to address specific goals of the
31 Corporation's strategic plan. These workgroups may meet as needed either face-to-face or
32 by electronic means to facilitate information transfer among member agencies. Any action
33 items from these workgroups would be presented to the Committee for review as needed.

34
35 SECTION 8.06 Data Analytics Committee

- 36
37 (a) The Data Analytics Committee shall address issues that affect the costs of operation. This
38 may include assessing processes, policies, procedures, rules, regulations, and other external
39 or internal actions that may impact members' abilities to work efficiently and effectively.
40

- 1 (b) The Data Analytics Committee shall gather data as needed to support improvements in
2 members' processes and procedures.
3
- 4 (c) Each member agency in good standing may appoint one voting representative to the
5 Committee. Other staff may attend if desired.
6
- 7 (d) The President shall appoint a Chair and Vice-Chair from the Board of Directors for the Data
8 Analytics Committee. The Chair and Vice-Chair shall be re-appointed annually.
9

10
11 SECTION 8.07 Clinical Operations Committee.
12

- 13 (a) The Clinical Operations Committee shall address issues that affect programs operated to
14 support individuals living with a mental health, substance use disorder, or with co-occurring
15 behavioral health and intellectual/developmental disabilities. This may include assessing
16 processes, policies, procedures, rules, regulations, and other external or internal actions that
17 may impact members' abilities to efficiently and effectively serve individuals and families.
18
- 19 (b) Each member agency in good standing may appoint one voting representative to the
20 Committee. Other staff may attend if desired.
21
- 22 (c) The President shall appoint a Chair and Vice-Chair from the Board of Directors for the
23 Clinical Operations Committee. The Chair and Vice-Chair shall be re-appointed annually.
24 A Secretary shall be elected by the members of the Committee, who shall be eligible to
25 serve consecutive terms.
26
- 27 (d) The Committee shall address issues related to the areas of clinical operations of the member
28 agencies.
29
- 30 (e) The Committee may at its discretion create workgroups to address specific goals of the
31 Corporation's strategic plan. These workgroups may meet as needed either face-to-face or
32 by electronic means to facilitate information transfer among member agencies. Any action
33 items from these workgroups would be presented to the Committee for review as needed.
34
- 35 (f) The Committee shall meet monthly either face-to-face, by teleconference, or video
36 conference. A meeting may be cancelled by a majority vote of the members of the
37 Committee.
38
- 39 (g) Minutes of all meetings shall be maintained and sent to the Executive Director within ten
40 business days of the meeting.
41
- 42 (h) The Committee Chair or Vice Chair shall report out at each Board of Directors meeting.
43

1 SECTION 8.08 Administrative Operations Committee.

- 2
- 3 (a) The Administrative Operations Committee shall address issues which directly or indirectly
4 impact service delivery of a member organization involving Finance, Revenue Cycle, Corporate
5 Compliance, Information Technology, Human Resources, and Utilization Management. This
6 may include assessing processes, policies, procedures, rules, regulations, and other external or
7 internal actions that may impact members' abilities to efficiently and effectively serve
8 individuals and families.
- 9
- 10 (b) Each member agency in good standing may appoint one representative to the Committee. Other
11 staff may attend if desired.
- 12
- 13 (c) The President shall appoint a Chair and Vice-Chair from the Board of Directors for the
14 Administrative Operations Committee at its Annual meeting. The Chair and Vice-Chair shall be
15 re-appointed annually. A Secretary shall be elected by the members of the Committee.
- 16
- 17 (d) The Committee shall address issues related to the administrative operations of the member
18 agencies. The Committee may at its discretion create workgroups to address specific goals of
19 the Corporation's strategic plan. These workgroups may meet as needed either face-to-face or
20 by electronic means to facilitate information transfer among member agencies. Any action items
21 from these workgroups would be presented to the Committee for review as needed.
- 22
- 23 (e) The Committee shall meet monthly either face-to-face, by teleconference, or video conference.
24 A meeting may be cancelled by a majority vote of the members of the Committee.
- 25
- 26 (f) Minutes of all meetings shall be maintained and sent to the Executive Director within ten
27 business days of the meeting.
- 28
- 29 (g) The Committee Chair or Vice Chair shall report out at each Board of Directors meeting.
- 30

31

32 SECTION 8.09 Intellectual/Developmental Disabilities Operations Committee

33

- 34 (a) The Intellectual/Developmental Disabilities Committee shall address issues that affect
35 programs operated to support individuals living with intellectual/developmental disabilities.
36 This may include assessing processes, policies, procedures, rules, regulations, and other external
37 or internal actions that may impact members' abilities to efficiently and effectively serve
38 individuals and families.
- 39
- 40 (b) Each member agency in good standing may appoint one voting representative to the Committee.
41 Other staff may attend meetings of the Committee if desired.
- 42 (c) The President shall appoint a Chair and Vice-Chair from the Board of Directors and
43 reappointments shall be made annually.
- 44

- 1 (d) A Secretary shall be elected by the members of the Committee, who shall be eligible to serve
2 consecutive terms.
3
- 4 (e) The Committee may at its discretion create workgroups to address specific goals of the
5 Corporation's strategic plan. These workgroups may meet as needed either face to face or by
6 electronic means to facilitate information transfer among member agencies. A meeting may be
7 cancelled by majority vote of the members of the Committee.
8
- 9 (f) Any action items from these workgroups would be presented to the Committee for review as
10 needed.
11
- 12 (g) The Committee shall meet monthly either face to face or by electronic means. A meeting may
13 be cancelled by majority vote of the members of the Committee.
14
- 15 (h) Minutes of all meetings shall be maintained and sent to the Executive Director within ten
16 business days of the meeting.
17
- 18 (i) The Committee Chair or Vice Chair shall report out at each Board of Directors meeting.
19
20

21 SECTION 8.10 Additional Standing Committees. The President shall appoint the Chair of
22 any additional standing committee created pursuant to these Bylaws. The Chair of any additional
23 standing committee shall be a voting director of the Board of Directors of the Corporation. Each
24 member in good standing may appoint one member of each additional standing committee. Any
25 member of the governing authority or employee of a member in good standing may serve as a
26 member of any additional standing committees.
27

28 SECTION 8.11 Ad Hoc Committees. Subject to the approval of the Board of Directors as
29 provided in subsection (d) of Section 3.03 of these Bylaws, the President of the Corporation may
30 create from time to time *ad hoc* committees to meet specific, time limited objectives of the
31 Corporation.
32

33 SECTION 8.12 Task Forces. Subject to the approval of the Board of Directors as provided
34 in subsection (e) of Section 3.03 of these Bylaws, the President of the Corporation may create from
35 time to time task forces to meet the objectives of the Corporation, which may include participation
36 by persons or organizations not having membership in the Corporation. A Task Force should be
37 limited in time as specified by the President when it is created. It can be subject to renewal.
38

39 SECTION 8.13 Committee or Task Force Membership. With the exception of the Executive
40 and Nominating Committees, the President may appoint to any standing or *ad hoc* committee or
41 task force a governing board member, official, or staff member of a member in good standing;
42 provided approval of the appointment is obtained from one of the voting directors of the Board of
43 Directors who represents said member in good standing. Persons or representatives of organizations

1 who are not members in good standing of the Corporation may be appointed to membership on task
2 forces, but not to membership on committees.

3
4 ARTICLE IX

5
6 STAFF

7
8 SECTION 9.01 Executive Director. The Board of Directors may establish an office of
9 Executive Director, and said office when established will be governed by the provisions of these
10 Bylaws that apply to said office. In the event said office is established, the Executive Director of
11 the Corporation shall be an officer of the Corporation as provided in Section 5.01 of these
12 Bylaws. The Executive Director shall be appointed by and shall serve at the pleasure of the
13 Board. The position of Executive Director shall not be held by any person serving concurrently
14 as a member or employee of a community service board or a board of health which provides
15 disability services in accordance with O.C.G.A. §31-3-12.1. The Executive Director may be a
16 hired staff position or a contracted position.

17
18 SECTION 9.02 Compensation and Performance Evaluation. In the event an office of
19 Executive Director is established, the Board of Directors shall establish the terms and conditions
20 of employment or contractual arrangement of the Executive Director. The Executive Committee
21 shall meet with the Executive Director from time to time throughout the fiscal year, but at least
22 once at mid-year and annually, to review the performance of the Executive Director consistent
23 with performance criteria approved by the Board of Directors.

24
25 SECTION 9.03 Powers and Duties. The Executive Director, if said office is established,
26 shall be the chief operating officer of the Corporation and in that capacity shall have the
27 following powers and duties:

- 28
29 (a) To sign contracts, when such contracts have been authorized by the Board of Directors or
30 these Bylaws, and to sign checks on behalf of the Corporation for budgeted expenses of
31 the Corporation and for such other purposes as may be authorized by the Board of
32 Directors;
33
34 (b) To carry out policies of the Board of Directors;
35
36 (c) To represent the Corporation in any matters that may come before the General Assembly
37 of Georgia;
38
39 (d) To represent the Corporation at meetings, conferences, and events;
40
41 (e) To represent the President of the Corporation when requested;
42
43 (f) To participate as *ex officio* member of all standing committees with the exception of the
44 Nominating Committee, and;

1 (g) To perform any other duties as may be assigned by the President, the Executive
2 Committee, or the Board of Directors.

3
4 SECTION 9.04 Other Staff. The Executive Director, if said office is established, may use
5 contract or employed personnel of the Corporation as approved by the Board of Directors, and
6 take disciplinary action against and discharge such contracted personnel or employees.
7 Employees of the Corporation, other than the Executive Director, shall be appointed by and serve
8 at the pleasure of the Executive Director. The Board of Directors shall establish personnel
9 policies and procedures to govern employees of the Corporation. No person serving as a
10 member or employee of a community service board may serve concurrently as contracted
11 personnel or an employee of the Corporation. However, nothing shall prohibit any independent
12 contractor from serving as an independent contractor of a community service board, or a limited
13 liability company or non-profit corporation established by one or more community service
14 boards when such contracted services are not in conflict with services provided by such
15 independent contractor to the Corporation, and the President of the Corporation in consultation
16 with the Executive Committee established pursuant to Section 9.02 of these Bylaws shall
17 determine when any such conflict exists.

18
19 SECTION 9.05 Other Employees as Officers of the Corporation. The Board of Directors
20 may designate certain employee positions in addition to the position of Executive Director as
21 officers of the Corporation in accordance with Section 5.01 of these Bylaws. Such additional
22 officers who are employees of the Corporation shall serve at the pleasure of the Executive
23 Director, and shall be appointed and removed in accordance with personnel policies and
24 procedures as required in Section 10.04 of this Article.

25
26 SECTION 9.06 Staff Travel and Other Expenses. Contracted personnel or employees of
27 the Corporation, including the Executive Director, shall be reimbursed for travel and other
28 expenses, including mileage, meals and lodging, incurred in the performance of their duties as
29 contracted personnel or employees of the Corporation. Such reimbursement shall be consistent
30 with travel regulations for state employees as reflected in the most recent revision of the joint
31 statewide travel regulations published by the State Auditor and the state Office of Planning and
32 Budget. The President of the Corporation shall approve travel and other expenses incurred by
33 the Executive Director. The Executive Director shall approve travel and other expenses incurred
34 by contracted personnel or employees of the Corporation.

35
36 SECTION 9.07 Contract for Management Services. Nothing in these Bylaws shall limit
37 the Board of Directors of the Corporation from contracting for management services to the
38 Corporation.

39
40 ARTICLE X

41
42 AMENDMENTS

43
44 SECTION 10.01 Procedure. These Bylaws may be amended by an affirmative vote of two-

Bylaws of the Georgia Association of Community Service Boards, Inc.

Page 21

1 thirds of the voting directors of the Board of Directors at a regular meeting, provided that a copy
2 of the proposed amendment shall have been approved and submitted by the Executive
3 Committee to the Board of Directors at a regular meeting of the Board of Directors held prior to
4 the meeting when the vote on the proposed amendment to the Bylaws is to be held.

5
6 **ARTICLE XI**

7
8 **DISSOLUTION**

9
10 **SECTION 11.01** Assets. In the event that the Corporation is dissolved for any reason, the
11 Board of Directors shall transfer all assets of the Corporation in its possession, after payment of its
12 bona fide debts, to any organization selected by the Board of Directors, provided the organization
13 meets the requirements of the corporation's charter.

14
15
16
17
18 Adopted on the 17th day of August 2021, by the voting directors of Board of Directors of the
19 Georgia Association of Community Service Boards, Inc.

20
21 **FOR THE BOARD OF DIRECTORS:**

22
23
24 

25
26 President of the Corporation,
27 Georgia Association of Community Service Boards, Inc.

28
29 **WITNESSETH:**

30
31
32 

33
34 Secretary of the Corporation,
35 Georgia Association of Community Service Boards, Inc.

