

BYLAWS
OF
THE GEORGIA ASSOCIATION OF COMMUNITY SERVICES BOARDS, INC.

ARTICLE I
PURPOSE
Amended and Approved 10.9.2024

Purpose. The purpose of the Georgia Association of Community Services Boards, Inc. is to serve as the professional trade association for its constituent member Community Services Boards (CSBs) established by O.C.G.A. § 37-2-6 et seq. as public corporations and state instruments. CSBs are governed by a Board of appointed/elected members representative of the communities served and certified by the Georgia Department of Behavioral Health and Developmental Disabilities.

Primary Objective. The primary objective of the Georgia Association of Community Services Boards, Inc. (GACSB) is to promote the value of community-based care for Georgia's citizens. Further, the objectives of the organization are to;

promote and preserve the best interests of its constituent members in their missions;

work closely with Georgia and Federal legislative and administrative agencies on public policy issues on behalf of the GACSB membership;

develop and provide professional education and training programs for the membership's governing CSB Board members and staff (executive, professional and clinical roles);

provide member services designed for the professional, financial, or organizational benefit of the GACSB membership; and

provide public education and awareness activities on behalf of GACSB members and in support of the community-based care for people with mental health, substance use and/or intellectual/developmental disabilities

Tax-Exempt Status. The Corporation is organized and is to operate as a nonprofit organization, and it is intended that the corporation will qualify at all times as an organization exempt from Federal income tax under section 501(a) of the Internal Revenue Code of 1954, as amended (the "Code"), by qualification as an organization described in §501(c)(6) of the Code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

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

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

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

ARTICLE II MEMBERSHIP

Membership. The GACSB shall solicit membership from organizations meeting the statutory requirements for a Community Services Board in the State of Georgia.

Dues. Annual membership dues for all members shall be assessed annually as determined by the Board of Directors. The membership year shall coincide with the Corporation's fiscal year and dues shall be prorated accordingly. The Board may establish a procedure for addressing members who are in arrears in paying their dues.

Membership Good Standing. The Board may establish a procedure for assessment and sanction of membership based upon a member not maintaining Good Standing in the organization's Operational Handbook. Good Standing for members participating on the Board include but are not limited to:

- A. Prompt payment of annual dues.
- B. Participation on the Board and Committees
- C. Participating with a duty to service the Association and its stated purpose.

Membership Voting.

- A. The Chief Executive Officer of each Community Services Board shall be the delegate responsible for casting that organization's vote on matters requiring a poll. However, the Chief Executive Officer may appoint a designee and if so, shall notify the Board President and Executive Director of the GACSB accordingly, in writing, that such designee shall cast that organization's vote in lieu of the Chief Executive Officer. An Acting or Interim Chief Executive Officer of a member organization may cast that organization's vote until a permanent Chief Executive Officer is named.
- B. Each Regional CSB Governing Board member serving on the Corporation Board will be responsible for casting the Region's vote on matters requiring a poll. (O.C.G.A. §14-3-723 provides that majority controls unless otherwise specified in bylaws)

Membership Certificates. As provided by law, each member of the Corporation shall be entitled to a membership certificate signed by the President or the Vice President and attested by the Secretary stating that the constituent corporation is a member of the GACSB, and such other information as may be required by law. The form of such a certificate shall be prescribed by the resolution of the Board of Directors. Such a member certificate shall not be transferable.

Rights and Privileges. The rights and privileges of the membership shall be as directed in the Articles of Incorporation and as determined by the Board of Directors under the voting rights of the membership.

ARTICLE III BOARD OF DIRECTORS

Board of Directors. The Board of Directors shall be empowered to direct the governance and fiduciary oversight of the Corporation as well as hire and direct the Executive Director of the Corporation. Each Member organization in Good Standing shall be represented on the Board of Directors by the Chief Executive Officer of the CSB. Additionally, each Region defined by the Georgia Department of Behavioral Health and Developmental Disability (DBHDD) shall elect one CSB Governing Board Member to represent the region as a full member of the Board.

A. Regional CSB Governing Board Member representatives will be selected by representatives of the CSBs within the designated region.

B. It is the intention that the Regional CSB Governing Board Member representative will rotate among the identified CSBs in the Region. The specific process for selection of the Regional CSB Governing Board Member will be included within the organization's Operational Handbook.

The term Board Member shall apply equally to the Chief Executive Officer of each Community Services Board and the six Regional CSB Governing Board members who collectively comprise the GACSB Board of Directors.

Duties of the Board of Directors. The Board of Directors shall be responsible for the direction and overall conduct of the business of the Corporation. It shall establish strategic plans and take actions, which are representative of the objectives and goals of the Corporation and are reflective of the strategic direction of the corporate membership.

Size of Membership. The number of members of the Board will be determined by the qualifying number of Community Services Boards in Georgia plus the number of Regional CSB Governing Board representatives.

Annual Meeting. An Annual Meeting of the Corporation shall be held in June of each year for the purpose of organization, election of members of the Board of Directors of the Corporation, and consideration of any other business which may be brought before the meeting.

Quorum. A majority of the Board members of the Corporation shall constitute a quorum for the transaction of any business, except the filling of vacancies, and the act of the majority of the Corporation present at a meeting at which a quorum is present shall be the act of the Corporation, unless the act of a greater number is required by law, the Articles of Incorporation, or this Code of By-Laws. A member shall be deemed to be present at the meeting for the purpose of constituting a quorum and transacting business thereat if, at the time of such meeting, the designated representative shall participate in person or by proxy in the transaction of the business thereof.

Meetings. The Board shall meet at least quarterly. The Board of Directors may meet pursuant to the call of the President, or at least three (3) members of the Board and upon no less than forty-eight (48) hours' notice specifying the time, place, and general purpose of the meeting, given to each Corporation member either personally by, electronic correspondence or by telephone. Attendance at any such meeting shall constitute waiver of notice of such meeting. All meetings of the Corporation shall be considered open meetings where members, interested parties and the community may attend. The Corporation, with the

unanimous agreement of the Executive Committee, may enter into Executive Session, whereby only Board members are present.

Committees. The Board of Directors will establish an Executive Committee comprised of the Officers of the Corporation Board. The Executive Committee will serve as the Board delegated governance team to

- A. Hold accountability with the Executive Director of the Corporation and the Board;
- B. Confer with and advise the Executive Director on matters of the Corporation in between Board meetings;
- C. Act on behalf of the Board on routine matters of the Corporation.

Additionally, the Corporation may establish committees which assign specific projects and tasks to selected committee members in support of the objectives of the GACSB. Committee Chairs shall at least quarterly update the Directors on the activities of established committees.

ARTICLE IV OFFICERS

Officers of the Corporation. The officers of the Board shall consist of a President, Vice President, Secretary and Treasurer. All officers must be members of the Board of Directors in Good Standing. The President and Vice President of the Corporation must be a member of a CSB representing one of the six regions. All officers shall be chosen by the Board of Directors from among its membership.

Election of Officers. The officers of the Board shall be elected at the first Board meeting after the annual Meeting at which an election of Directors occurs.

Terms of Office. The terms of office for the Officers of the Board shall be for periods of one (1) year.

Vacancies of Board Officers. Whenever any vacancies shall occur in any of the officers of the Corporation for any reason, the same may be filled by the Board of Directors in a regular or special meeting of the Board of Directors.

Removal of an Officer of the Board of Directors. Any officer of the Board of Directors may be removed at the pleasure of the Board of Directors whenever a majority of such Board shall vote in favor of such removal.

ARTICLE V POWERS AND DUTIES OF OFFICERS

President The President shall preside over all meetings of the Board of Directors and the Corporation and shall perform such other duties as may be prescribed by the Board of Directors or by the Code of Bylaws.

Vice President. The Vice President shall perform the duties of the President in his/her absence or disability and shall perform such other duties as may be prescribed from time to time by the Board of Directors. In the event of a vacancy in the Office of the President, the Vice President shall automatically succeed to the Office of the President.

Secretary. The Secretary shall keep, or cause to be kept, true and complete records of the proceedings and actions of the Board of Directors. He/she shall be the Parliamentarian and attend to the giving and serving of all notices of the Corporation.

Treasurer. The Treasurer shall ensure the fiduciary responsibilities of the organization are kept. This includes oversight of the Executive Director or any other appropriate entity the complete and correct records of account, showing accurately at all times, the custody of, and responsibility for, all funds, notes, securities and other valuables in the possession of the Corporation. He/she shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. He/she shall furnish at meetings of the Board of Directors, or whenever requested, statements of the financial condition of the Corporation working with identified staff or consultants. He/she shall also annually provide for an independent financial year-end review of all records of the Corporation for submission to its members and shall be responsible for the filing of periodic financial reports as required by government agencies.

ARTICLE VI FINANCES OF THE CORPORATION

Non-Profit Status. The Corporation shall maintain and assure qualification as a not-for-profit entity engaged in business and activities, which preserves its tax-exempt status as a 501 (c)(6).

Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July of each year and end on the last day of June of the succeeding year.

Fiduciary Responsibility. The Board has Fiduciary responsibility for the Corporation. The Board shall develop and maintain guidelines and parameters for the assurance of the fiscal integrity of the Corporation.

Execution of Contracts and other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by either the Executive Director, the President or in his/her absence, by the Vice President. If the Corporate seal is required to be affixed thereto, it shall be affixed and attested by the Secretary or Treasurer. Contract parameters will be included in the organization's Operational Handbook.

Sources of Revenue. The finances of the Corporation shall be derived from annual dues paid by its members and from such other activities as may be approved by the Board of Directors, which are consistent with the purposes and objectives of the Corporation.

ARTICLE VII PROFESSIONAL STAFF

Professional Staff. The Corporation shall maintain a professional staff component, which may be led by an Executive Director.

Executive Director. The Executive Director shall be responsible to the Board of Directors for the proper and efficient operation of the Corporation and implementation of the strategies, services, policies, and procedures of the Corporation.

The Executive Director shall attend all meetings of the members, the Board of Directors, and shall attend, when required, all committees appointed by the Board of Directors. If required, the Executive Director shall sign the execution by the Corporation of deeds, leases, agreements, and other official documents. The Executive Director shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books and records of the Corporation, shall be responsible for authenticating records of the Corporation, and in general shall perform all duties prescribed by these Bylaws, the Board of Directors or as an officer, authorized by the Board, may prescribe.

The Executive Director shall prepare an annual budget to be submitted to the Board of Directors, maintain custody of Corporation funds and securities, shall keep full and accurate account of all receipts and disbursements, shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation. The Executive Director shall recommend for the Board of Director's approval the depositories for Corporation funds and appropriate investments for the Corporation's idle funds and shall receive, account for, and expend all Corporation monies on his own initiative, but under the general direction of the Board of Directors, according to the approved annual budget. The Executive Director shall render reports to the Board of Directors setting forth fully and accurately the financial condition of the Corporation.

Accountability of the Executive Director. The Executive Director shall be accountable to the Board of Directors via the Executive Committee of the Board. He/she shall communicate with and advise the Board President regarding issues arising between meetings of the Board and represent the Corporation. The Board shall work with the Executive Director to determine performance goals and objectives and shall conduct an annual written evaluation of performance.

Other Staff. The Executive Director is empowered to employ such staff and other personnel resources, including consultants and contract services, within the budgetary constraints of the Corporation, as are necessary to further accomplish the aims and objectives of the Corporation. The Executive Director shall ensure the organization has policies and procedures in place, determine performance goals and objectives and shall conduct an annual written evaluation of performance for the staff.

ARTICLE VIII DISSOLUTION OF THE CORPORATION

Dissolution. In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary, involuntary or by operation of law, all of the properties and assets of the Corporation remaining after the payment of its liabilities and obligations, or after adequate provisions were made therefore, shall be transferred or conveyed on a pro-rata equal basis to the members of the Corporation.

ARTICLE IX INDEMNIFICATION

Indemnification. Each past, present, or future director, officer, committee member, employee or agent, whether or not then in office, as well as Corporate members, or any person who may have served at the Corporation's request as a Director or Officer, shall be indemnified by the Corporation to the full extent

permitted by the law against all claims and liabilities and all expenses (including attorneys' fees) reasonably incurred or imposed upon him/her or the Corporate members in connection with any actions, suit proceedings, or any settlement or compromise thereof approved by the Board of Directors to which he/she or the Corporate members may be made a party by reason of holding or having held that position except in relation to matters in which he/she or the Corporate members are adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. This indemnification shall not be exclusive of other rights to which one may be entitled as a matter of law and shall, in the case of the death of an individual, inure to the benefit of his or her estate. Each such Director, Officer, employee, agent, or corporate member shall likewise be indemnified by the Corporation to the full extent permitted by the law as to any judgment, decree or fine which may be imposed upon him/her or the corporate member in such proceedings, suit, action, or prosecution.

ARTICLE X AMENDMENTS

Amendments of Bylaws. Subject to the law and the Articles of Incorporation, the Board of Directors shall have the power to make, alter, amend, or repeal any or all parts of this Code of Bylaws subject to the affirmative vote of a two-thirds majority of all the Board members of the Corporation at a scheduled Board meeting. All proposed amendments to the Code of Bylaws shall be mailed or sent electronically to each member of the Corporation at least one (1) month prior to the meeting at which the vote on such changes will take place.

Amendments of Articles. The Articles of Incorporation may be amended in the manner set forth in such Articles and pursuant to the Georgia Law. All proposed amendments, however, shall be mailed or sent electronically to each member of the Corporation with the right to vote at least one (1) month prior to the meeting at which the vote on the amendment will be taken.