

# **Bylaws of the Georgia Records Association**

**Revised: January 26, 2022**

## **ARTICLE I: NAME AND OBJECTIVES**

### Section 1:

The name of this organization was established in the first meeting September 5, 1979 as the Archives Information, and Records Management Association Inc. In March 2018 the name was changed from Archives, Information and Records Management Association Inc. DBA Georgia Records Association to Georgia Records Association (GRA). The name for this organization shall be Georgia Records Association (hereinafter referred to as Association).

### Section 2:

The objectives of this Association are to promote cooperation and the exchange of information among individuals and agencies interested in records management and information management; to provide a forum for the discussion of matters of common concern; to foster and promote a better public understanding of the functions and purpose of records management; to foster and promote better understanding of Georgia Statutes and regulations; to encourage the continuous exchange of information among Georgia Archives and records management agencies to improve their programs and services; to promote education and training in records and information management; and to promote the effective and efficient use of new technologies to manage information.

### Section 3:

The purpose for which the Association is organized is exclusively charitable, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

### Section 4:

Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Section 5:

No part of the earnings of the Association shall be used to the benefit of or be distributed to its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in the furtherance of the purposes of the Association.

Section 6:

In the event of dissolution of the Association, the residual assets of the Association will be turned over by the Executive Board (hereinafter referred to as "Board") in office at the time of the dissolution to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or federal, state, or local government for exclusive public purposes, and which also promote records and information management education.

## **ARTICLE II: MEMBERSHIP**

Section 1:

Persons involved in information and records management may become members of this Association by paying dues and or transfer fees as set by the Board of Directors. Members in good standing may serve on the Board of Directors and may be elected as an office of the Association. To be a member in good standing, dues must be paid by January 1<sup>st</sup> of each calendar year, except in your first year of membership. Persons that join the Association and pay dues within 90 days prior to January 1 will automatically carry to the following year. These members would be in good standing for the remainder of the year and the next calendar year starting January 1.

Section 2:

Individual membership shall be open to any employee whose primary role is records and information management. Each individual member shall have the right to nominate individual members for election to the Board, cast (1) vote in Association elections, hold elective office, or appointive position, receive member rates at Association activities, and receive publications of the Association.

Section 3:

Corporate membership shall be open to any vendor, consultant, or contractor of goods and services of interest to the records and information management profession. Each corporate membership shall have the right to nominate individual members for election to the Board, cast (1)

vote in Association elections, and receive Association publications. However, corporate members shall not hold office.

Section 4:

When an individual is no longer employed with the agency in which they joined the Association, their membership shall be terminated the end of the calendar year unless the primary role of the new agency is in the field of records and information management. When an individual leaves employment said agency may transfer the membership to another employee for the remainder of the membership year, if they so choose (only 1 transfer per agency a year).

All membership dues are nonrefundable, and are forfeited if membership is terminated.

### **ARTICLE III: DUES AND FEES**

Section 1:

The fiscal year will be January 1 to December 31. The deadline for membership dues shall be January 1 of each calendar year. Persons that join the Association and pay the dues within 90 days of January 1 will automatically carry to the following year. These members would be in good standing for the remainder of the year and the next calendar year starting January 1.

Section 2:

The Board shall review dues and fees annually by June, and determine the dues and fees schedule no later than June 30 for the subsequent fiscal year. Increases in dues and fees shall not exceed 50% in any one year.

Section 3:

If membership dues are not received or postmarked by the established deadline, the individual member shall be considered a nonmember, the individual's Association status shall be considered inactive. Membership can be reinstated by paying the membership dues plus a reinstatement fee determined by the Board; however, any Association certification and /or continuing education credits that were earned while inactive will not be reinstated.

Section 4:

Additional fees may be imposed as needed in the conjunction with the Georgia Records Association Certificate Program.

## **ARTICLE IV: BOARD OF DIRECTORS**

### **A: Authority and Accountability**

#### Section 1:

The Board shall consist of the following officers elected by the membership: President, Vice-President, Secretary, Treasurer, Immediate Past President, and five (5) Directors (Director of Administration, Director of Membership, Director of Conference Programs, Director of Public Relations, and Director of Education) with an alternate board member that will serve as a non-voting member of the board unless circumstances arise such as a pandemic or job loss at which time the alternate would resume the duties of the vacant position for the necessary time. The alternate board member will have voting rights at this time. The alternate board member will be determined by the last runner up in the election for Director positions.

#### Section 2:

The Board of Directors has the authority to act on behalf of the Association between meetings of the Association. The Board of Directors shall establish its own operational procedures.

#### Section 3:

The Board of Directors shall meet as it may deem necessary by the President or by the request from three (3) members of the Board of Directors. Whenever, in the judgement of the Board of Directors, as questions arise that should be put to a vote of the Board and cannot await a meeting of the Board, the Board of Directors may vote by mail ballot, telephone or electronic means.

#### Section 4:

The President and Treasurer shall all be bonded at the expense of the Association, and shall serve as authorized signers on all Association bank accounts and all financial documents. We currently do not bond and only the President and Treasurer are authorized on the accounts.

#### Section 5:

No two (2) Board members shall be employees of the same office, department, or public (governmental) agency or entity.

#### Section 6:

No member of the Board shall serve more than two (2) consecutive terms in the same office.

#### Section 7:

All members of the Board shall serve until their successors are elected and assume their duties.

#### Section 8:

If a Board member is absent without cause from two (2) board meetings, a vacancy shall be considered to exist and a successor appointed. Absent without cause is defined as:

- A: Not providing advance notice to the President, or
- B. Not providing notice to the President as soon as reasonably possible due to dire or unforeseen circumstances, or
- C. The reason for the absence is unwarranted

An officer of Board member may be removed from office for dereliction of duty, abandonment of the office, misfeasance of malfeasance regarding Association policies or funds, conviction of a felony, or any act deemed illegal or morally reprehensible.

#### Section 9:

When an officer or Board member is no longer employed in a role that primarily manages records for public or private agencies their membership shall be terminated at the end of the calendar year. Their membership may be transferred to another agency employee for the remainder of the membership year, if the agency so chooses.

All membership dues are nonrefundable, and are forfeited if membership is terminated.

#### Section 10:

The Board may establish ex-officio seats on the Board and shall define their role and status on the Board.

#### Section 11:

In the event of a vacancy in the membership of the Board, a replacement may be elected by a majority vote of the remaining members of the Board to serve until the next election.

#### Section 12:

Each Board member will serve for a staggered two (2) year term, but may resign his/her appointment at any time and may be removed, with or without cause, by a three-quarters vote of the entire Board of Directors. Upon the death, removal, resignation, or incapacity of any member of the Board of Directors, the alternate Board member will assume these responsibilities. The exception to this would be if the President resigns or is removed from the Board. In the event of resignation, absence, incapacitation, or withdrawal of the President, the duties of the President shall be assumed by the Vice-President, who shall serve as Interim President until the expiration of the term of the President. The Interim President shall call an emergency meeting of the Board, who shall elect an Interim Vice President to serve until the next election of the Association or the

alternate Board member can be considered for this action. All members of the Board shall serve until their successors are elected and assume their duties. The existing Board may vote to place someone to fill vacant seat.

#### Section 13:

Every member of the Board may be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board in connection with any threatened, pending, or completed action, suit, or proceeding to which the Board member may become involved by reason of being or having been a Board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of the duties of the office. Provided, however, that in the event of a settlement, the indemnification therein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such member of the Board is entitled.

### **B. BOARD OF DIRECTORS**

#### Section 1:

The officers of the Association shall be President, Immediate Past President, Vice President, Secretary, Treasurer, and five (5) Board members and alternate Board member.

#### Section 2:

The President shall be the chief executive officer of the Association and shall have general supervision and control over its affairs. The President shall have the following responsibilities: to preside at all meetings of the Association and Board of Directors; to prepare an annual report to the Association; to appoint members to committees as needed with the approval of the Board of Directors; to be ex-officio member of all committees except the Nominating Committee; and to deposit and disperse Association funds in the event that the Treasurer is unable to do so. In the event of resignation, absence, incapacitation or withdrawal, of the President, the Vice-President shall assume the duties of the President. Should further succession to the office be necessary, the duties of the President shall be assumed by the most recent Past President. The alternate Board member will become an active member of the Board to include all responsibilities associated with a Director position.

#### Section 3:

The Vice-President shall have the following responsibilities: to assist the President in the management of the affairs of the Association; to assume all of the duties of the President during his/her absence or disability; to represent the President when necessary as an ex-officio member of all committees except the Nominating Committee, and to perform such duties as may be assigned by the President and/or Board of directors.

#### Section 4:

The Secretary shall have the following responsibilities: keep a record of all the Association and Board of Directors; shall assist the Elections Committee to notify any members of his/her election of office or appointment to committees; shall issue all notices. The Secretary shall perform such other duties as are customary to the office or as may be assigned by the President or the Board of Directors.

#### Section 5:

The Treasurer shall keep and preserve proper books of accounts, which will be at all times subject to audit by the Board of Directors appointed by the President. The funds of the Association shall be kept in the name of the Association in a bank approved by the Board of Directors. Expenditures greater than \$1000.00 shall be approved by the President. The Treasurer must sign all checks. He/she will provide a financial report at each regular board meeting. The Treasurer shall submit a report of receipts and disbursements and the balance on hand upon request of the Board of Directors.

#### Section 6:

Directors will have the following responsibilities: attend a majority of the called meetings of the Board of Directors, chair a committee, attend the majority of conferences and workshops, and perform additional duties as assigned by the President.

#### Section 7:

The term of office shall be two years and shall commence on January 1<sup>st</sup> following their election. No elected officer shall serve more than two consecutive terms in the same office.

#### Section 8:

The directors Board shall serve without financial compensation.

### **C: MEETINGS**

#### Section 1:

The Board of Directors shall meet as it may be deemed necessary by the President or by the request of three (3) members of the Board of Directors. The Board will set the meeting locations to meet the needs of the Directors.

#### Section 2:

Regular board meetings are open to all members in good standing.

#### Section 3:

A quorum for the transaction of any business shall be a majority of the Director of any business shall be a majority of the Directors then in office.

## **ARTICLE V: COMMITTEES AND OTHER APPOINTMENTS**

### Section 1:

All committee chairs and committee members must be members in good standing.

### Section 2:

Standing Committees of the Association shall include the Bylaws Committee, Education/Conference Committee, Nominating/Election Committee, Membership Committee, Social Media/Marketing/Public Relations Committee.

### Section 3:

Standing Committees shall be created or abolished as required by the vote of the Board of Directors. The President shall appoint the chairs of Standing Committees, the appointments to be confirmed by a majority vote of the Board of Directors. Committee chairs shall appoint a minimum of two (2) persons to serve on their committee.

### Section 4:

When the need arises, Special Committees shall be created in the same manner as the regular Standing Committees. Special Committees shall serve until their business is completed and final report submitted to the Secretary.

### Section 5:

Education and Conference Committees shall be responsible for deciding classes and obtaining speakers for conferences and one-day trainings. The committee shall be responsible for developing conference programs and all logistics, with the Board to choose conference meals, and networking activities. They will oversee and update the requirements of the Certificate Program.



## **ARTICLE VI: NOMINATIONS AND ELECTIONS**

### Section 1:

The Elections Committee consisting of not less than three (3) members in good standing of the Association appointed by the in-coming President as set forth in Article IV-B, Section 2. Nomination forms shall be sent to all members in good standing, at least 3 months prior to the scheduled election. Dues must be paid by July 31<sup>st</sup> to receive a nomination form. Nominations shall be sent back to the Election Committee at least two month prior to the scheduled election. The Election Committee will then submit the slate of nominees to the Board Secretary. Nominees may only be on the ballot for one position. If nominated for multiple positions, they must choose one position for the ballot. Three contact attempts must be made of all nominees. Candidates shall be a member in good standing. Within seven (7) days of accepting the nomination, the member shall submit a letter from their respective agency stating that they will be able to abide by the by-laws as to attending meetings and conferences. They will also submit a photo and bio of themselves. Failure to provide requested information within seven (7) days of accepting nomination will result in removal from the ballot.

### Section 2:

An Election Committee shall consider candidates for the Office of President, Vice-President, Secretary, Treasurer, and five (5) Board members during the designated time frame. Candidates cannot currently be a member of the Board unless their present term will expire at the end of the current calendar year. The exception is members who have volunteered and have been appointed to fill an unexpected vacancy. The Board of Directors authorizes the Elections Committee during the process to disclose the number of people running for office without disclosing the names.

### Section 3:

Ballots shall be sent to the members in good standing by October 25<sup>th</sup>. Dues must be paid by January 1<sup>st</sup> of each year to receive a nomination form and ballot. The Election Committee shall establish a deadline for the return of ballots, which shall be clearly noted, on the ballot. Members of the Nominating Committee monitor and verify electronic ballots (this is done through Chapter Manager). Ballots received after the established deadline shall be considered null and void.

### Section 4:

Members of the Election Committee shall verify ballots. The candidate who receives the largest number of votes for an office shall be elected. In the event of a tie, the election shall be determined by a coin toss administered by the Election Committee Chairman. New Board members-officers will be announced via e-mail and new Board Members/Officers will take office January 1<sup>st</sup>.

## **ARTICLE VII: PUBLICATIONS**

### Section 1:

The Association and Director of Public Relations shall maintain the web site, and social media.

### Section 2:

The Association shall not be responsible for statements of opinions advanced in its publications or in papers or discussions at meetings of the Association, except for those authorized by the Board of Directors.

## **ARTICLE VIII: THE RECORDS OF THE ASSOCIATION**

### Section 1:

All records of the Association shall be open for public inspection.

### Section 2:

The records of the Association shall be preserved by the officers and committee chairs and shall be promptly turned over to their successors.

## **ARTICLE IX: AMENDMENTS**

### Section 1:

The Association is authorized and directed to prepare, adopt, or amend such Bylaws as may be desirable to carry out the administrative practices of the Association. A current copy will be posted on the website and also be available in print from the Secretary.

### Section 2:

The Bylaws may also be amended, altered, or repealed, or new bylaws adopted by majority vote of the Board of Directors at any meeting. Business is to be conducted in accordance with the Association's Article of Incorporation.

## **ARTICLE X: PROPERTY**

### Section 1:

Any sale or transfer of any stock, bond, security or any other property standing in the name of the Corporation, shall be valid only if approved by a majority vote of the Board. In the instance of an emergency transfer or sale, 3 signatures will bind the Corporation fully as if an authorized vote had taken place. Documentation of either process will be certified by the Secretary and made available upon request.