

Bylaws of the Georgia Records Association

ARTICLE I: NAME AND OBJECTIVES

Section 1: History

The Georgia Records Association (the Association) is duly organized and authorized to do business in the State of Georgia by the filing of articles of incorporation with the Office of Secretary of State in March 2018.

The organization was originally founded as the Archives, Information and Records Management Association, Inc., DBA Georgia Records Association, during its inaugural meeting on September 5, 1979. In March 2018, the name was changed to its current designation of the Georgia Records Association (GRA).

Section 2: Mission and Purpose

The mission of the Association is to facilitate cooperation and information exchange among individuals and agencies interested in records management and information governance. It aims to establish a platform for discussing common concerns; enhance public understanding of records management; foster a better comprehension of Georgia statutes and regulations; encourage ongoing information exchange among the Georgia Archives and records management agencies to enhance their programs and services; promote education and training in records management and information governance; and advocate for the effective and efficient utilization of technology in the management of records.

Section 3: Tax-Exempt Status and Organizational Purpose

The Association is organized exclusively for charitable, literary, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1954 or any corresponding provision of future United States Internal Revenue law.

Section 4: Compliance with 501(c)(3) Restrictions

Regardless of other provisions in these articles, the Association shall not engage in activities prohibited for organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or any corresponding provision of future United States Internal Revenue law.

Section 5: Prohibition on Private Benefit and Compensation

The Association's earnings shall not be utilized for the personal gain of its members, officers, or other private individuals. However, the Association is authorized to provide reasonable compensation for services rendered and make payments and distributions in furtherance of its charitable, literary, and educational purposes.

Section 6: Dissolution and Distribution of Assets

Upon the dissolution of the Association, the remaining assets shall be transferred by the Board of Directors in office at the time to one or more organizations. These organizations must be exempt under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or equivalent sections of any prior or future Internal Revenue Code. Alternatively, the Association assets may be transferred to federal, state, or local government entities exclusively for public purposes, and these organizations must also actively promote education in records management and information governance.

ARTICLE II: MEMBERSHIP

Section 1: Eligibility and Good Standing

Individuals involved in records management and information governance are eligible for membership in this Association upon payment of dues and/or transfer fees established by the Board of Directors. Members in good standing can serve on the Board of Directors and may be eligible for election to an office within the Association. Dues must be paid by January 1st of each calendar year, except in the first year of membership, for a member to maintain good standing. Those joining the Association and paying dues within 90 days before January 1st will be considered in good standing for the remainder of the year and the following calendar year.

Section 2: Individual Membership

Individual membership shall be open to employees engaged in records management and/or information governance. Each member shall have the right to nominate individual members for Board elections: to exercise one (1) vote in Association elections; to hold elective office or an appointive position, to receive member rates at Association activities; and to receive publications of the Association.

Section 3: Sponsorship Membership

Sponsor membership shall be open to vendors, consultants, or contractors providing goods and/or services relevant to the records management and information governance profession. Sponsor members have the right to nominate members for Board elections, cast (1) vote in Association elections, and receive publications from the Association. However, sponsor members are not eligible to serve on the Board or hold office.

Section 4: Membership Dues and Termination

Membership shall lapse for all individuals on December 31st of the calendar year until renewed. All membership dues are non-refundable and non-transferable.

ARTICLE III: DUES AND FEES

Section 1: Membership Period and Renewal

Membership is valid for the calendar year (January 1st to December 31st). The deadline for membership dues shall be January 1st of each calendar year. Individuals who join the Association and pay dues within 90 days before January 1st will automatically extend their membership through the following calendar year.

Section 2: Review of Membership Dues

The Board shall conduct an annual review of dues and fees by June, determining the schedule for the subsequent calendar year no later than June 30th. Any increase in dues and fees shall not exceed fifty percent (50%) in any given year.

Section 3: Membership Lapse and Reinstatement

If membership dues are not received or postmarked by the established deadline, the individual member shall be considered lapsed, and the Association status is marked inactive. A member shall be reinstated by paying dues. However, any Association certification and/or continuing education credits earned while inactive will not be reinstated.

Section 4: Program Fees

The Board may impose additional fees in conjunction with the Georgia Records Association Certificate Program.

ARTICLE IV: BOARD OF DIRECTORS

A. AUTHORITY AND ACCOUNTABILITY

Section 1: Board Composition

The Board of Directors shall consist of the following officers, elected by the Association membership: President, Vice President, Secretary, five (5) Directors, and one (1) Alternate.

The Board of Directors shall appoint the Treasurer.

The Past President shall serve one (1) additional year to ensure a successful leadership transition.

The Board shall include a President-Elect position to ensure leadership continuity and structured succession planning. The President-Elect shall automatically succeed to the office of President upon completion of the President's term or in the event of a vacancy.

An Alternate shall be elected as a non-voting Board Officer and shall serve if a Director cannot perform their duties. The Alternate is determined by the last runner-up in the election for Director positions.

Section 2: Restrictions on Dual Representation

No two (2) Board Officers shall be employees of the same office or department.

Section 3: Terms, Resignation, and Removal of Board Officers

Each Board Officer will serve a staggered two (2)-year term but retains the right to resign at any time and may be removed, with cause, by a three-quarters vote of the entire Board of Directors.

Officers shall not serve more than two (2) consecutive terms in the same role; however, progression through the leadership succession track (Vice President → President-Elect → President → Past President) shall not be considered consecutive terms in the same office.

Section 4: Term Continuity

All Board Officers shall serve until their successors are elected and assume their duties.

Section 5: Authority and Operational Oversight

The Board Officers shall represent and have the authority to act on behalf of the Association.

The Board shall establish operational procedures to provide a framework to follow when completing Board tasks and help ensure that processes are consistent and effective.

Section 6: Meetings – Convening and Voting Procedures

The Board shall convene as deemed necessary by the President or upon the request of three (3) Board Officers. In situations where, in the judgment of Board Officers, questions arise that require a vote and cannot wait for an in-person meeting, the Board may conduct a vote through mail ballot, telephone, or electronic means.

Section 7: Authorized Signatories

The President, Vice President, and Treasurer shall serve as authorized signers on all Association bank accounts, financial documents, and binding contracts/agreements.

Section 8: Attendance, Removal, and Succession

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

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

Succession to the Presidency shall follow this order: President-Elect → Vice President → most recent Past President.

A Board Officer may be removed from office for dereliction of duty (*defined*), abandonment of the office, misfeasance (i.e., unintentional) or malfeasance (i.e., willful and intentional act of harm) regarding Association policies or funds, the conviction of a felony, or any act deemed illegal or morally reprehensible.

***Dereliction of duty** occurs when a Board Officer fails to perform their responsibilities with the required care, diligence, and good faith, resulting in actual or potential harm to the Association. This includes neglecting assigned duties, ignoring governance responsibilities, or failing to act and/or communicate when action is required, resulting in harm or risk to the organization.*

When a Board Officer is no longer employed in a records management and information governance role within an agency or entity, their membership shall be terminated at the end of the calendar year. The Board Officer shall resign from the Board.

If a Board vacancy occurs, the Alternate shall serve the remainder of the vacant Director position term. Should more than one vacancy occur, the remaining members of the Board may elect a Replacement by a majority vote. The appointed replacement will serve until the next scheduled election. The Replacement is determined by the next runner-up after the Alternate in the election for Director positions.

In case of the President's death, removal, resignation, or incapacity, the Vice-President shall assume the President's duties until the term's expiration. The Interim President will then call an emergency meeting of the Board, where an Interim Vice President will be elected to serve until the next Association election or until the Alternate can be considered for this role. If further succession to the office is required, the most recent Past President may assume the duties of the President. All Board Officers will continue their roles until their successors are elected and assume their duties.

The President-Elect shall assume the office of President for the remainder of the term. If no President-Elect is in place, the Vice President shall serve as Acting President until the Board appoints an interim or until the next election.

Section 9: Ex-Officio Members

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

Section 10: Indemnification of Board Officers

The Association may indemnify each Board Officer against all expenses and liabilities, including legal fees, reasonably incurred or imposed in connection with any threatened, pending, or completed action, suit, or proceeding arising from their role as a Board Officer. This indemnification applies unless the Board Officer is found liable for negligence or misconduct in their official duties. In the case of a settlement, indemnification is provided only if the Board approves the settlement and reimbursement as being in the Association's best interest. This right to indemnification is in addition to all other rights to which Board Officers are entitled.

B. OFFICERS AND DUTIES

Section 1: Officer Positions and Appointments

The Officers of the Association shall be the President, Vice President, Secretary, and five (5) Directors.

The Officers shall include President, President-Elect, Vice President, Secretary, Treasurer, and Directors.

The Board of Officers shall appoint a Treasurer.

The Past President shall serve one (1) additional year to ensure a successful leadership transition.

Section 2: President – Authority and Responsibilities

The President (elected) shall be the Association's Chief Executive Officer (CEO), exercising general supervision and control over its affairs. The President shall have the following responsibilities:

- Presides at all meetings and functions (e.g., conferences, workshops, trainings, etc.) of the Association and Board of Directors;
- Appoints members to committees and to direct appointments as needed with the approval of the Board of Directors;
- Serves as a member of all committees except the Elections Committee; and
- Handles deposits and disbursements of Association funds if the Treasurer cannot do so.

Section 3: Vice President - Authority and Responsibilities

The Vice-President (elected) shall have the following responsibilities:

- Assists the President in managing the affairs of the Association;
- Assumes duties of the President during their absence or disability;
- Represents the President as a member of all committees (except the Elections Committee); and
- Performs other duties customary to the office or as assigned by the President and/or Board of Directors.
- The Vice President shall participate in leadership development and succession planning efforts and prepare to advance into the President-Elect role.

Section 3A: President-Elect – Authority and Responsibilities (NEW)

A President-Elect position is hereby established.

The President-Elect shall:

- Assist the President in strategic and operational leadership;
- Prepare to assume the Presidency;
- Assume the office of President in the event of a vacancy;
- Lead strategic planning and board development initiatives;
- Perform duties assigned by the President or Board.

Section 4: Secretary - Authority and Responsibilities

The Secretary (elected) ensures that the Board of Directors operates efficiently and complies with regulations. The Secretary shall have the following responsibilities:

- Organizes and schedules meetings, prepares agendas, and informs the Board of upcoming meetings;

- Distributes the agenda and records meeting minutes, ensuring all documentation is organized and accessible. They also maintain records of materials provided to the board to ensure directors have the information they need to make decisions.
- Ensures secure storage of official board documents;
- Keeps accurate records of the Association and Board of Directors, such as a list of past and present Board Officers, and tracks terms;
- Assists with facilitating communication;
- Assists the Elections Committee with notifications of member elections or appointments; and
- Performs other duties customary to the office or as assigned by the President and/or Board of Directors.

Section 5: Treasurer – Appointment and Responsibilities

The Treasurer is a Board Officer appointed by the Board of Directors. The individual may or may not be a current member of the Board, but shall have experience in financial accounting for an organization or nonprofit. The selection of the Treasurer shall be reviewed by the Board of Directors every two (2) years and reaffirmed.

The Treasurer, also known as a financial controller, manages the Association's financial resources and risks to ensure the Association has the funds it needs to operate.

The Treasurer shall have the following responsibilities:

- **Budgeting:** Preparing budgets and monitoring expenditures
 - keep and preserve proper books of accounts, which will be at all times subject to audit by the Board of Directors;
- **Cash management:** Overseeing cash management procedures and minimizing financial risk
 - must sign all checks
 - submit a report of receipts and disbursements and the balance on hand upon request of the Board of Directors.
- **Financial reporting:** Preparing reports on the current financial situation and forecasting
 - to prepare and shall provide financial reports (monthly, quarterly, and annually) of the Association to the Board of Directors;
- Additional financial reporting may be required by voting on the Board of Directors.

The Treasurer shall perform other duties customary to the office or as assigned by the President and/or Board of Directors.

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 are only approved by the President.

Section 6: Directors – Responsibilities and Duties

Directors are responsible for the following: • Attends all Board meetings;

- Engages in Board meetings actively;
- Serves as committee chairperson, if appointed;
- Attends Association functions (e.g., conferences, workshops, training, etc.); and
- Performs other duties customary to the office or as assigned by the President and/or Board of Directors.

Section 7: Term of Office

The term of office shall be two (2) years, starting on January 1st following the election. No elected Officer shall serve more than two (2) consecutive terms in the same office.

Section 8: Compensation and Reimbursement

Board Officers shall serve without financial compensation. Board Officers may request and be reimbursed for costs incurred on the Association's behalf with the President's approval.

C. MEETINGS

Section 1: Convening Meetings and Locations

The Board of Directors will convene as deemed necessary by the President or upon the request of three (3) members of the Board. The Board determines the meeting locations to accommodate the needs of the Directors and may include in-person or virtual meetings.

Section 2: Public Access to Minutes

Regular Board meetings minutes are posted on the Association's website <https://georgiarecords.org/> and available to the public.

Executive sessions are closed or special meetings that allow the Board to convene privately to handle sensitive and confidential issues, foster robust discourse, and strengthen trust and communication. Executive sessions may be held at the end of regularly scheduled board meetings. Executive session minutes are not released to the public.

Section 3: Quorum Requirements

A quorum for conducting business shall consist of a majority of the Board of Directors.

ARTICLE V: COMMITTEES, RETREATS, AND OTHER APPOINTMENTS

A. COMMITTEES

Section 1: Standing Committees – Establishment and Membership

Standing Committees shall be established or dissolved based on the decision of the Board of Directors. The President shall nominate the chairperson(s) of Standing Committees and a majority vote of the Board must confirm these appointments. Committee chairperson(s) are authorized to appoint individual members in good standing to serve on their committee.

Standing Committees of the Association shall include the following:

- Education Committee,
- Elections Committee

The following standing committees may also be established as needed:]

- Governance/Bylaws Committee
- Finance/Audit Committee
- Membership Committee

Each committee shall consist of two or more members – one board member and at least one volunteer. The President/Vice-President shall serve as ex-officio members. Committee chairpersons and volunteers must be in good standing and a member of the Association.

Section 2: Education Committee – Purpose and Responsibilities

The Education Committee is established to assess, develop, and enhance educational programs and policies of the Association. The committee will ensure educational offerings are relevant, effective, and aligned with records management and information governance standards.

The Education Committee is responsible for the following:

- **Certificate Program Curriculum Review and Maintenance:**
 - Evaluate and maintain certificate program curricula.
 - Develop new programs and courses based on identified needs and trends.
- **Conference and Workshop Program Development:**
 - Serve as program committee for conference and workshop development.
 - Identify speakers/presenters.
 - Partner with like organizations to provide quality educational opportunities.
- **Engagement and Success:**
 - Monitor member performance in the certificate program.

- Ensure the accuracy of all certificate program transcripts. Audit a member's transcript upon completion of the program.
- Issue program certificates to members who successfully complete the program.

Section 3: Elections Committee – Purpose and Responsibilities

The Election Committee ensures a fair, transparent, and inclusive process for selecting and electing candidates for various positions within an Association. The committee is charged with the following:

- Identify eligible candidates for board positions.
 - Prepare a ballot of candidates for the annual election.
 - Confirm nominee eligibility and willingness to serve.
 - Implement and monitor procedures as per bylaws.
 - Inform members about the election process, including timelines, nomination procedures, and candidate information.
 - Provide clear instructions for voting.
 - Certify and report election results to the board and members.
- Maintain election records.
- Regularly review and update policies for compliance and best practices.

Section 4: Special Ad-Hoc Committees – Establishment and Operation

Special Ad-hoc Committees shall be established in the same manner as a Standing Committee when there is a specific need. Special Ad-hoc Committees will operate until their assigned tasks are completed, and a final report is submitted to the Secretary and reviewed by the Board of Directors.

NEW SECTION: Governance/Bylaws Committee

The Governance/Bylaws Committee shall be responsible for:

- Annual review of bylaws and governance policies;
- Recommending amendments;
- Overseeing board development, onboarding, and evaluation;
- Ensuring compliance with nonprofit governance best practices.

NEW SECTION: Finance/Audit Committee

The Finance/Audit Committee shall:

- Provide oversight of financial reporting and internal controls;
- Recommend budget practices;
- Coordinate periodic audits or financial reviews;
- Advise the Board on financial risk management.

B. APPOINTMENTS – Special and Functional Roles

In addition to standing committees and other positions established by these Bylaws, the President shall appoint, as outlined in Article IV-B, Section 2, individual Directors to serve in designated functional roles (e.g., Communications, Member Services, Records Manager, and Education Coordinator) as necessary for the effective operation of the Board and the Association. These roles shall not constitute committees and shall be filled by one (1) Director each. A Director may not hold more than one appointed position at the same time unless approved by a majority vote of the Board.

Section 1 Appointment and Term

Each appointed role shall be filled by **one (1) Director** of the Board.

Appointees shall serve for a term consistent with their elected term until removed or reappointed. The appointee retains the right to resign their appointment at any time and may be removed, with cause, by a three-quarters vote of the Board of Directors.

C. BOARD RETREAT – Purpose

The Board of Directors shall conduct an annual January retreat focused on strategic planning, team building, and professional development. This concentrated period of reflection and planning helps align the Board with the Association's mission and fosters a collaborative environment for future success.

The retreat shall include formal review of succession planning, leadership development, and Board self-assessment.

Examples of activities include:

- Review and appoint Director roles and responsibilities.
- Review financial reports.
- Review membership dues.
- Review and Association Bylaws.
- Consider conference and workshop planning.

ARTICLE VI: ELECTIONS COMMITTEE

Section 1: Committee Composition and Nomination Procedures

The Elections Committee, comprising at least three (3) members in good standing of the Association, is appointed by the incoming President as outlined in Article IV-B, Section 2.

- A. A call for nominations will be sent to members at least three (3) months (*e.g., July 1st - August 30th*) prior to the scheduled election.
- B. Members must return their nominations to the Committee no later than one (1) month before the election (*e.g., Oct. 1st - Oct. 7th*).
- C. Each nominee shall only appear on the ballot for a single position.
- D. If a member is nominated for multiple positions, they must choose one position for which their name will be listed.
- E. The Committee will attempt to contact each nominee up to two (2) times to confirm their acceptance of the nomination and their willingness to be a candidate.
- F. If a nominee declines or does not accept the nomination after two (2) contact attempts, the nomination is null and void.

Candidates for election must be members in good standing and submit a letter from their respective agency affirming their commitment to abide by the Association bylaws regarding meeting and conference attendance, as well as a photo and a biography. Failure to furnish the requested documents within seven (7) days of accepting the nomination will result in removal from the ballot.

Section 2: Candidate Eligibility and Assessment

The Elections Committee will assess candidates for the positions of President, Vice-President, Secretary, and five (5) Board members within the specified timeframe. The Board shall propose candidates for ex-officio positions.

Candidates for President-Elect should demonstrate prior Board service and leadership readiness, as determined by the Elections Committee.

Board of Directors are only eligible to be candidates if in the last year of their term, which concludes on

December 31st. The exception is members appointed to fill a Board of Directors vacancy. The Board of Directors grants the Elections Committee authority to disclose the number of individuals running for office without revealing their names during the process.

Section 3: Election Process and Balloting

Members of the Elections Committee shall oversee the Association election process. The Elections Committee shall set clear deadlines and send communications (nomination form and ballot) to members in good standing by October 1st. Ballots received after the established deadline will be deemed null and void.

Section 4: Vote Verification and Announcement of Results

Members of the Elections Committee shall verify election results. The candidate with the most votes for the position shall be elected. In the event of a tie, the Elections Committee chairperson will decide the outcome through a coin toss. The announcement of new Board of Directors members/officers will be posted on the Association website and communicated via email. The new Board members/officers will assume their roles on January 1st.

ARTICLE VII: PUBLICATIONS

Section 1: Responsibility and Oversight of Publications

The website and social media maintenance shall be the responsibility of a Director appointed by the President with the approval of the Board of Directors.

Section 2: Disclaimer of Opinions and Statements

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

ARTICLE VIII: RECORDS OF THE ASSOCIATION

Section 1: Custody and Transfer of Records

Association Officers and committee chairpersons shall safeguard the records of the Association and promptly transfer them to their successors.

Section 2: Record Retention and Management

The Board of Directors shall establish record retention schedules and processes for the consistent and systematic maintenance and destruction of Association records. The Board of Directors shall review record management processes and retention schedules annually and may make revisions where applicable by a majority vote of the Board of Directors.

Section 3: Records Manager and Record Destruction

The President shall appoint a Director to serve as the Association's records manager as outlined in Article IV-B, Section 2. Destruction of Association records shall require written approval by the President and witnessed by one (1) Officer.

ARTICLE IX: AMENDMENTS

Section 1: Authority to Draft and Revise Bylaws

The Association Board of Directors is authorized and directed to draft, adopt, revise, or amend Bylaws as necessary to facilitate the administrative practices of the Association. A current version of the Bylaws will be published on the Association website and accessible in print through the Secretary.

Section 2: Adoption, Alteration, or Repeal of Bylaws

The Bylaws may also be amended, altered, or repealed, or new Bylaws adopted by a majority vote of the Association Board of Directors. All business shall adhere to the Association's Article of Incorporation provisions.

Proposed amendments shall be distributed to Board members at least fourteen (14) days prior to the vote.

ARTICLE X: PROPERTY

Section 1: Sale, Transfer, and Emergency Authorization

The sale or transfer of any stock, bond, security, or other property held in the name of the Association shall be deemed valid only upon approval by a majority vote of the Board of Directors. In an emergency transfer or sale, the Association will be fully bound by three (3) signatures, including the President, Vice-President, and Treasurer, as if an authorized vote had occurred. Documentation for either process will be certified by the Secretary and made available upon request.

NEW ARTICLE XI: BOARD GOVERNANCE AND RESPONSIBILITIES

The Board of Directors shall fulfill the following governance responsibilities:

Section 1: Strategic Direction

- Establish and periodically review the Association's mission , vision, and strategic priorities
- Ensure alignment of programs with organized goals

Section 2: Oversight

- Monitor financial health and ensure proper financial controls
- Review organizational performance and outcomes
- Ensure compliance with legal and regulatory requirements

Section 3: Board Operations

- Conduct periodic self-assessments of Board performance
- Ensure effective meeting structure and decision-making processes
- Maintain access to timely and accurate information

Section 4: Resource Development

- Support membership growth and engagement
- Promote sustainability and resource development efforts