

BYLAWS
OF THE
GEORGIA ASSOCIATION OF STATE
FACILITIES ADMINISTRATORS
(GASFA)

**BYLAWS
OF THE
GEORGIA ASSOCIATION OF STATE
FACILITIES ADMINISTRATORS
(GASFA)**

ARTICLE I – NAME AND PURPOSE

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

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

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

ARTICLE II – MEMBERSHIP

Section 1: Membership. Membership in GASFA shall consist of State of Georgia employees engaged in or having an interest in the administration of state facilities and who have participated as a registrant in at least one GASFA

conference during the previous 12 months. Those otherwise qualified for membership, but who have not participated as a registrant of a GASFA conference may solicit membership by applying to the Secretary of GASFA and paying an annual fee to be determined by GASFA's Board of Directors. Only members are eligible to vote in matters pertaining to GASFA administration.

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

ARTICLE III - MEETINGS

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

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

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

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board of Directors, Role, Size, and Compensation. The Board of Directors of GASFA is responsible for overall policy and direction of GASFA, and shall delegate responsibility for day-to-day operations of GASFA to its members and committees. Except for Amendments to the Articles of Incorporation or Amendments to the Bylaws, the decisions of the Board of Directors of GASFA shall be valid upon approval of a majority of Board members in attendance. The Board of Directors shall have up to eighteen (18) members which shall include twelve (12) voting members, two (2) Associate non-voting members, and up to four (4) Affiliate non-voting members. Members of the Board of Directors shall receive no compensation other than reimbursement for reasonable out of pocket expenses. Board Members must be members of GASFA in good standing. The immediate outgoing President of GASFA shall serve a one-year term as a member of the Executive Committee of the Board of Directors.

Section 2: Officers and Duties. The Officers of GASFA shall consist of the President, President-Elect, outgoing President (ex-officio), Secretary, and the Treasurer. In addition to the duties of their office, the Officers serve as the Executive Committee of the Board of Directors.

1. In addition to other duties described herein, the President shall serve as Chair of the Board of Directors, shall convene regularly scheduled Board of Directors meetings, and shall preside, or arrange for another member of the Executive Committee, to preside at each meeting. With regard to any bank accounts which are established and maintained by the Treasurer, the President shall have the same authority over and access to any such accounts and any other financial information.
2. In addition to other duties described herein, the President-Elect will chair committees on special subjects as designated by the Board of Directors, and shall assist the President in his duties, as required.

3. In addition to other duties described herein, the Secretary shall be responsible for keeping of records of GASFA membership roll; shall record minutes of actions/voting of members at the annual business meeting, Board of Directors meetings; sending out future meeting announcements, and distributing copies of minutes and the agenda as appropriate, and assuring that GASFA records are maintained.
4. In addition to other duties described herein, the Treasurer shall make a report at each Board of Directors meeting. The Treasurer shall have the authority to form and chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Board of Directors, GASFA members and the general public as provided for herein or as directed the Board of Directors or President.

Section 3: Meetings. The Board of Directors shall meet at an agreed upon time and place at least bi-monthly, or at a time as called by the President. Special called GASFA Board meetings may be scheduled by the GASFA President or by a majority of the Executive Committee.

Section 4: Board of Directors Elections. The President of GASFA shall serve an approximate 12 month term and shall be elected one year in advance of his/her tenure at the annual business meeting. In the interim year prior to service as President, he/she shall serve in the role of President-Elect. Election by members of GASFA of its President will be the first item of business at the annual business meeting and shall occur as an election for the President-Elect. The President-Elect shall be affirmed by a minimum two-thirds vote of the membership in attendance. The President-Elect's term as President will begin at the close of the *next* annual business meeting after his/her election and shall end at the close of the following annual business meeting after his/her term of service. As President-Elect, he/she shall assist the standing President in the administration of GASFA. The President shall not succeed himself/herself. The only exception to this rule is whereby a President-Elect serves as "Interim President" in order to

fulfill the unexpired term of the current President and, then, continues in his/her capacity as the Interim President/President-Elect and into the President's position as elected by the membership. All other voting members of the Board of Directors shall be elected by a majority vote of the Board members in attendance at a regularly scheduled meeting of the Board of Directors. Nominations for voting members must be made by the Executive Committee and communicated via the Secretary to all Board members 15 days in advance of the Board meeting.

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

Section 6: Affiliate Board Members. Up to four (4) Affiliate members in good standing may be appointed to the Board of Directors by the President to serve in an advisory role, but Affiliate members are not afforded voting privileges in Board matters.

Section 7: Associate Board Members. Two (2) positions on the Board of Directors shall be held for Associate Board Members. These Associate Board Members shall be active members of GASFA in good standing and shall be elected by a majority vote of the Board members in attendance at a regularly scheduled meeting of the Board of Directors. The Associate Board Members will possess all the same powers, duties, and responsibilities as other members of the Board of Directors, except the Associate Board Members shall not have voting privileges as to Board matters. Associate Board Members will maintain their general voting privileges as members of GASFA. Associate Board Members are included in the Board of Directors in order to develop candidates to succeed current Board members, to promote diversity in the Board among state agencies, to bring fresh, new perspectives to the Board and to increase the ability of the Board to perform its duties.

Section 8: Quorum. A quorum of at least seven (7) members of the Board of Directors voting members must be attained before business can be transacted or motions made or passed.

Section 9: Notice. Each GASFA Board member will be notified not later than one week in advance of a called Board of Directors meeting. Regularly scheduled Board of Directors meetings require no notice.

Section 10: Vacancies. When a vacancy on the Board of Directors exists, the President may make a temporary appointment until such time as a new member can be properly appointed. The Executive Committee will make recommendations to the Board of Directors and the Board of Directors shall vote to fill the vacancy as described herein. Should the President vacate his/her position during his/her term of service, the President-Elect shall assume his/her responsibilities. Under such circumstances, the President-Elect, as acting President, may appoint a member of the Board to assume the responsibilities of President-Elect with the exception of succession to office.

Section 11: Resignation, Termination, and Absences. Resignation from the Board of Directors must be in writing and received by the Secretary. A Board of Directors member shall be dropped for excess absences from the Board of Directors at the discretion of the Board of Directors as prescribed herein. Excused absences should be reported to the Secretary or President. A Board of Directors member may be removed for this or other causes by a three-fourths vote of the remaining directors.

ARTICLE V – COMMITTEES

Section 1: Committees. The Board of Directors may create committees as needed, such as conference, fundraising, etc. The President shall appoint all committee chairs.

Section 2: Executive Committee. The Executive Committee consists of the officers of GASFA and serves as the nominating committee for the election of

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

Section 3: Finance Committee. The Treasurer is authorized to form and chair the Finance Committee, which, if formed, must include three other Board of Directors members. If the Treasurer elects not to form a Finance Committee, the duties of the Finance Committee fall to him. The Finance Committee is responsible for developing and reviewing fiscal procedures, establishing and maintaining any necessary bank account(s), establishing a fundraising plan, and establishing an annual budget with other Board of Directors members. The Board of Directors must approve the budget, and all expenditures must be within the budget. The Board of Directors or the Executive Committee must approve any major change in the budget. The fiscal year shall be the calendar year. For any bank account that is established by the Treasurer, the President shall have authority over and access to such accounts in a manner that is concurrent with the authority and access abilities of the Treasurer such that either the Treasurer or the President shall have the ability to authorize any deposits or payments to be made from said account, as well as receive any account related information from a bank or financial institution. Annual reports are required to be submitted to the Board of Directors showing income, expenditures and pending income. The financial records of GASFA are public information and shall be made available to the membership, Board of Directors, members and the general public upon request. The Finance Committee and/or the Treasurer shall prepare an interim financial statement at the time of the annual Fall/Winter Conference to be made available to members.

ARTICLE VI – AMENDMENTS

Section 1: Amendments. These Bylaws and the Articles of Incorporation may be amended by a three-fourths vote of all current voting members of the Board of Directors. Proposed amendments must be submitted by a current voting Board member to the Secretary for distribution to all Board members no later than 30 days in advance of a regular or called Board of Directors meeting.

ARTICLE VII – RECORDS

Section 1: Records. The GASFA Board will arrange for an annual inspection of the GASFA Board written and financial records at the beginning of each fiscal year. The inspection will cover the previous fiscal year. The Board will select a non-Board member with sufficient business acumen to conduct the inspection. The Board will maintain a written record of the inspection, which is subject to general public review upon request.

RATIFICATION

In accordance with requirements of the current Bylaws of GASFA, these Bylaws were approved by the Board of Directors on 1/19/16. These Bylaws supercede all previous bylaws of GASFA.

Read and Adopted the 19th day of January 2016.

BY: 

As Secretary, Board of Directors

Georgia Association of State Facilities Administrators