

BY-LAWS OF GEORGIA STATE RETIREES ASSOCIATION
A Not-For-Profit Corporation

ARTICLE I. NAME

The name of the organization shall be Georgia State Retirees Association.

ARTICLE II: PURPOSE

The purposes of this Association shall be to:

- (a) Enhance and promote education and the welfare of the entire employee community relative to structure, funding, and use of retirement and health care benefits provided to retirees through state and federal laws.
- (b) Advocate for the employee community of the State of Georgia and any subdivision of the State of Georgia who participate in health and/or retirement benefit plans administered by a State of Georgia department or subdivision thereof.
- (c) Provide educational opportunities including the exchange of information, ideas, knowledge and expertise in all matters affecting the well-being of the community, including but not limited to retirement and insurance benefits.

ARTICLE III: MEMBERSHIP

Membership shall be open to current and retired employees of the Sate of Georgia and any subdivision of the State of Georgia who are eligible for membership in a health insurance or retirement plan administered by a State of Georgia department or university system.

ARTICLE IV: MEETINGS

The Board shall schedule an annual meeting for the membership during the fourth calendar quarter of each year at a location to be determined by the officers. Each member in good standing shall be notified through the United States Postal Service, e-mail, or other appropriate service at the address reflected on the Association's records. Membership shall be provided timely notification by the Secretary or other designee.

Regular meetings shall be held in accordance with Board policy. Special meetings may be called by the President or Vice President .when it is deemed to be in the best interest of the Association or at the request of at least 50% of the Board members. Special meetings may be held and votes taken electronically by email to and from addresses of record.

After timely notification to all members of record, those members in attendance at any annual, regular or special meeting shall constitute a quorum and may conduct the business of the Association. However, no business other than that specified in a Special meeting notice may be transacted at such meeting without the unanimous consent of all present members.

BY-LAWS OF GEORGIA STATE RETIREES ASSOCIATION
A Not-For-Profit Corporation

ARTICLE V: VOTING

Only votes by members in good standing shall be considered valid. All votes, except for the election of officers, shall be by voice, unless otherwise directed by the presiding officer or as otherwise notified in the notice of meeting. Election of officers shall be by paper ballots or electronic processes as determined and approved by the Board. Paper ballots shall not elicit any identification of the person who casts such ballot. Any electronic balloting process shall be secure and shall not be traceable to the specific individual.

The presiding officer of each meeting where ballot votes are conducted shall appoint a committee of three who shall act as “Inspectors of Election” and who shall, at the conclusion of such balloting, certify in writing to the presiding officer the results. The certified copy shall be physically affixed in the minute book to the minutes of that meeting. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI: ORDER OF BUSINESS

- (a) Roll call
- (b) Reading of the minutes of the preceding meeting.
- (c) Reports of Committees.
- (d) Reports of Officers
- (e) Old and Unfinished Business.
- (f) New Business.
- (g) Adjournment.

ARTICLE VII: STEERING COMMITTEE

A Steering Committee of interested State retirees shall elect representatives to determine and complete the requirements for establishing this not-for-profit association. These representatives shall be the initial elected officers and shall remain the officers of the Board of Directors until officers are elected by the membership at an annual or special meeting. The initial officers duly elected are:

President	Claude Vickers
Vice President	Bill Tomlinson
Secretary	BJ Bennett
Treasurer	Ronnie Mesimer

Said officers have the powers and duties as outlined in these By-Laws.

ARTICLE VIII: BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of the Officers and additional members that represent regional interests or specialized expertise. The Officers shall determine the number of and elect the initial members to be included on the Board during the first year.

BY-LAWS OF GEORGIA STATE RETIREES ASSOCIATION
A Not-For-Profit Corporation

Thereafter, the Director members shall be chosen at the annual meeting of the Association in the same manner and style as the officers. The term of office for each Officer and Director shall be one year. Officers and Directors may be elected for successive terms of office.

The Board of Directors shall have the control and management of the affairs and business of the Association. Such Board of Directors shall only act in the name of the Association when it shall be regularly convened by its presiding officer after due notice to all the directors of such meeting.

Sixty (60%) percent of the members of the Board of Directors shall constitute a quorum at meetings of the Board of Directors. Regular meetings of the Board shall be called by the President and shall be held after due notice at least quarterly. Board meetings may be conducted in person or by any electronically approved method that is acceptable to the Board.

Each director shall have one vote and such voting may not be done by proxy. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE IX: OFFICERS

The officers of the Association shall be as follows:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer

Duties of the President: The President shall preside at all membership meetings and shall, by virtue of the office, be chairman of the Board of Directors. Other duties are:

- (a) Present at each annual meeting of the Association an annual report of the work of the Association.
- (b) Appoint members, after advice and consultation with the Board, to all committees, temporary or permanent.
- (c) Appoint members to the Nomination Committee in sufficient time for the prospective slate of officers and board members to be identified at least 10 calendar days prior to the annual meeting.
- (d) Assure that all books, reports and certificates required by law are properly kept or filed.

BY-LAWS OF GEORGIA STATE RETIREES ASSOCIATION
A Not-For-Profit Corporation

- (e) May sign the checks or drafts of the Association.
- (f) Have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Duties of the Vice President: The Vice President shall in the event of the absence or inability of the President to exercise the office become acting president of the Association with all the rights, privileges and powers as if he had been the duly elected president.

Duties of the Secretary: The Secretary shall keep the minutes and records of the Association. The Secretary shall have the duty to file any certificate required by any statute. In addition, the Secretary:

- (a) Shall give and serve all notices to members of the Association.
- (b) Shall be the official custodian of the records and seal of the Association.
- (c) May be authorized to sign the checks and drafts of the organization.
- (d) Shall present to the membership at any meetings any communication addressed to the Secretary of the Association.
- (e) Shall submit to the Board of Directors any communications which shall be addressed to the Secretary of the Association.
- (f) Shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

Duties of the Treasurer: The Treasurer shall have the care and custody of all monies belonging to the Association and shall be solely responsible for such monies or securities of the Association. Other duties of the Treasurer are:

- (a) Shall cause to be deposited in a regular business bank or trust company all monies received by the Association.
- (b) May deposit any Association funds in a savings account that includes investments that are legal for a non-profit corporation in this state.
- (c) Required to be one of the officers who shall sign checks or drafts or authorize electronic disbursements for the Association.
- (d) Shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Association and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- (e) Shall exercise all duties incident to the office of Treasurer.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

Whenever there shall be a vacancy in any of the offices of the Association, other than President, the Board of Directors shall appoint a member in good standing to fill the vacancy for the remainder of the year.

BY-LAWS OF GEORGIA STATE RETIREES ASSOCIATION
A Not-For-Profit Corporation

ARTICLE X: SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the Association.

ARTICLE XI: COMMITTEES

Standing Committees are designated as follows:

- Membership
- Communications
- Legislative
- Education
- Audit
- Website Administration

Members of all standing committees shall be appointed by the President after advice and consultation with the Board of Directors. The President shall appoint other committees and members thereof as deemed appropriate. The term of office for committee members shall be designated by the appointment, but shall normally be for a period of one year. Committee vacancies may be filled by the President. The Board of Directors may deselect a member of a committee at the Board's discretion.

ARTICLE XII: DUES

The dues of this Association shall be established by the Board of Directors on an annual basis. In establishing the dues, the Board shall consider the costs of services to be rendered and the appropriateness of the amount for fixed-income retirees. All net earnings or income of the Association shall be used exclusively for the educational and social welfare purposes set out in these by laws.

ARTICLE XIII: LOCAL CHAPTERS

Local Chapters will be established through consensus between the Board and the local retiree group. The Board shall establish a process for creating and supporting the local chapter.

ARTICLE XIV: AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than the majority of members present at an annual or called meeting. Members in good standing shall be given notice of the proposed changes at least 15 calendar days prior to the meeting.

ADOPTED: January 11, 2007; AMENDED October 24, 2007