

GEORGIA SCHOOL BOARDS ASSOCIATION
Constitution and By-Laws Revised June 9, 2023

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ARTICLE ONE:
Purposes, Dissolutions, Prohibited Activities

1.1 PURPOSES

The Georgia School Boards Association, hereinafter referred to as the Association, was founded upon the recognition that the nation's future is dependent on the complete education of its youth, that in unity there is strength, and that exchange of ideas is important at all times, that coordination of effort on the part of all educational forces interested in the betterment of education is necessary; and also, upon the recognition that school boards are in a strategic position to bring about needed improvements of public education. Therefore, the non-profit purposes of the Association are:

- To serve as an association of local boards of education of public schools in Georgia.
- To offer and provide products and services for local boards of education, including, but not limited to, policies, publications, training, computer programs, risk sharing and management programs, and other such cooperative endeavors designed to improve the governance of school districts;
- To assist local school boards and individual board members to become informed concerning education trends, problems and needs.
- To promote projects for self improvement of school board members and administration.
- To work cooperatively with other groups and organizations for the improvement of public education.

1.2 DISSOLUTION

In the event of dissolution of the Association or surrender of its corporate charter, all property belonging to the Association, after payment of all debts and liabilities, shall be donated to the State of Georgia or such non-profit association or organization as may be authorized by the Board of Directors of the Association.

1.3 PROHIBITED ACTIVITIES

No part of the property of said Association and no part of its net earnings shall ever at any time inure to the benefit of any member or individual, and no substantial part of the activities of the Association shall be directed to the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the Association participate in, or intervene in, any political campaign on behalf of any candidate for public office.

**ARTICLE TWO:
Members**

2.1 CATEGORIES OF MEMBERSHIP

The Association’s membership shall be limited to local boards of education of public schools in Georgia.

The Board of Directors of the Association may create affiliate organizations, on such terms and conditions as the Board of Directors may determine.

2.2 ACTIVE MEMBERS

All local boards of education of public schools in Georgia shall be eligible for active membership, and shall become active members upon payment of their dues. The Association may permit other governing boards of education created by the General Assembly to become affiliated with the Association, on such terms and conditions as the Board of Directors may determine.

**ARTICLE THREE:
Dues**

3.1 ACTIVE MEMBER DUES

Annual dues for each member board shall be established by the Board of Directors, according to such specific formula as the directors may prescribe.

**ARTICLE FOUR:
Eligibility of Members of Delegate Assembly and Other Offices**

4.1 ELIGIBILITY DEFINED

No person shall be eligible to serve as a member of the Board of Directors or delegate to the Delegate Assembly, who is not a member of a local board of education that is an active member of the GSBA.

ARTICLE FIVE: Delegate Assembly

5.1 SELECTION AND DUTIES OF DELEGATES

Each member board shall annually designate two board members, one of whom shall be the delegate and the other the alternate delegate to represent the board in the Delegate Assembly. The delegate or alternate shall serve as the local board's representative in the Delegate Assembly.

5.2 COMPOSITION

A duly called meeting of the Delegates shall be a Delegate Assembly.

5.3 ANNUAL MEETING

The annual meeting of the Delegate Assembly shall be held at a time and place to be determined by the Board of Directors. At least thirty (30) days written or electronic notice thereof shall be given to each member board.

5.4 SPECIAL MEETINGS

Special meetings of the Delegate Assembly may be called upon a majority vote of the Board of Directors. At least five (5) days written notice thereof shall be given to each member board.

5.5 POWERS AND DUTIES

The Delegate Assembly shall elect officers, approve position statements of the Association, advise the Board of Directors on the control and management of the Association, and receive reports on the state of the Association.

5.6 QUORUM

Fifty (50) delegates shall constitute a quorum for the transaction of all business. A delegate is not permitted to vote by proxy.

5.7 VOTING

Each delegate shall be entitled to one vote on all questions voted on, including the election of officers. A majority vote of the delegates present and voting shall be required for the transaction of official business.

ARTICLE SIX: Officers

6.1 COMPOSITION

Officers of the Association shall consist of president, president elect, immediate past president, vice president and treasurer. Anyone elected to an office would no longer be allowed to serve as a member of the GSBA Board of Directors except as otherwise provided in the Bylaws.

6.2 ELIGIBILITY

Officers must currently be active as a locally elected board of education member and have served at least 1 full term in office. (Option to consider: Officers must also have served at least 1 term or 1 year as a GSBA Board of Director.)

6.2 ELECTION

The president elect and vice president shall be elected for terms of one year each by the Delegate Assembly in annual meetings and shall assume office on July 1st thereafter. The treasurer shall be elected by the Delegate Assembly in annual meetings to serve a three-year term, not to exceed two consecutive terms, and shall assume office on July 1st. To be elected, a candidate must receive a majority of the votes cast for the office for which the candidate desires to be elected.

6.3 VACANCIES

Vacancies occurring in the offices of president elect, vice president and treasurer shall be filled by the Board of Directors until the next annual meeting of the Delegate Assembly. Any person so selected by the Board of Directors shall serve in such position until the vacancy is filled in an election by the Delegate Assembly without having to resign his or her position on the Board of Directors or any other office held in the Association.

6.4 PRESIDENT

It shall be the duty of the president to preside at all meetings of the Delegate Assembly, the Executive Committee and the Board of Directors. The president shall sign or cause to be signed all contracts on behalf of the Association. The president or designee shall serve as ex officio member of all committees. The president shall perform such other duties as may be elsewhere provided herein, or as may be required by the Board of Directors.

6.5 PRESIDENT ELECT

The president elect shall become the president for the year succeeding his or her election as president elect. If the president resigns or is otherwise disqualified from serving, the president elect shall assume the presidency for the balance of the year and for the following year. The president elect shall perform the duties of the president upon the absence or disability of the president.

6.6 IMMEDIATE PAST PRESIDENT

The immediate past president shall serve as a member and chair of the nominating committee and shall have such other duties as may be assigned by the Board of Directors. The immediate past president shall hold this office, if otherwise qualified to be an officer of the Association. If the immediate past president should be disqualified to serve or otherwise declines to serve, then the Board of Directors may designate the next most recent and qualified past president to serve as immediate past president.

6.7 VICE PRESIDENT

In the absence or disability of the president and president elect, the vice president shall exercise the duties of president. 6.8 TREASURER The treasurer shall examine, at least once per year, the records kept by the executive director and supervise the preparation of the annual budget, and present a financial report to the Board of Directors and the Delegate Assembly.

**ARTICLE SEVEN:
Board of Directors**

7.1 POWERS AND DUTIES

The management of the affairs of the Association shall be vested in a Board of Directors which shall consist of the president, president elect, vice president, treasurer, immediate past president, and the director from each of the fourteen Association districts.

7.2 TERMS OF DISTRICT DIRECTORS

District directors elected by the association districts shall serve terms of three years each. District Directors shall serve no more than two (2) full consecutive terms, not including any appointed term or any service as an officer. Upon one (1) year break in service as a district director, an individual shall again be eligible to serve on the Board of Directors.

7.3 ELECTION

District Directors shall be elected at district meetings by a majority of the individual board members serving on member boards present and voting.

7.4 VACANCIES

Vacancies in the office of District Director may be filled by the Board of Directors or by the district board members at a meeting in the district where the vacancy occurred. The person so selected shall serve for the remainder of the unexpired term.

7.5 MEETINGS

Meetings of the Board of Directors may be called by the president or a majority of the Board. Notice of the time and place of each meeting shall be given to each officer and District Director by the Executive Director and otherwise as required by law.

7.6 QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of all business. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of those present and voting.

7.7 REMOVAL OF BOARD MEMBER

Any officer or other member of the Board of Directors may be removed from office by a two-thirds vote of the entire membership of the Board of Directors when the Board of Directors determines, in its sole discretion, that the officer or board member has engaged in criminal or unethical conduct while serving as a member of the Board of Directors or a member of a member board or that the officer or director has engaged in conduct harmful to the mission and purposes of the Association. Notice of pending action shall be provided to the officer or Board of Directors member prior to such vote.

ARTICLE EIGHT:

Executive Committee

8.1 COMPOSITION

There shall be an Executive Committee to consist of the president, president elect, vice president, immediate past president, treasurer and four other members of the Board of Directors selected by the president and confirmed by the board.

8.2 POWERS

During the interim between meetings of the Board, the Executive Committee shall be vested with power to perform acts and transact necessary and essential business when, in the opinion of the president and the executive director, it is impractical to call a special meeting of the Board of Directors. It shall serve as a personnel committee for the Board of Directors to recommend a person for the position of executive director. It shall serve as a Finance Committee to work with the Executive Director and recommend the annual budget to the Board of Directors.

8.3 MEETINGS

The Executive Committee shall meet at such times as may be called by the president, the executive director or any four members ~~thereof~~ of the Executive Committee. An appropriate notice of the time and place of the meeting shall be given to all members and as otherwise required by law.

ARTICLE NINE: Executive Director

9.1 APPOINTMENT; DUTIES; BOND

The executive director shall be the chief executive officer of the association and shall manage the business of the association subject to policies and the executive director's job description prescribed by the Board of Directors. The executive director shall be recommended by the Executive Committee and employed by the Board of Directors for a term not to exceed three years. The executive director shall give bond with good surety and in such amount as may be required by the Board of Directors. The executive director shall receive such compensation and expenses as may be prescribed by the Board of Directors.

ARTICLE TEN: Committees

10.1 NOMINATING COMMITTEE

The president shall appoint a Nominating Committee at least 60 days before the annual meeting of the Delegate Assembly. The committee shall be comprised of one board member from each of GSBA's 14 district boards and GSBA's immediate past president, who shall serve as chair. It shall be the duty of the Nominating Committee to present the slate of officers, including certification of the incoming president and nomination for the following officers: president elect, vice president and treasurer.

10.2 OTHER COMMITTEES

The president may, from time to time, appoint such other committees as are needed and as are consistent with association policies.

**ARTICLE ELEVEN:
By-Law Amendments**

11.1 ADOPTION; NOTICE

Amendments to these by-laws may be adopted by a 2/3 vote of the delegates present and voting at the Annual Meeting of the Delegate Assembly in accordance with the procedures set forth below:

Any member board of the Association and/or member of the Board of Directors of the Association may propose an amendment to the bylaws by submitting the same in writing or by electronic means to the executive director at least 60 days before the Annual Meeting of the Delegate Assembly.

Proposed amendments shall be reviewed by the Bylaws Committee who shall make a recommendation for submission to the Board of Directors. The Board of Directors shall determine whether to recommend amendments for consideration by the Delegate Assembly.

The executive director shall notify the local board submitting a proposed amendment of the Board of Directors' action at least 45 days prior to the Annual Meeting of the Delegate Assembly.

Proposed amendments recommended by the Board of Directors for consideration by the Delegate Assembly shall be distributed to each member board at least 30 days prior to the Annual Meeting of the Delegate Assembly.

Proposed amendments not recommended by the Board of Directors for consideration by the Delegate Assembly may be considered for action by the Delegate Assembly at its Annual Meeting upon 2/3 affirmative vote of delegates present and voting to consider such action, provided that notice of affirmative vote by a member board supporting such proposed amendment(s) shall be submitted to the executive director at least 20 days prior to the Annual Meeting. The executive director shall distribute such proposed amendment to each member board for review at least ten days before the annual meeting of the Delegate Assembly via mail, email, or webposting ~~or facsimile~~.

**ARTICLE TWELVE:
Policies; Rules**

12.1 POLICIES

The Board of Directors may adopt such policies for the governing of the association, the transacting of its business, and the prescribing of the duties and responsibilities of its officers, as may be consistent with the Articles of Incorporation, the laws of Georgia, and these by-laws.

12.2 RULES OF CONDUCT OF BUSINESS

The Delegate Assembly may adopt such rules as it may deem appropriate for the conduct of its business and any rules so adopted shall govern all subsequent meetings of the Delegate Assembly until changed by it.