

GGFOA CONSTITUTION AND BYLAWS

ARTICLE I: NAME OF ORGANIZATION

The name of the corporation shall be Georgia Government Finance Officers Association with the powers, rights, and ties as herein provided.

ARTICLE II: PERPETUAL EXISTENCE

The duration of the existence of the corporation shall be perpetual.

ARTICLE III: PURPOSES

A. The purposes for which this Association is formed is to promote a common interest and not to engage in a regular business of a kind ordinarily carried on for profit, as stated within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder, and the objectives to be carried on and promoted by it are as follows:

- To promote the use of efficient financial management systems by governmental organizations within the State of Georgia;
- To improve the knowledge and skills of all individuals concerned with governmental finance;
- To promote development of mutually understandable accounting, budgeting, and record-keeping systems in cooperation with the Government Finance Officers Association, the Governmental Accounting Standards Board, and all other organizations established with similar goals;
- To provide a forum for the discussion and analysis of financial problems arising under the laws of Georgia;
- To promote the enhancement of employment standards, ethics, and conditions for public finance practitioners within the State of Georgia, thus encouraging the development of career paths such that talent trained in this state will choose to remain in the state;
- To promote the achievement of greater success in efficiency and service of government and the evolution of closer relationships and understanding among those concerned with governmental finance in the public jurisdictions of Georgia;
- To exercise any power granted to not-for-profit corporations by Section 14-3-302 and 303, Code of Georgia (1994), as the said section may be amended, supplemented, and in force from time to time.

B. This Association shall operate exclusively for charitable and educational purposes in such manner so as to qualify the Association as an exempt organization under Section 501 (c) (6) of the Internal Revenue Code; in particular, the Association shall not be operated for profit, and no part of the net earnings of the Association shall benefit any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes). Notwithstanding any other provision of this Constitution, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (6) of the Internal Revenue Code and its Regulations, as they now exist or as they may hereafter be amended, or by an organization, contributions to which are not deductible under Section 170 of such Code and Regulations, as they now exist or as they may hereafter be amended. In the event of a dissolution of the Association, the assets shall be distributed only to other charitable organizations(s), provided they have an

exempt status, in accordance with the provisions of Section 501 (c) (6) of the Internal Code of the United States.

ARTICLE IV: CLASSES OF MEMBERS

- Members
- Associate Members
- Educator Members
- Student Members
- Honorary Memembers
- Retiree Members

Eligible to become members are individuals who are employed by the State of Georgia or any political subdivision or municipality thereof in the field of finance, accounting or other related areas of fiscal management, provided that such individuals have paid all dues and fees established by the Executive Board of the corporation to be paid as a condition of becoming or remaining a member of the corporation.

Eligible to become associate members are individuals who are interested in governmental finance (including, without limitation, auditors, actuaries, investment and commercial bankers and attorneys), provided that such individuals have paid all dues and fees established by the Executive Board of the corporation as a condition of becoming or remaining an associate member of the corporation. Associate members of the corporation shall enjoy all of the rights and privileges enjoyed by members of the corporation, except that such associate members may not hold the office of president, president elect, secretary, treasurer or member of the Executive Board but may vote on any proposed amendment, revision or supplement to these Articles of Incorporation.

Educators who are interested in governmental finance shall be eligible to become educator members of the corporation, provided that such individuals have paid all dues and fees established by the Executive Board of the corporation as a condition of becoming or remaining an educator member of the corporation. Educator members of the corporation shall enjoy all the rights and privileges enjoyed by members of the corporation, except that such educator members may not hold the office of president, president elect, secretary, treasurer or member of the Executive Board but may vote on any proposed amendment, revision or supplement to these Articles of Incorporation.

Student membership may be held in the Association by any person having a full-time student status at a Georgia college or university, provided that such individuals have paid all dues and fees established by the Executive Board of the corporation as a condition of becoming or remaining a student member of the corporation. Members of GFOA Student Chapters may be eligible to receive a free one-year membership, upon direction of the President. Student members of the corporation shall enjoy all of the rights and privileges enjoyed by members of the corporation, except that such student members shall not be eligible to become an officer of the corporation or a member of the Executive Board of the same or to vote on any matter as to which members or associate members of the corporation may vote.

Retirees shall be eligible to become retiree members of the corporation, provided that such individuals have paid all dues and fees established by the Executive Board of the corporation as a condition of becoming or remaining a retiree member of the corporation. Retiree membership may be held in the Association by any formerly active member who has duly retired from employment in a public jurisdiction of the State of Georgia. Retiree members of the corporation shall enjoy all of the rights and privileges enjoyed by members of the

corporation, except that such retiree members may not hold the office of president, president elect, secretary, treasurer or member of the Executive Board but may vote on any proposed amendment, revision or supplement to these Articles of Incorporation.

ARTICLE V: OFFICERS

The officers shall be a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer. Officers shall be chosen annually and shall exercise the duties usually performed by such officer. GGFOA requires all officers of the association to be an active direct government service employee. If an officer retires from active government service, a decision must be made to continue the current person to the end of the term or to replace the officer. If the officer resigns, another is selected. Whenever a current officer retires from active government service before his/her term is over, the following rules of appointment will apply:

- (A) If a retiring person's term of office has one-third (1/3) or less time left in their term (they have served two-thirds (2/3) or more of their term) and they will remain domiciled in Georgia during their term, then the Executive Board shall confirm their continuing as officer for the remainder of term.
- (B) If a retiring person's term of office has more than one-third (1/3) left (they have not served two-thirds (2/3) or more of their term) and/or they will not remain domiciled in Georgia during their term, then the Executive Board shall allow them to resign and they are replaced by a selection of the Executive Board.

DUTIES

A. President

The president shall be the chief executive officer of the Association and shall perform all duties usually incident of such office. The president shall preside at all Association meetings. The president shall be the chairman of the Executive Board and an ex-officio member of all other committees. The president shall appoint committees with concurrence of the Executive Board.

B. First Vice President

The First Vice President shall perform such duties as required and shall have other powers and duties as may be prescribed by the Executive Board. The First Vice President will preside over the executive board meeting in the absence of the President.

C. Second Vice President

The Second Vice President will be second in line to the presidency. The Second Vice President shall perform such duties as required and shall have other powers and duties as may be prescribed by the Executive Board.

D. Treasurer

The treasurer shall be responsible that all monies are received, deposited, and disbursed in accordance with the approved budget. The treasurer is authorized to pay the necessary and regular expenses of the Association, and shall submit to the Executive Board, annually, financial statements for the Association in the format consistent with the applicable accounting and financial reporting guidelines for a not-for-profit

corporation. The treasurer shall also submit draft financial statements (Balance Sheet, Operating Statement), a detailed transaction list by account, and bank reconciliations to the President for review and approval on a quarterly basis. The President will complete the review before distributing to the Executive Board and Committee Chairs before scheduled board meetings. The Treasurer will also work with the independent audit firm to complete an annual audit of the Association's financial transactions for the fiscal year for which the Treasurer was responsible. All books and records of the treasurer shall be open for any reasonable inspection and examination. The treasurer shall keep other records as may be required and shall give all required notices and have other powers and duties as may be prescribed by the Executive Board. All records shall be turned over to the incoming Treasurer. The outgoing Treasurer will also obtain documentation and signatures to facilitate a smooth banking transition.

E. Secretary

The secretary shall be the official records taker and attend and be responsible for the minutes of all membership meetings of the Association and meetings of the Executive Board. The secretary shall also be responsible for the collection and dissemination of all documents and other information needed for the board meeting prior to meetings. All documents of the secretary shall be open for any reasonable inspection and examination. The secretary shall keep other records as may be required and shall give all the required notices and have other powers and duties as may be retained and archived by the Secretary.

ARTICLE VI: BOARD AND COMMITTEES

A. Executive Board

The Executive Board consists of the officers of the Association, the immediate past president, four directors and a Historian elected from the Members at Large to serve one-year terms. Board members shall be representative of the membership and geographic areas of Georgia to include various types of public jurisdictions and political subdivisions and at least one board member must serve in a small local government. No person may be elected to more than two consecutive terms of office as an at-Large member of the Executive Board, and each member of the Executive Board must at all times be a resident of the State of Georgia. Each elected member shall serve for a term of one year or until their successor is elected. Any interim vacancy shall be filled by a majority vote of the Executive Board. The appointment will fill the remainder of the term. Any Executive Board member failing to attend two consecutive Executive Board meetings shall be notified by the President of the Association that he/she may forfeit his office if the next meeting is missed. Any Executive Board member failing to attend three consecutive Executive Board meetings may forfeit his/her office and may be immediately replaced by the Executive Board. The President, or in his absence the First Vice-President of the Association, shall act as chairman of the Executive Board. The Executive Board must meet at least quarterly. Additional meetings of the Executive Board may be held on call of the President or in his/her absence, First Vice-President. No meetings should take place without a five-day written notice being given to each board member. It shall be the duty of the Executive Board to transact the business of the Association including arrangement of meetings as to time, place, and program; to study all matters referred to it by the Association; and to perform other duties pertaining to the advancement and welfare of the Association. A majority of the Executive Board members shall constitute a quorum.

B. Membership Committee

The Membership Committee shall promote and encourage an increase in membership and involvement in the Association and shall plan and establish regional GGFOA organizations throughout the State in accordance with the long range GGFOA Strategic Plan.

C. Career Development Committee

The Career Development Committee shall establish and promote educational programs with the membership and develop information resources needed by the government finance professional.

D. Technical Resources Committee

The Technical Resources Committee shall respond to technical inquiries and requests for information and assistance for the Association and develop information resources needed by the government finance professional.

E. Governmental Relations/Strategic Planning Committee

The Governmental Relations/Strategic Planning Committee shall monitor and report on legislative action affecting governmental finance, promote inter-governmental cooperation, and monitor and administer the long range strategic plan, creating formal updates every five years.

F. Annual Conference Committee

The Annual Conference Committee shall organize an informative, educational annual conference where relevant issues concerning governmental entities and agencies are addressed.

G. Communications Committee

The Communications Committee shall provide information to the membership through a quarterly newsletter, email blasts, and social media postings.

H. Awards/Scholarship Committee

The Awards/Scholarship Committee shall encourage the participation of governmental entities in the Government Finance Officers Distinguished Budget Presentation and Certificate of Achievement for Excellence in Financial Reporting program, and shall encourage membership participation in GGFOA by providing a meaningful awards program recognizing contributions of individual members. Scholarships will be awarded recognizing outstanding performance by Georgia residents in the undergraduate and/or graduate study of accounting/finance to encourage careers in the public finance arena.

I. Nominating Committee

The Nominating Committee shall consist of the three most recent Past-Presidents in attendance at the regular annual meeting. In the event three Past-Presidents are unable to serve, such committee vacancy shall be filled by appointment from the active membership by the incumbent President. Recommendations submitted by the Nominating Committee for the various offices and at-Large Executive Board positions shall not preclude the privilege of making additional nominations from the floor.

J. Other Committees

Other committees may be established as deemed necessary by the Executive Board.

K. Responsibilities

All committees established above and hereinafter established by the Executive Board shall report and be responsible to the Executive Board, and shall perform such other duties as may be described by the Executive Board.

ARTICLE VII: ADMINISTRATION AND FINANCE

Dues

The Executive Board shall periodically determine the annual dues to be paid by the classes of members. Annual dues shall be payable on application for membership and as of the anniversary date of your membership each year thereafter. Members may be suspended from the Association if payment of dues are delinquent 30 days after the anniversary date of their respective membership.

Fees

Fees for programs and activities shall be established as deemed necessary by the Executive Board.

Annual Budget

The fiscal year of the Association shall be November 1 through October 31. The Executive Board shall adopt an annual budget prior to the beginning of each fiscal year. If it fails to adopt a budget, then the amounts appropriated for the most recent year shall be deemed adopted on a month-to-month basis with all items prorated accordingly until such time as a budget is adopted. During the year, the Executive Board may amend the budget by transferring any unencumbered appropriations from one budget category to another as deemed necessary. In addition, if the Treasurer certifies that there are revenues in excess of those estimated in the original budget available for appropriation, the Executive Board may make supplemental appropriations up to the amount of the excess revenues so certified.

Disbursement Approval

The Executive Board shall establish procedures and levels of authority that will govern the commitment and disbursement of Association Funds.

ARTICLE VIII: MEETINGS

The Association shall hold at least one meeting per year, the regular annual business meeting held during the annual conference. A written notice shall be mailed to each member at least 30 days in advance of every regular meeting; special meetings may be held after suitable notice, at least 10 days in advance.

ARTICLE IX: VOTING AND ELIGIBILITY FOR ELECTION

Only members are eligible for election as an officer of the Association. Each member is entitled to one vote on any matter of Association business.

ARTICLE X: AMENDMENTS

This constitution and bylaws may be amended at any regular or special meeting of the Association by a two-thirds vote of the active members present, providing that written notice of the proposed amendment has been sent to all active members at least 30 days before the meeting.

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