



BYLAWS OF THE GEORGIA ASSOCIATION OF REGIONAL COMMISSIONS

For Official Use Only

As Passed: 06-30-2009

*Note: All revisions and actions
reflected in the GARC Minutes on
the dates referenced above.*

ARTICLE I.

NAME & OBJECTIVE

The name of the Association shall be the Georgia Association of Regional Commissions, hereinafter referred to in these Bylaws as the Association.

The objective of the Association shall be to foster the interests of Regional Commissions in Georgia. These interests shall include: service to their local governments and citizens; promotion of harmonious and productive relationships among and between member Regional Commissions, any and all state and federal agencies and private groups with interests consistent and compatible with those of the member Regional Commissions; and, to engage in any and all necessary and appropriate tasks to ensure that Georgia's Regional Commissions are effective service organizations responsive to their respective local governments and the citizens of Georgia.

ARTICLE II.

PURPOSE

SECTION 1. The purposes of the Association are as follows:

- (A) To participate in educational, scientific, charitable and other like **activities** that are mutually beneficial to each member Regional Commission, as hereinafter described, and to the citizens of the State of Georgia;
- (B) To achieve the objectives and purposes of the member Regional Commissions as set forth in the Georgia Planning Act, as last amended, and any subsequent amendments thereto, and for other purposes consistent with regional planning and development activities which are in the best interests of the respective cities and counties served by the Regional Commissions;
- (C) To promote the general welfare of citizens of the State of Georgia through coordinated and comprehensive land use, environmental, transportation and historic planning and implementation of joint federal, state and/or local efforts to achieve the goals of Regional Commissions, reflecting the interests of their respective cities and counties;
- (D) To acquire, utilize and exchange knowledge which will strengthen and improve the Regional Commission concept for both local and regional planning and development within the State of Georgia;

- (E) To stimulate, encourage and sponsor educational efforts leading to a greater mutual understanding of the services that are rendered by the Regional Commissions to the local governments directly and through cooperative efforts with various state and federal government entities and community leaders;
- (F) To study, evaluate and define the working relationships between the member Regional Commissions and other agencies of local, state and federal government and/or other agencies which have an interest in community and area development activity;
- (G) To formulate and provide information and positive proposals to the State of Georgia for state planning and development purposes, administration of planning and development programs, mutually gathering, compiling and disseminating data, statistics and other information for use in performing area-wide planning activities, including review and comment on projects and coordination of informational services for the state and/or federal government and other sources of grant-in-aid programs;
- (H) To identify and evaluate mutual regional problems requiring regional and/or statewide solutions;
- (I) To assist in the development of intergovernmental activities;
- (J) To assist the Regional Commissions in strengthening their capabilities to serve their local governments;
- (K) To provide a forum for the regular exchange of information and ideas among Regional Commissions to enhance the concept of regional planning and development;
- (L) To educate local, state and federal governmental entities, other public and private sector organizations and the general public about the services provided by the Regional Commissions;
- (M) To provide representation of the Association before various agencies of the legislative and executive branches of both the state and national government; and
- (N) To undertake any other lawful activities pursuant to the provisions of these Bylaws and permitted by state and/or federal statute and regulation.

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ARTICLE III.

POWERS & AUTHORITY

SECTION 1. To establish its purposes as stated in Article II of these Bylaws, the Association shall possess the following powers and authority:

- (A) To accumulate financial resources sufficient to carry out the operations of the Association. The extent of such financial resources shall be determined by the Board of Directors, with recommendations from the Executive Committee;
- (B) To hire consultants for the purpose of providing public relations assistance, education and information to local and state elected and appointed officials and to other public and private organizations, as necessary, to inform them about the function, purpose, intent and needs of the Association. Such efforts shall be directed in a manner to enhance the Association's ability to continue to provide valuable services to its member Regional Commissions and their respective local cities, counties and other public and private entities at the local and regional level;
- (C) To solicit and accept grants for the purpose of implementing the goals of the Association;
- (D) To accept gifts; and
- (E) To expend Association funds for educational, charitable, and civic purposes or for expressions of appreciation to existing or former members of the Association for life events and work rendered on behalf of the Association.

ARTICLE IV.

MEMBERSHIP

SECTION 1. The Association membership shall be composed of the Regional Commissions, hereinafter referred to as the RCs, as designated by House Bill 1216, which supersedes the Georgia Planning Act, as last amended, and any subsequent amendments thereto, both inclusive.

SECTION 2. Each member RC shall be represented in membership to the Association by its respective, designated Executive Director and by one (1) policy representative, said representatives shall herein be referred to as Directors. Each Director shall have one (1) vote on Association business. Each Director shall serve until such time as that individual ceases to hold the designated position with the respective RC or is otherwise removed from membership by the respective member Regional Council.

SECTION 3. Other organizations and agencies may be represented in membership to the Association by appointment by the Chairman for a term of one (1) year. Such appointed representatives shall serve as ex-officio members and shall not have the right to vote on any question before the Association. Such ex-officio members may be reappointed without limitation as to the number of terms they may serve.

SECTION 4. Annual dues, contributions and/or special assessments shall be established by the Board of Directors. The Board of Directors shall also establish the method by which such dues, contributions, and/or special assessments shall be assessed on each member RC. The respective RC shall maintain membership in the Association in good standing by tendering prompt payment of its dues and any other contributions and/or special assessments that may be established pursuant to the Bylaws of the Association. In the event that an RC loses its membership in the Association due to its failure to remit its dues, contributions and/or special assessments, that RC shall lose its voice and voting status at Association meetings. An RC that fails to promptly pay its dues, contributions and/or special assessments shall be reinstated to membership upon payment in full of any and all delinquent dues, contributions and/or special assessments and upon the favorable vote of the Board of Directors.

ARTICLE V.

DIRECTORS

SECTION 1. The affairs of the Association shall be managed by a Board of Directors composed of two (2) representatives from each member RC of the Association. The two (2) aforementioned Directors from each RC shall consist of the designated Executive Director and one (1) policy representative, who shall be designated and appointed in a manner solely determined by the Regional Council of the member RC.

SECTION 2. Each Director shall be a voting member of the Board of Directors. Each Director may designate a proxy representative from that member RC and said proxy shall have the authority to vote on behalf of that Director in the absence of that Director. Provided, however, that no member of the Board of Directors may serve as the proxy for another Director. Duly designated individuals serving as a proxy for a Director shall be counted towards the number of members required for a quorum.

SECTION 3. The Board of Directors shall be the governing body of the Association and shall be ultimately responsible for the control and management of all of its funds. Provided, however, that the Board of Directors may delegate to the Executive Committee an appropriate level of authority and responsibility for any or all of the following enumerated duties and responsibilities. The Board of Directors shall:

- (A) Establish policies and goals for the Association;

- (B) Provide for the consideration and adoption of an annual budget and schedule of dues, contributions and/or special assessments;
- (C) Provide for establishment of procedures for the management and accountability of funds;
- (D) In the manner deemed most appropriate by the Board of Directors, provide for an annual financial review; and
- (E) Exercise such other administrative and management functions as the Board may deem to be prudent in exercising its responsibilities for the overall management of the association.

SECTION 4. The Board of Directors may authorize the Chairman to appoint special committees and empower such committees to undertake such activities as shall be deemed desirable by the Board of Directors. Provided, however, that such authority may be delegated to the Executive Committee or to one (1) or more officers of the Association.

ARTICLE VI.

MEETINGS

SECTION 1. The Board of Directors shall meet at least four (4) times each year, including the annual meeting of the Association. A bona fide attempt shall be made to conduct quarterly meetings with other gatherings at which a substantial number of members are expected to be present. The annual meeting shall be held at a time, date and place each year as determined by the Board of Directors.

SECTION 2. The Chairman shall have the authority to call a special meeting(s) whenever he/she deems it to be necessary to conduct business of an urgent nature that requires a Board decision prior to the next scheduled meeting of the Association.

SECTION 3. Notice of any regular meeting shall be distributed to all Directors in such a manner as to reasonably enable receipt of such notice not less than seven (7) days prior to the scheduled date and time of the meeting. Such distribution may be made by mail, e-mail, and/or by facsimile transmission. Said notice shall include a copy of the agenda for the meeting and any appropriate attachments (See also Article VI, Section 6).

SECTION 4. A quorum of the Board of Directors shall be required in order to take action on any matter of Association business. A minimum of one-third (1/3) of the members eligible to vote must be present and in attendance at the meeting in order to establish a quorum. Whenever a quorum exists, every decision made by a majority of the members present shall be binding on the Association. All committees, including the Executive Committee, shall have a simple majority to constitute a quorum.

SECTION 5. In the event a quorum of the Board of Directors is not present at a meeting where actions or decisions are required or needed, or in the event of an emergency requiring a decision(s) under conditions when a meeting of the Board of Directors is not possible, the Executive Committee may act on behalf of the Board of Directors. In such cases, the Executive Committee shall advise the Chairman of the Board of Directors as soon as it is practical to do so. Any member of the Board of Directors attending a meeting of the Executive Committee shall be entitled to discuss and cast a vote on any matter of business being conducted. All actions taken by the Executive Committee shall be reported to the Board of Directors at the next Association meeting.

SECTION 6. The minutes of each meeting shall be prepared and distributed to the Directors in a timely fashion, usually within fourteen (14) days of the meeting. The minutes of the meeting of the Board of Directors and any corrections thereto which have been duly adopted shall be signed by the Chairman and the Secretary. The minutes of the Association and other supporting documents shall be maintained by the Secretary of the Association.

SECTION 7. All meetings of the Association shall generally be governed by Robert's Rules of Order.

ARTICLE VII.

EXECUTIVE COMMITTEE

SECTION 1. The day-to-day affairs of the Association, between meetings of the Association's Board of Directors, shall be managed by an Executive Committee, consisting of the designated Executive Directors of the member RCs of the Association.

SECTION 2. Each designated Executive Director of each member RC shall be a voting member of the Executive Committee and he/she may designate a proxy representative from that RC who shall, whenever so designated, possess the authority to vote on behalf of that Executive Director in the event of his/her absence. Such duly designated proxies shall count towards the total number of members necessary for a quorum.

SECTION 3. The Executive Committee shall hold regular monthly meetings at such time, date and location as shall be determined by the President of the Executive Committee and upon such notice as hereinafter required. Special meetings of the Executive Committee may be called by the President and the purpose of such special meetings shall include a notice and statement of the items of business to be discussed, the time, date and location of the meeting.

SECTION 4. The Executive Committee shall, between regular meetings of the Association's Board of Directors, function as the governing body of the Association and shall be responsible for the day-to-day control and management of all its funds. The

Executive Committee may amend the adopted budget and schedule of dues, contributions and/or special assessments and shall have the power to transfer and disburse funds within the approved budget in order to meet unanticipated needs or changed circumstances. In the event that such action is necessary, the President of the Executive Committee shall report this action to the Board of Directors of the Association at its next meeting. Between meetings of the Association's Board of Directors, the Executive Committee shall have the authority to approve the execution of agreements and contracts within the framework of the approved budget. Such actions shall also be reported to the Board of Directors of the Association at its next meeting.

SECTION 5. A simple majority of the members of the Executive Committee, including any proxy representative(s), shall constitute a quorum for purposes of transacting the business of the Association. Provided, however, that no member of the Board of Directors may serve as a proxy for another Director at an Executive Committee meeting.

SECTION 6. Whenever a quorum of the Executive Committee is present, at a duly notified called or regular meeting, a vote of the majority of those present shall decide any question brought before the meeting and shall be binding upon the Association unless otherwise provided by these Bylaws.

SECTION 7. Notice of regular meetings of the Executive Committee, including an agenda, shall be distributed to all designated Executive Directors in such a manner as to reasonably enable receipt at least seven (7) days prior to the date and time of the scheduled meeting. Such distribution may be made by mail, e-mail and/or facsimile transmission. All notices of special called meetings shall be mailed, e-mailed, or conveyed by facsimile transmission to all Executive Directors in sufficient time to allow for said members to make plans to attend the meeting.

SECTION 8. The minutes of each meeting shall be prepared and distributed to the Directors in a timely fashion, usually within fourteen (14) days of the meeting. The minutes of the meeting of the Executive Committee and any corrections thereto which have been duly adopted shall be signed by the President and the Secretary. All minutes of the Association and other supporting documents shall be maintained by the Secretary.

SECTION 9 8. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Executive Committee may exercise all such powers of the Association and perform all other lawful actions and activities as may be delegated to it by the Board of Directors of the Association.

SECTION 10 9. The Executive Committee may authorize the appointment of ad hoc and standing committees and task forces by the President, or by one or more of its Officers, and may empower such committees and task forces to perform such tasks as shall be deemed desirable by the Executive Committee.

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ARTICLE VIII.

STAFF MEMBER ASSOCIATIONS

SECTION 1. The Executive Committee is hereby authorized to create certain RC staff member associations for the purpose of advancing the efforts and activities of the Association. Prior to organizing such staff entities, the function (s) of each such staff member association shall be authorized by the Executive Committee.

SECTION 2. Staff member associations may be created for the following purposes:

- (A) To advance the objectives and purposes of the Association;
- (B) To promote the professional and educational development of the RC staffs;
- (C) To improve communication among RC staff members;
- (D) To improve communication and coordination with local, state and federal agencies;
- (E) To advise the Executive Committee and, as appropriate, the Association membership on matters of program operation and/or policy; and/or
- (F) To conduct other similar activities as specifically authorized by the Executive Committee of the Association.

ARTICLE IX.

OFFICERS

SECTION 1. The officers of the Association shall be a Chairman, Vice-Chairman, President, Vice-President, Secretary and the Immediate Past President, all of whom shall be Directors of the Association. The officers of the Association shall hold offices for a period of two (2) years or until their successors are duly elected. All officers may succeed themselves for a second term of office in their designated position but may not hold the same office for a third consecutive term. The Chairman and Vice-Chairman of the Association shall be elected by the Board of Directors in odd numbered years. The President, Vice-President and Secretary shall be elected by the Executive Committee in even numbered years. The terms of the elected officers shall be effective on January 1 following the elections held at the annual Association Conference Board meeting. Any officer elected or appointed by the Board of Directors or the Executive Committee may resign at any time prior to the expiration of his/her term of office or may be removed for cause, as necessary, by an affirmative vote of a majority of the Directors of the appropriate body.

SECTION 2. The duties and responsibilities of the officers shall be as follows:

- (A) The Chairman shall preside at all meetings of the Board of Directors and shall see that all policies, orders and resolutions of the Board of Directors are carried out;
- (B) The President shall preside at all meetings of the Executive Committee and shall see that all policies, orders and resolutions of the Executive Committee are carried out and shall, on behalf of the Chairman, ensure that all policies, orders and resolutions of the Board of Directors are carried out;
- (C) The RC office location of the President shall serve as the official headquarters location of the Association;
- (D) Either the Chairman or the President may execute contracts on behalf of the Association, provided that such contracts have been approved by either the Executive Committee or the Board of Directors. Such approved contracts shall bear the signature of the Chairman of the Association and/or the President of the Executive Committee or their individual designee who shall be a member of the Association's Board of Directors or the Executive Committee;
- (E) In the event of absence or disability of the Chairman, the Vice-Chairman shall perform the duties and exercise the powers of the Chairman;
- (F) In the event of absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President;
- (G) The Secretary of the Association shall attend all meetings of the Board of Directors and the Executive Committee. The Secretary shall be responsible for recording and maintaining minutes of all meetings of the Board of Directors and the Executive Committee. The Secretary may perform other duties as may be prescribed by the Board of Directors or the Executive Committee. In the event of the necessary absence or disability of the Secretary, the President may delegate the duties of Secretary to a qualified individual from within the membership of the Association;
- (H) The Vice President shall function as the Fiscal Agent of the Association and shall attend all meetings of the Board of Directors and the Executive Committee. The day to day activities of the Fiscal Agent of the Association shall be assigned to a specific RC on a periodic basis as approved by the Board of Directors. The designated RC shall: (a) have custody of all Association funds and securities; (b) keep a full and accurate account of all revenues and disbursements in ledgers belonging to the Association; and, (c) deposit all monies and other valuable effects in the name of the Association in such depositories as may be designated by the Board of Directors or the

Executive Committee. The Vice President will have oversight responsibilities of the designated RC and will make monthly Treasurer reports available to the Board of Directors and/or the Executive Committee.

ARTICLE X.

NOMINATIONS

SECTION 1. At least one (1) month prior to the annual Association Conference meeting or a meeting at which a special election to fill the unexpired term of an officer is scheduled, the Chairman of the Board of Directors and the President of the Executive Committee shall jointly appoint a Nominating Committee of not less than four (4) representatives, including an equal number of Directors from among the policy officials and designated Executive Directors. The Chairman and President shall further jointly designate the Chairman of the Nominating Committee.

SECTION 2. The Chairman of the Board of Directors and the President of the Executive Committee shall charge the Nominating Committee with the task of recommending a slate of candidates for the office(s) to be included in the scheduled election.

SECTION 3. The Nominating Committee shall report the proposed slate of officer candidates at the meeting held for the scheduled election(s).

ARTICLE XI.

FINANCIAL MATTERS

SECTION 1. The Association's fiscal year shall begin on July 1 and end on June 30.

SECTION 2. An annual budget shall be prepared by the **Vice President** or by a committee appointed by the President of the Executive Committee with appropriate involvement by the Executive Directors. The proposed budget for the fiscal year, including dues, contributions and/or special assessments, if any, shall be submitted for approval by the Board of Directors of the Association.

SECTION 3. All funds belonging to the Association shall be deposited by the **RC designated as** Fiscal Agent into a federally insured financial institution pursuant to the provisions of Article IX, Section 2 (H).

SECTION 4. The Chairman, President, and/or the RC staff designated as Fiscal Agent may sign checks on behalf of the Association. All checks payable i n

amounts of seven thousand five hundred dollars (\$7,500.00) or less shall require one (1) of the aforementioned officer's signature. All checks in excess of the amount of seven thousand five hundred dollars (\$7,500.00) shall require any combination of two (2) of the aforementioned officer's signatures. All persons having access to Association funds shall post a fiduciary bond annually in an amount established by the Association. The anniversary date of the bond shall correspond with the fiscal year of the Association. The bonding cost shall be borne by the Association.

SECTION 5. No part of the net earnings of the Association shall ever inure to the benefit(s) of any private shareholder or individual. The Association shall not participate in, or intervene in any political campaign on behalf of any candidate for public office to include, but not be limited to, publishing or distribution of statements of political support or opposition.

ARTICLE XII

AMENDMENTS

SECTION 1. These Bylaws may be amended, supplemented or superseded only by the affirmative vote of not less than two-thirds (2/3) of the Directors present and voting at any regular or special called meeting of the Association, provided that a majority of the member RCs are present and provided further that notice of any such proposed amendments, supplements, or complete revisions shall be given to all of the members in writing, at least thirty (30) days prior to the meeting at which the same are to be considered.

Chairman

President

Adopted: _____
Date

Attest: _____
Secretary

