

# **Georgia Association of Higher Education Retiree Organizations**

## **Preamble**

The Georgia Association of Higher Education Retiree Organizations (hereinafter GA-HERO) is a Georgia network of college-and university-based retiree organizations. GA-HERO fosters the development and sharing of ideas, information, current research, advocacy, and best practices among its Members. Additionally, GA-HERO endeavors to create awareness that campus-based retiree organizations are beneficial to both retirees and the campuses on which they are based.

## **Article 1**

### **Office and Nonprofit Purposes**

#### **Section 1. Principal Office**

The principal office of the GA-HERO is located in Fulton County, State of Georgia. The Board may change the principal office anywhere in the State of Georgia. Other offices can be opened anywhere.

#### **Section 2. IRC Section 501(c)(3) Purposes**

GA-HERO is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code. GA-HERO is incorporated in the State of Georgia and any Georgia law or IRS regulations are superior to the Articles of Incorporation (hereinafter Articles) or Bylaws of GA-HERO.

#### **Section 3. Specific Objectives and Purposes**

As an association of retiree organizations in the State of Georgia, GA-HERO has as its specific objectives and purposes encouraging colleges and universities to create, develop, and support organizations for retired faculty and staff members.

## **Article 2**

### **Members**

**Section 1. Determination and Rights of Members.** GA-HERO shall have four classes of members: Members, Affiliate Members, Sponsoring Members and Honorary Members. Only Members may vote on matters as otherwise provided for in these Bylaws.

1. **Members:** Member status is open to any retiree organization affiliated with an institution of higher education and to individual campus organizations, departments, or other units of a single institution of higher education involved with retirees.

Each Member organization must be a member of the Association of Retirement Organizations in Higher Education (hereinafter AROHE). Each Member organization shall have a single vote. Members shall pay dues as determined by the Board and approved by the Members.

2. **Affiliate Members:** Affiliate Members are non-voting members. Affiliate Memberships are open to any retiree organization affiliated with an institution of higher education and to individual campus organizations, departments, or other units of a single institution of higher education involved with retirees. Affiliate Memberships are available for a maximum of three years. Affiliate Members may pay dues as determined by the Board.

3. **Sponsoring Members:** Sponsoring Members are non-voting. Sponsoring Memberships are available to other organizations and individuals that wish to support GA-HERO. The Board will determine the criteria for Sponsoring Memberships. Sponsoring Members may pay dues as determined by the Board.

4. **Honorary Members:** Honorary Members are non-voting, non-dues paying members. Honorary Memberships may be awarded to acknowledge individuals who have worked to benefit GA-HERO. The Board shall determine the criteria for Honorary Memberships and select them.

## **Section 2. Admission of Members**

Applicants for Membership, Affiliate Membership and Sponsoring Membership shall be admitted to membership by application to the Secretary and approval by the Board.

## **Section 3. Fees and Dues**

The annual dues shall be proposed by the Board and voted on by the membership to be paid no later than the end of the fiscal year. The fiscal year begins July 1 and ends June 30 of the next calendar year.

# **Article 3 Meetings of Members**

## **Section 1. Regular Meetings**

A regular meeting of Members shall be held annually at a time and location set by the Board.

## **Section 2. Special Meetings of Members**

Special meetings of the Members may be called by the President or a simple majority of the Board or by a written petition of 40% of the Members.

## **Section 3. Quorum**

A quorum will be 50% plus one of all the voting Representatives.

## **Section 4. Voting Rights**

Each Member will designate a voting Representative to cast the one vote allotted to a Member.

# **Article 4 The Board of Directors**

### **Section 1. Number**

GA-HERO shall be governed by a Board of Directors. The number of Directors shall be determined by the Board and approved by the Members, but the Board may have no more than fifteen Directors. Collectively the Board of Directors is called the Board.

### **Section 2. Quorum**

A quorum of the Board will be 50% plus one of all Directors.

### **Section 3. Powers**

The activities and operations of GA-HERO shall be conducted, and all corporate powers shall be exercised, by the Board.

### **Section 4. Election and Term of Office**

Directors shall be elected by the Members and hold office for a term of two years. Terms will be staggered on a basis to be determined by the Board. Terms will begin at the start of the fiscal year. Directors may be reelected.

### **Section 5. Nomination and Election of Directors and Officers**

The Board shall annually provide the Members a slate of Directors and Officers including options for write-in candidates. Voting may be conducted in person, telephonically, or by other electronic means such as Skype or Face Time, so long as all applicable Bylaw provisions are observed.

### **Section 6. Vacancies**

Any vacancy shall be filled upon a motion by the Chair approved by the Board and approved by the Members at the next meeting of the Members.

### **Section 7. Regular Meetings**

A Board Meeting shall be held at least annually at a time and a place designated by the Board.

### **Section 8. Special Meetings**

Special meetings of the Board may be called by the Chair or by 50% plus one of all the Directors.

### **Section 9. Conduct of Meetings**

Meetings of the Board shall be presided over by the Chair, or in his or her absence by the Vice-President, or in their absence by any Director chosen by the Board. Meetings may be conducted in person, telephonically, or by other electronic means such as Skype or Face Time, so long as quorum requirements and all applicable Bylaw provisions are observed.

### **Section 10. Robert's Rules of Order**

Unless otherwise provided for in these Bylaws, all meetings of GA-HERO shall be conducted according to the requirements of the current edition of Robert's Rules of Order.

## **Article 5**

### **Officers**

### **Section 1. Designation of Officers**

The officers of GA-HERO shall be a President, a Vice-President, a Secretary and a Treasurer. Other offices may be created, such as vice-presidents with designated sub-area responsibility, assistant secretaries, or assistant treasurers, with such titles and responsibilities as may be determined by the Board.

### **Section 2. Election and Term of Office**

Officers shall be elected by the Members and hold office for a term of one year, which may be renewed.

### **Section 3. Duties of the President**

The President shall be the Chief Executive Officer of GA-HERO. The President shall supervise and control the affairs of GA-HERO and take care that duties imposed by the Bylaws on others are performed properly.

The President shall be the Chair of the Board and preside at all meetings of the Board and at all meetings of the Members.

It shall be the duty of the President to

1. Appoint all agents, and employees of GA-HERO and notify the Board within seven days, and
2. Supervise all officers, agents, and employees of GA-HERO to assure that their duties are performed properly.

### **Section 4. Powers and Duties of the Vice-President**

In the absence of the President, the Vice-President shall have all of the powers conferred by the Bylaws on the President and shall assume the duties imposed by the Bylaws on the President.

### **Section 5. Duties of the Secretary**

The Secretary shall:

1. Receive all applications for all membership in GA-HERO and refer them to the Board for further action;
2. Keep the membership book containing the name and address of Members;
3. Issue a notice 45 days in advance of any meeting by mail, telephone, facsimile transmission, electronic mail, surface mail or other similar means of communication;
4. Certify and keep the Articles, the Bylaws, and a Book of Minutes of meetings of the Board and Members;
5. Be custodian of the records and of the seal of and affix the seal, as directed by the Board;
6. Make available to any Director or Member the membership book of GA-HERO upon request;
7. Provide notice of any meeting of Members. Provide notice of any election of Officers or Directors including the names and qualifications of nominees or candidates. Notifications of any kind may be given in person, telephonically, or by other electronic means such as Skype or Face Time, so long as all applicable Bylaw provisions are observed; and
8. Perform all other duties incident to the office of Secretary as assigned by the Board.

## **Section 6. Duties of the Treasurer**

The Treasurer shall:

1. Be responsible for all funds and securities of GA-HERO;
2. Exhibit at all reasonable times the books of account and financial records of GA-HERO to any Director or Member upon request.
3. Render to the President and Directors an account of the transactions and of the financial condition of GA-HERO in a timely way; and
4. Be responsible for filing any required government or regulatory reports.

The Treasurer shall insure that all assets of GA-HERO are deposited with Government-insured banks. Banks for the deposit of GA-HERO funds shall be approved by the Board.

All checks drawn on GA-HERO accounts will be signed by either the Treasurer or the President.

## **Article 6 Committees**

### **Section 1. Executive Committee**

The Board will create an Executive Committee. The Executive Committee shall consist of the President, the Vice-President, the immediate Past President, the Secretary, and the Treasurer. The Board may delegate any powers and duties assigned to the Board to the Executive Committee.

### **Section 2. Other committees**

The Board may create other committees as it determines are required.

## **Article 7 Nonliability of Directors, Officers and Members**

### **Section 1. Liability**

The Directors, Officers, and Members shall not be personally liable for the debts, liabilities, or other obligations of GA-HERO provided they are performing acts approved by the Board.

### **Section 2. Indemnification by Corporation of Directors and Members**

The Directors, Officers, and Members of GA-HERO shall be indemnified to the fullest extent permissible under the laws of this state.

## **Article 8 Amendment of Bylaws**

These Bylaws may be amended by the Board with the approval of a majority of the membership. Any proposal to amend the Bylaws must be issued to the Members 45 days in advance of the meeting at which it is voted on, by mail, telephone, facsimile transmission, electronic mail, surface mail, or similar means of communication. Notice of any actual amendment of the Bylaws must be given to the Members within seven days.

### **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of, and we consent to, and hereby do adopt, the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of GA-HERO.

Dated: \_\_\_\_\_

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