GEORGIA COUNTY CLERKS ASSOCIATION, INC.
BYLAWS

ARTICLE I: PURPOSE

The Georgia County Clerks Association, Inc. ("GCCA") is a non-profit professional organization whose purpose is to educate the County Clerks of Georgia by offering professional development opportunities; promote a better understanding of the functions and responsibilities of the County Clerk's office; assemble and disseminate information to improve the procedures and professionalism of County Clerks; promote cooperation through the exchange of ideas, information and experiences; sponsor, support or oppose legislation of importance to County Clerks; and advance the Clerk profession by collaborating with affiliated organizations whenever appropriate or necessary.

A specific purpose of the GCCA is to actively support the Municipal and County Clerk Certification Program jointly sponsored by the Association County Commissioners of Georgia, Georgia County Clerks Association, Georgia Municipal Association, Georgia Municipal Clerks and Finance Officers Association and the Carl Vinson Institute of Government, University of Georgia.

ARTICLE II: MEMBERSHIP

Section 2.1 – Each County Clerk in the State of Georgia, together with any other professionals that carry out the role of a County Clerk in her/his absence, is eligible for regular membership in the GCCA.

Section 2.2 – Honorary membership shall be granted only by recommendation of the Membership Committee and approved by majority vote of the members. Honorary members shall be exempt from payment of dues. Honorary members shall have no voting rights. All past presidents of the GCCA will become honorary members of the Association upon his or her retirement.

Section 2.3 – The GCCA welcomes other professionals for membership, subject to approval by the Membership Committee; however, leadership roles are reserved for those who serve in the official capacity of County Clerk or Deputy Clerk.

ARTICLE III: BOARD OF DIRECTORS

Subject to the delegation of certain authority and responsibility to one or more committees, as provided in Article VI below, all corporate powers of the GCCA conferred by the Articles of Incorporation, these bylaws, the Georgia Nonprofit Corporation Code, or otherwise, shall be exercised by or under the authority of, and the business and affairs of the GCCA shall be managed under the direction of a Board of Directors (the "Board"). By majority vote of the Directors then in office, the Board may adopt such rules and regulations for the conduct of its business, and the business and affairs of the GCCA, as the Board deems advisable.

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Section 3.1 – Definition of Annual Meeting & Business Meeting

The Annual Meeting of the GCCA will be held in conjunction with the Annual Meeting of the Association County Commissioners of Georgia and is herein referred to as "Annual Meeting". The Business Meeting of the GCCA will be held in conjunction with the February Clerks Conference and is hereinafter referred to as "Business Meeting". Should the February Clerks Conference be held during another month, the Business Meeting will be held at the first Clerks Conference of the calendar year and prior to the Annual Meeting.

Section 3.2 - Director Positions

The Board shall consist of eight (8) Directors, which shall hereinafter be referred to as Chairman, President, Vice President, Treasurer, Secretary, Director A, Director B and Director C.

a. The President, Vice President, Secretary, and Treasurer Director positions shall coincide with the President, Vice President, Secretary, and Treasurer Officer positions of the Association. Installation of the Board of Directors shall be at the Annual Meeting of the Membership. The newly elected Board of Directors will meet immediately following the Annual Meeting at which time Officers elected by the Membership will be affirmed by the Board.
b. The Chairman of the Board of Directors shall be the immediate past President of the GCCA.
c. The President, Vice President, Secretary, Treasurer, and Chairman shall be elected for two-year terms.
d. Director A, Director B and Director C shall be appointed by the President of the Association and affirmed to a one-year term at, or immediately after the Annual Meeting at the Board of Directors Meeting, by the most recently elected President.

Each Director so elected shall take office as of the close of the Annual Meeting at which such Director is installed and shall continue in office until such Director's successor has been elected and qualified or until such Director's earlier death, resignation, retirement, disqualification, or removal. There shall be no limitation on the number of successive terms of office for which Directors A, B, and C may serve. An incumbent Director's term of office shall not be shortened by a decrease in the number of Directors or a shortening of the term of office for Directors.

Section 3.3 - Annual Meeting of the Board of Directors

The Annual Board of Directors Meeting shall be held without notice immediately following the Annual Meeting of the GCCA, on the same date and at the same place as said Annual Meeting of the GCCA, at which time Officers shall be affirmed by the Board. The Board may hold additional meetings without notice and as needed in person or via conference call.

The Board shall be responsible for completing arrangements for the Annual Meeting, selecting matters to be placed on the agenda, securing speakers, inviting guests, and passing on matters that might be brought to the membership's attention for immediate action.

Section 3.4 - Special Meeting
Special meetings of the Board may be called at any time by the President or the Chairman, or by any two (2) or more Directors. Notice of any Special Meeting of the Board shall be given to each Director personally or by mail or email addressed to him/her at the last known address, at least two (2) days prior to the meeting. Such notice may be waived in writing, either before or after the meeting; and the attendance of a Director at any Special Meeting shall of itself constitute a waiver of notice of such meeting and of any and all objections to the place or time of the meeting, or to the manner in which it has been called or convened, except where a Director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

Board Members may participate in a special meeting by means of conference telephone or similar communications equipment in which all persons participating in the meeting can hear the others, and participation in such a meeting shall constitute presence in person at such meeting.

Section 3.5 - Written Consent to Action
Any action required by law or permitted to be taken at any meeting of the Board may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by all the Directors. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors and shall be filed with the Secretary and recorded in the Minute Book of the GCCA.

Section 3.6 - Voting by Directors
The presence of five (5) Directors is required to constitute a quorum at any meeting of the Board. Any Director(s) may participate in a meeting of the Board by means of conference telephone or similar communications equipment in which all persons participating in the meeting can hear the others, and participation in such a meeting pursuant to this Section shall constitute presence in person at such meeting. At all meetings of the Board, each Director shall have one (1) vote and, except as otherwise provided herein or provided by law, all matters passed on by the Board must be agreed upon by a two-thirds (2/3) majority of the Directors present.

ARTICLE IV: OFFICERS

Section 4.1 – Each Officer affirmed at the Annual Meeting shall begin his or her term in April of the same year to coincide with the officer year of the Association County Commissioners of Georgia. Officers shall serve a two-year term and until their successors are elected and affirmed at an Annual Meeting (or until their earlier death, resignation or removal). The GCCA shall, at a minimum, have a President, Vice President, Secretary, and Treasurer.

PRESIDENT

a. Shall be authorized to act on behalf of the GCCA, as spokesperson or otherwise, in instances where any two (2) of the Chairman, the Vice President and the Secretary have determined that there is not time to call a meeting of the Board;

b. Shall serve a two-year term and may not serve consecutive terms, but will be eligible for any other elected or appointed office;
c. Shall have the authority to appoint members to committees (with the exception of the Nominating Committee);
d. In the absence of the Treasurer, the President shall be given the authority to serve as Treasurer by the Board of Directors;
e. Shall have the authority to appoint Directors A, B, and C to the Board of Directors.
f. The President may attend the International Institute of Municipal Clerks (IIMC) Annual Meeting. If the President is not able to attend, he or she may request either the President-elect or Vice President attend. Conference and travel expenses not paid by the attendee's county will be paid by the GCCA. The office of President shall be affirmed at the Annual Meeting of the Board. The Board must first consider and either formally approve or reject as a candidate for the office of President the member of the Board that has the longest outstanding term;
g. The President shall notify the Boards of Commissioners of the respective counties of each Director regarding his or her appointment to the Board.

CHAIRMAN OF THE BOARD OF DIRECTORS

a. Shall preside over all meetings of the Board of Directors;
b. Shall serve for a two-year term and may not serve consecutive terms, but will be eligible for any other elected or appointed office;
c. The office of Chairman shall be affirmed at the Annual Meeting of the Board.

VICE PRESIDENT

a. The Vice President shall be authorized to act in all instances and with equal power as the President when the President is not present at meetings or is otherwise unable to attend to official duties;
b. Shall serve as Chairman of the Budget Committee;
c. The office of Vice President shall be affirmed at the Annual Meeting of the Board.

SECRETARY

a. Shall record the Minutes and keep the Agenda of all meetings of the GCCA;
b. Shall give a reading of all unapproved Minutes from past meetings;
c. Shall be empowered to act on all correspondence of the GCCA, except in those cases requiring special attention of the President or a Committee Chairman;
d. Shall notify the membership at least two (2) weeks in advance of all meetings;
e. Shall prepare and distribute to the membership correspondence from the President and Committee Chairs;
f. Shall serve as Chairman of the Education Committee;
g. The outgoing Secretary shall deliver to the incoming Secretary all related materials to said officer no later than June 1;
h. The office of Secretary shall be affirmed at the Annual Meeting of the Board.

TREASURER

a. Shall be the keeper of all funds of the GCCA and shall be empowered to draw on these funds by checks signed by the Treasurer for such purchases as stationery, printing, postage, conference supplies, and member awards. Any other distributions of funds shall be made only pursuant to authority expressly delegated by the Board;
b. Shall be authorized to collect and keep account of all membership dues or funds otherwise received;
c. Shall give an Annual Statement regarding the financial condition of the GCCA;
d. Shall, in cooperation with the Membership Committee, update the County Clerks Directory as needed;
e. Shall serve as Chairman of the Membership Committee;
f. The outgoing Treasurer shall deliver to the incoming Treasurer all related material to said officer no later than June 1;
g. A minimum amount of five thousand dollars ($5,000.00.00) shall be retained in an interest-bearing checking account and the balance of funds shall be placed in a Certificate of Deposit or Savings account;
h. The office of Treasurer shall be affirmed at the Annual Meeting of the Board.

Section 4.2 - Nomination and Election of Officers. At the Business Meeting of the GCCA, the Nominating Committee shall put forth a single nominee for each of the applicable offices. Immediately thereafter, the floor shall be opened to allow nominations of additional candidates for such offices by the membership. A nomination from the floor by a Member shall be deemed accepted once approved ("seconded") by any other Member. Each Member shall be entitled to cast one (1) vote with respect to each applicable office. With respect to each applicable seat, the nominee(s) receiving the highest number of votes shall take office at the close of the Annual Meeting.

Section 4.3 - Resignation of Officer Any Officer may resign at any time by written notice to the President or Secretary. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then upon receipt. A resignation need not be accepted to be effective.

Section 4.4 - Removal of Officer

Any Officer may be removed with or without cause at any regularly scheduled or special meeting of the Association by the affirmative majority vote of the Association membership, provided that, in the case of a special meeting, notice of the intent of effectuating such removal(s) shall have been given in the notice calling such meeting.

Section 4.5 - Vacancy

Any vacancy in the Association may be filled for the unexpired term at any meeting of the membership by a majority vote. Each Officer so elected shall hold office until the election and qualification of such Officer's successor.

Section 4.6 - Compensation

No Officer of the GCCA shall receive, directly or indirectly, any salary or compensation from the GCCA in any capacity, unless authorized by the concurring vote of majority of the membership.

ARTICLE V: DISTRICT DIRECTORS

Section 5.1 – There shall be twelve (12) District Directors and each shall represent the counties in their region as depicted on the Association of County Commissioners of Georgia (ACCG) District Map.

Section 5.2 - Term
District Directors shall serve a two-year term and may not serve consecutive terms unless no other Members within the district express a desire to be considered for nomination.

Section 5.3 - Nomination and Appointment
At the Business Meeting of the GCCA, the Nominating Committee shall put forth a single nominee for each District Director position. Immediately thereafter, the floor shall be opened to allow nominations of additional candidates for such offices by the membership. A nomination from the floor by a Member shall be deemed accepted once approved ("seconded") by any other Member. Each Member shall be entitled to cast one (1) vote for each district. The nominee(s) for each district that receives the highest number of votes shall take office at the close of the Annual Meeting.

Section 5.4 - Meetings
Each District Director should hold two District Meetings per year inviting the Clerks from their District, as well as the GCCA Board. One of these meetings can be held during the Spring or Fall Clerks Conference or at the ACCG Annual Meeting. These meetings may also be held via teleconference.

ARTICLE VI: GENERAL COMMITTEES

Section 6.1 - Committee Member Designation
The President of the GCCA shall designate members of the Education Committee, Membership Committee, and Recognition/Awards Committee within two (2) weeks following his/her appointment and shall appoint any further Committee members at his/her pleasure. Committee Members must serve in the capacity of Clerk or Deputy Clerk and be a member in good standing of GCCA. Members may participate in a meeting of their respective committee by means of conference telephone or similar communications equipment in which all persons participating in the meeting can hear the others, and participation in such a meeting shall constitute presence in person at such meeting.

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Section 6.2 - Standing Committees

Meetings of the Committees shall be held prior to the first session of the Annual Meeting and Committee reports shall be made by each Committee Chairman at the Annual Meeting. Committees shall be subject to call by their Chairman on matters of extreme importance touching directly on their authority. Site of these meetings shall be designated by the Committee Chair.

EDUCATION COMMITTEE

a. Shall be composed of the Committee Chairman and five (5) additional Members;
b. This Committee shall represent the GCCA on joint GMC/FOA and GCCA Certification Committees to plan certification programs for fall and winter sessions of the County Clerks Certification Program; to continually review the educational needs of County Clerks and provide programs to meet these needs; to insure that the certification programs conform to curriculum standards of the International Institute of Municipal Clerks; and, to recommend personnel qualified for certification. Also, the Committee will plan and arrange for mandated orientation that is required for newly appointed Clerks;
c. Members shall serve for a two-year term, but can be reappointed to serve for consecutive terms.

MEMBERSHIP COMMITTEE

a. Shall be composed of a Committee Chairman and four (4) additional Members;
b. Shall be empowered to act on all matters concerning membership; pass on all requests for membership; and shall seek to maintain one hundred percent (100%) membership among County Clerks and Deputy Clerks in the state;
c. The Membership Committee and the Treasurer shall collectively maintain and update the County Clerks Directory as-needed;
d. Members shall serve for a two-year term, but can be reappointed to serve for consecutive terms.

HOSPITALITY & AWARDS COMMITTEE

a. Shall consist of five (5) members and shall include: the previous "Clerk of the Year" as Chair, the current "Clerk of the Year", and three (3) additional certified Members appointed by the President;
b. Shall follow the guidelines established which read "Clerk of the Year," awarded by the Georgia County Clerks Association, and shall be responsible for the purchase of an appropriate plaque. The "Clerk of the Year" nomination guideline form is hereby made a part of these Bylaws by reference thereto as "Attachment B;"
c. Nomination forms shall be sent to the Chairman of each County's Board of Commissioners as well as the County Administrator/Manager;
d. A Clerk is only eligible to receive the award once;
e. Shall be responsible for recognition/service award for retiring County Clerks that are members of the GCCA for their service to their profession and the GCCA;

f. Members shall serve for a two-year term, but can be reappointed to serve for consecutive terms.

NOMINATING COMMITTEE

a. Shall consist of five (5) members nominated from the floor and voted on by the membership during the Business Meeting;
b. Members shall serve for a two-year term, but can be reappointed to serve for consecutive terms.
c. Members are responsible for selecting committee members to the Benevolent Scholarship, Bylaws, Budget, and Technology committees.

BENEVOLENT SCHOLARSHIP COMMITTEE

a. Committee members shall be appointed by the Nominating Committee;
b. The Committee will be made up as follows: Four (4) Members who have served on the Board, and one (1) Member to be appointed from the general membership;
c. Members shall serve for a two-year term, but can be reappointed to serve for consecutive terms.
d. Members are responsible for selecting recipients of a scholarship to the bi-annual Georgia Clerks Education Institute conferences.

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a. The Committee will consist of three (3) Members appointed by the Nominating Committee and confirmed by the general membership during the Business Meeting;
b. Members shall serve for a two-year term, but can be reappointed to serve for consecutive terms.
c. Members are responsible for revising and updating the GCCA bylaws.

BUDGET COMMITTEE

a. Shall be comprised of the Vice President (Committee Chair), Treasurer, and three additional members to be appointed by the President;
b. Committee Chairman will receive budget requests from Officers, District Directors and Committee Chairs by January 1st of each year;
c. Prior to the Business Meeting of the Membership, the Budget Committee shall prepare a line item budget for the ensuing year. The proposed budget will be submitted in writing to the Board of Directors fifteen (15) days prior to the Business Meeting;
d. Upon approval by the Board of Directors, the proposed budget will be emailed to the membership by the Vice President no less than forty-five (45) days prior to the Annual Meeting.
e. Budget shall be adopted at the Annual Meeting.
f. Members shall serve for a two-year term, but can be reappointed to serve for consecutive terms.

TECHNOLOGY COMMITTEE

a. The Committee is responsible for ensuring the GCCA website represents and supports the association's overall goals and objectives. The Committee collecting, reviewing, and updating the information on the website;
b. The Committee shall consist of three (3) members appointed by the Nominating Committee and confirmed by the general membership during the Business Meeting;
c. Members shall serve for a two-year term, but can be reappointed to serve for consecutive terms.

ARTICLE VII: MEETINGS

Section 7.1 - Annual Meetings
An Annual Meeting of the GCCA shall be held at a place and a date in conjunction with the ACCG Annual Meeting or, if the Membership so desires, this matter can be passed to the Board of Directors.

Section 7.2 - Special Meetings
Any other sessions of the entire membership shall be termed "Special Meetings" and shall be called only by authority of the Board, who, having met in Executive Session, feels that the matters are of extreme importance and should be passed upon immediately to the General Membership.

Section 7.3 - Presiding Officer
The President shall act as Presiding Officer at all meetings of the membership, and in his/her absence, the Vice President shall serve in such capacity. If the named officers are absent from the business session, a Chairman shall be chosen by the membership to conduct the business session.

ARTICLE VIII: DUES

Section 8.1 – Membership dues in the amount of $40.00 per year shall be assessed upon all members of the GCCA. There will be a late fee of $20.00 after the February 1 deadline. Receipts from such assessments shall be turned over to the Treasurer and deposited in any state bank selected by that officer.

Section 8.2 – The Fiscal Year of the GCCA will begin January 1 and end on December 31 of each year. Membership dues will be due prior to February 1.

Section 8.3 – No person shall be a duly authorized member of the Georgia County Clerks Association until dues have been paid for the current year.

Section 8.4 – The membership shall have the authority to raise or lower the amount of dues at its discretion, and such action must be taken at a regular Business Meeting of the GCCA.

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ARTICLE IX: BENEVOLENT SCHOLARSHIP

Section 9.1 – Purpose
It is the policy and desire of the GCCA that every County Clerk and Finance Officer receive training and subsequent certification through the "Georgia Clerks Education Institute Certification Program" sponsored by the Carl Vinson Institute of Government. As members of the Georgia County Clerks Association, we are aware there are Clerks and Finance Officers who are unable to attend this training due to government budget constraints. Therefore, it is the purpose of this policy to:

a. Provide training for those clerks through the "Benevolent Scholarship Fund";
b. Set criteria to qualify for said funds;
c. Establish duties of the Scholarship Committee.

Section 9.2 – Provisions

a. The GCCA will provide two scholarships for registration fees to attend the Clerks Certification Program;
b. A minimum balance of one thousand five hundred dollars ($1500.00) shall be designated within the GCCA's Checking Account for the Scholarship Fund;
c. The scholarships will be used for conference registration/tuition and cannot be used for lodging expenses;
d. Pending availability of funds, the three scholarships shall be awarded annually in accordance with the approved criteria for qualified applicants.

Section 9.3 – Criteria
Clerks desiring to attain certification shall meet the following criteria to be eligible to receive a scholarship for the Clerks Certification Program:

a. Full-time county employee;
b. Member of the Georgia County Clerks Association; dues current;
c. Complete the required application;
d. Attach supporting documentation indicating the need for assistance;
e. Submit a letter from applicant's Board of Commissioners' Chairman or County Manager expressing support of the local governing authority for the applicant to attend said training programs, and affirming that funding is not available for such training through the local government.

ARTICLE X: VACANCIES IN OFFICE

Section 10.1 – A vacancy in any office of the GCCA shall be filled by the Board.

ARTICLE XI: GENERAL

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Section 11.1 – Surplus Funds

Surplus funds at the end of a fiscal year, which will run from one January 1 to December 31, may be applied as the membership sees fit, or may be carried over by the treasurer as a surplus.

Section 11.2 – Voting of the Membership

The membership of the GCCA will be allowed to vote via email on issues involving the GCCA as the Board of Directors deem necessary. In order to nominate and/or vote for director positions at the Business Meeting, the member must be present.

Section 11.3 – Bylaws Amendments

These Bylaws can be amended or changed only by authorization of the membership of the Georgia County Clerks Association by two-thirds of the votes cast or a majority of the voting power, whichever is less. The Bylaws Committee must recommend any proposed amendment to the membership.

Amended February 4, 2019

Lisa A. Ritchie, President
President, Georgia County Clerks Association, Inc.