

Georgia City-County Management Association Bylaws

Revised March 2022
Revised October 2022
Revised October 2023

At its November 6, 2003 General Membership meeting in Marietta, Georgia, the GCCMA adopted new bylaws to govern the Association. They became effective immediately upon passage.

ARTICLE I

Section 1. NAME: The name of this organization shall be the Georgia City-County Management Association.

ARTICLE II

Section 1. PURPOSE: The purposes of this Association are as follows:

- a. To improve the quality of local government in Georgia by supporting and encouraging professional local government management.
- b. To provide professional development programs and publications for local government professionals that improve their skills, increase their knowledge of local government, and strengthen their commitment to the values and ideals of professional management.
- c. To serve as the recognized affiliate organization in the State of Georgia for the International City-County Management Association (ICMA), the leading professional association dedicated to creating and supporting thriving communities throughout the world through leadership, management, innovation and ethics.

ARTICLE III

Section 1. OFFICERS: The officers of the Association shall be a President, Vice President, Secretary-Treasurer, fifteen directors, and one ex-officio officer as follows:

One director-at-large shall be the most immediate and active past president. Fourteen district directors shall be elected from each of the twelve districts which reflect the Regional Commission districts of Georgia. However, Region 3 will be further sub-divided into three districts as follows:

3 East to include Clayton, DeKalb, Henry and Rockdale counties and the municipalities within those counties;

3 North to include Cherokee, Forsyth and Gwinnett counties and the municipalities within those counties and the municipalities located in Fulton County north of the City of Atlanta city limits; and,

3 West to include Cobb, Douglas, Fulton and Fayette counties, the City of Atlanta and the municipalities located in Fulton County south of the City of Atlanta city limits;

The terms of the district directors are staggered, so that seven new directors take office in any given year. As approved by the membership at the Fall 2020 meeting, Districts 2, 4, 6, 7, 8, and 11 will assume/remain in office in the same year with terms expiring on December 31st of odd numbered years. District 3 East, which was established and approved by the membership at the Fall 2023 meeting shall begin a two-year term on January 1, 2024 that will expire on December 31st of subsequent odd number years.

As approved by the membership at the Fall 2020 meeting Districts 1, 5, 9, 10, and 12 will begin/continue their terms in the subsequent year with terms expiring on December 31st of even-numbered years. District 3 will be designated as District 3 West and will remain in office and District 3 North which was established and approved by the membership at the Fall 2023 meeting shall begin a term on January 1, 2024 that will expire on December 31st of subsequent even number years.

One ex-officio officer shall be the President or other officer of the Georgia Association of Regional Commissions and shall be a non-voting officer.

Section 2. DUTIES: The duties of the officers shall be as follows:

- a. President - Assumes duties at the beginning of the calendar year of the term of office.
 - o Preside at all meetings of the Association, its Board of Directors and Executive Committee.
 - o Represent the GCCMA on the GMA and ACCG boards in accordance with the bylaws of those associations. Attend the manager's section meetings for both organizations to represent the GCCMA.
 - o Appoint members to committees, as provided herein, and to other positions as necessary including, but not limited to:
 - ICMA Program Planning representative
 - ICMA, GMA and ACCG ad hoc committees as requested and necessary
 - Unless otherwise specified, shall appoint the Chair of each committee.
 - o Activate a committee every five years comprised of all past presidents that are still active in the Association to review and recommend changes, if necessary, to the GCCMA bylaws
 - o Maintain a checklist of duties and activities to be passed on to the next President
 - o Attend the ICMA Annual meeting
 - o Activate the Nominating Committee as prescribed in Article V, Section I
 - o Set Board of Directors meeting dates for the term of office
 - o Present an annual budget and plans to the Board of Directors to accomplish the objectives of the Association
 - o Perform other duties usually incumbent upon this office
 - o Authorize normal and regular expenditures as required, including those expenditures not previously authorized by the annual Association budget, association management and training agreements, or other contracts, so long as no single non-appropriated amount does not exceed five thousand dollars (\$5,000) and is co-signed by one other member of the Executive Committee or the Association Executive Director. Approval of the expenditure will be communicated to the Board within ten (10) business days.
- b. Vice President - Preside in the absence of the President.
 - o Assume the Presidency in the event the office of the President becomes vacant
 - o Organize and direct educational programs and publications
 - o Chair the Program Planning Committee
 - o Maintain a checklist of duties and activities to be passed on to the next Vice President
 - o Represent the GCCMA on the GMA and ACCG boards in accordance with the bylaws of those associations
 - o Perform other duties usually incumbent upon this office
 - o Authorize normal and regular expenditures as required when the President is unavailable, including those expenditures not previously authorized by the annual Association budget, association management and training agreements, or other contracts, so long as no single non-appropriated amount does not exceed five thousand dollars (\$5,000) and is co-signed by one other member of the Executive Committee or the Association Executive Director. Approval of the expenditure will be communicated to the Board within ten (10) business days.
- c. Secretary-Treasurer - Ensure proper accounting for all revenues and expenditures of the Association by reviewing quarterly financial reports submitted by the Association Business Manager.
 - o Prepare and maintain minutes of all meetings of the Association and the Executive Committee
 - o Serve as Chair of the Conference Site Selection Committee.
 - o Serve as Vice Chair of the Program Planning Committee

- Review the work of any contracted entities, with the assistance the Executive Director
 - Assure that the annual financial audit is conducted in a timely manner
 - Make an annual report to the Association of its financial condition
 - Organize and direct membership recruitment and retention programs
 - Maintain, with the assistance of the Association Business Manager, an electronic membership directory
 - Coordinate the hospitality room for the Fall and Spring meetings
 - Maintain a checklist of duties and activities to be passed on to the next Secretary-Treasurer
 - Perform other duties usually incumbent upon this office
- d. Director-at-large.
- Advise the Board of Directors on matters relating to the Association
 - Chair the Nominating Committee
 - Chair the Bylaws Committee
 - Perform other duties directed by the President, Board of Directors or Executive Committee.
- e. District Director - Conduct at least one meeting annually of Association members residing within the district for which the Director is responsible.
- Upon appointment, contact every district member.
 - Communicate the interests and concerns of the members to the Board of Directors
 - Encourage members and prospective members to attend Fall and Spring meetings sixty days prior to each meeting
 - Review district membership and identify potential members within the district
 - Provide membership applications to prospective members
 - Perform other duties directed by the President or Board of Directors.
- f. Ex-Officio Officer.
- Provide support and input to the Board of Directors on matters affecting local government
 - Act as a resource

Section 3. QUALIFICATIONS FOR OFFICE AND TERMS: The officers shall be full members of the Association for at least two years prior to the date of their election, and the President, Vice President, and Secretary-Treasurer shall be members of ICMA.

The terms of office shall be for two years or until their successors are elected and qualified. Officers must continuously maintain their eligibility for election during the terms of their service in their respective offices. An officer whose status changes during his/her term of service in office in such a manner as to make him/her ineligible for election to said office shall be considered to have vacated his/her office as of the date that such status change occurs.

Incumbent district directors are subject to subsequent application/nomination process, not just for available vacancies

Notwithstanding the provisions stated in the paragraph above, any officer that is in transition may complete his/her term in office, provided they are actively pursuing employment with a local government in the state of Georgia and were not terminated at their previous position for cause. Officers in transition must communicate in writing to the highest-ranking officer not in transition of their intent and efforts to obtain employment in the state of Georgia if they desire to maintain their office in GCCMA.

Board members are expected to attend a minimum of 50% of the board meetings held in any given year, plus one GCCMA conference. The Board will keep attendance records and address any member not meeting this minimum threshold at their discretion.

In case of a vacancy in a District Director's office, the President shall make a nomination to fill the unexpired term for approved by the Board of Directors.

In case of a vacancy on the Executive Committee, the unexpired term shall be filled by the Board from current members of the Board, except for the office of President in which case the Vice-President shall become President and the office of Vice-President in which case the Secretary-Treasurer shall become the Vice-President

Historically, GCCMA has alternated nominating a city or county representative with each election of the Secretary-Treasurer; however, the Nominating Committee ultimately must act in the best interest of GCCMA when selecting a nominee for the office.

ARTICLE IV

Section 1. BOARD OF DIRECTORS: The Board of Directors shall consist of the officers of the Association as defined in Article III, Section 1. In addition to carrying out the duties assigned elsewhere in the Bylaws, the Board of Directors shall be responsible for overseeing the general operation of the Association to ensure the purposes of the Association are fulfilled. The Board of Directors shall recommend to the Association contract(s) for the management of the Association's business, training, conferences and general administration, and may entrust to the so named Executive Director the keeping of all funds, records, and property of the Association. The Board will meet on a monthly basis, or as called/canceled by the President.

Section 2. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the President, Vice-President, Secretary-Treasurer and Director-at-Large. The Executive Committee shall be convened on an ad hoc basis between meetings of the Board of Directors or full membership to consider matters of an emergency nature, or on which some action is required prior to the next Board of Directors or business or general membership meeting. Executive Committee meetings will be called at the discretion of the President or Acting President and may include other District Directors, in person or by conference call, and a quorum of three (3) shall be required for meetings of the Executive Committee.

The Executive Committee shall be responsible for oversight and subsequent recommendations regarding the hiring, firing, and evaluation of appointed staff, consultants, or interim officials. The Board of Directors shall be final decision maker for hiring and firing of appointed staff, consultants, or interim officials.

Section 3. AD HOC COMMITTEES: In addition to the committees named in this article, the President shall appoint such ad hoc committees as he/she may deem necessary for the operation of the Association.

Section 4. PROGRAM PLANNING COMMITTEE: The Program Planning Committee shall be comprised of thirteen (13) members: the Association Vice-President who shall serve as committee chair, the Association Secretary-Treasurer who shall serve as committee vice-chair, and the Association President shall appoint the remaining eleven members to fill these positions and shall also fill vacancies which occur on the Program Planning Committee due to resignation, death, termination of Association membership, or other inability to serve. Members shall serve terms of three (3) years each with terms staggered with the terms of three of the committee members expiring on December 31 of every year. Staff representatives from GCCMA, GMA, ACCG and CVIOG will be non-voting ex-officio members of the Program Planning Committee, and not counted as members for purpose of appointment or quorum determination. The Program Planning Committee shall be responsible for planning the Spring and Fall conferences for the calendar year following their appointment.

Section 5. SCHOLARSHIP COMMITTEE: The President shall appoint five (5) members to the Scholarship Committee for one-year terms in beginning at the start of each calendar year as specified in Article III, Section 2, paragraph (a). Scholarship Committee members may be reappointed. The Scholarship Committee shall submit to the Board for approval an annual plan of work.

Section 6. CONFERENCE SITE SELECTION COMMITTEE: There shall be fifteen (15) members on the Conference Site Selection Committee. The Secretary-Treasurer shall serve as the Chair of the committee and the President shall appoint one (1) member from each of the fourteen (14) districts as specified in Article III, Section 2, paragraph (a). When activated by the President, the Committee shall announce their solicitation for host communities at the Spring meeting. The solicitation shall include a reasonable deadline for submittal. The Committee shall schedule site visits to selected communities within a reasonable time frame, if deemed necessary. A recommendation shall be made by the Committee to the GCCMA membership at the Fall meeting. At a minimum, the recommendation shall specify where the Fall meeting should be held the following year but may also include future years to meet the logistical needs of the Association.

Section 7. BYLAWS COMMITTEE: All the active Past Presidents of GCCMA shall be members of the Bylaws Committee. The Committee shall be activated every five (5) years as specified in Article III, Section 2, paragraph (a) or convene as needed through a vote of the GCCMA Board. Commencing in 2008, and every five (5) years thereafter, the Chair of the Committee shall be the most immediate and active Past President of GCCMA. The Committee shall review and make recommendations concerning amendments to the bylaws if deemed appropriate. The Chair of the Committee shall coordinate the review and formulation of the recommendations. Any recommendations of the Committee concerning amendments to the bylaws shall be made at a business meeting or a general membership meeting.

ARTICLE V

Section 1. NOMINATIONS: A Nominating Committee shall be activated by the President to nominate officers of the Association. This committee shall have three members, these being the three most recent and active Past Presidents. Not later than 90 days prior to the Fall business meeting, the Nominating Committee will openly solicit interest from the membership in any vacant positions and receive such responses. The Nominating Committee shall report by mail or electronic means the members of its slate of officers not later than 30 days prior to the annual meeting. Nominations from the floor by the membership will be accepted.

Section 2. ELECTION: Officers shall be elected at the Fall business meeting by receiving a majority of vote of the members present plus any absentee ballots. A voting member may receive an absentee ballot by requesting such ballot from the Secretary-Treasurer at least twenty-four hours in advance of the vote. Absentee ballots must be returned to the Secretary-Treasurer prior to the poll of the membership at the Fall business meeting in order to be counted.

ARTICLE VI

Section 1. MEMBERSHIP CATEGORIES: The members of this Association shall be designated as Full, Affiliate, Corporate, Student, Honorary, Member-in-Transition or Retired as defined below. Only Full Members shall be eligible to vote and hold office. All members except Honorary shall pay annual dues as established by the Board of Directors. All members except Affiliate, Corporate and Honorary shall be residents of the State of Georgia. In the definitions below, the term "local government" includes cities, counties, and councils of governments.

- a. Full Member: any person occupying a position as administrative head of a local government recognized by ICMA as a "Council Manager Position" or "General Management Position;" any person occupying a position as administrative head of a local government that is eligible for recognition by ICMA as a "Council Manager Position" or "General Management Position," and, any person who is a deputy or assistant

city/county manager/administrator reporting to the administrative head of a local government that is eligible for recognition by ICMA as a "Council Manager Position" or "General Management Position."

- b. **Affiliate Member:** Any person employed in an administrative position by a local government that is not included in the definition of a Full Member or an association of local governments, persons employed by the State of Georgia, the United States Government or any agency thereof; any person whose principal occupation is the teaching of public administration or closely allied subjects.
- c. **Corporate Partner:** Any person or company seeking or engaged in a business relationship with a local government. Unlike other membership categories, this membership is in the company name and remains with the company, not the individual. This is a non-voting membership.
- d. **Student Member:** Any full-time student who intends to follow a career in local government or to teach public administration.
- e. **Honorary Member:** The Association may, from time to time upon the recommendation of its Executive Committee elect to bestow membership in the Association to persons who have rendered distinguished service to the profession and to local government and who are neither active nor associate members of the Association. Honorary membership is intended to be highly selective and limited and shall be determined only upon the unanimous consent of the Board of Directors. Honorary members shall be ineligible to vote or to hold office. Honorary Members shall receive complimentary membership.
- f. **Member-In-Transition -** Any person who has been a Full Member of this Association and is in the process of transitioning between local government managerial positions.
- g. **Retired Member --** Any person who has been a Full Member of this Association and has transitioned to a Retired employment status.

Section 2. ELIGIBILITY: Any question of eligibility for membership in the Association shall be resolved by majority vote of the Board of Directors. Membership eligibility decisions of the Board of Directors may be appealed to the membership at the annual business meeting.

Section 3. PROFESSIONAL CONDUCT: All members of the GCCMA agree to adhere to the current version of the ICMA Code of Ethics as a condition of membership in GCCMA. The Board of Directors shall act as the committee on professional conduct and shall establish procedures for handling of complaints against members, for investigation thereof, and reporting recommendations to ICMA. Actions and/or recommendations of the Board of Directors concerning professional conduct shall be reported to the membership at a general membership meeting.

Section 4. RESIGNATION: Any person may resign as a member of the Association by giving written notice to the Secretary-Treasurer. Officers of the Association must resign from the Association and/or Board of Directors by giving written notice to the President, or the highest active member of the Board of Directors.

ARTICLE VII

Section 1. DUES: From time to time as it deems necessary, the Board of Directors shall recommend a schedule of annual dues for various membership categories. Such schedule of dues shall be effective only upon ratification of those members present and voting at a business meeting.

ARTICLE VIII

Section 1. MEETINGS: Business meetings of the Association shall be held at the Spring Conference and Fall Conference. A general membership meeting may be held annually during the Fall Conference concurrently with the business meeting. Special meetings may be called by the President or by majority vote of the Board of Directors. Members must be notified by mail or email at least twenty-one (21) days prior to such special meetings.

Section 2. FISCAL YEAR: The fiscal year for this Association shall begin January 1st and run through December 31st of the calendar year. The ensuing year's budget should be adopted by the full membership prior to December 31st. This can be accomplished through electronic means.

Section 3. QUORUM - A minimum of seven (7) members of the Board of Directors shall constitute a quorum for Board of Directors meetings. A minimum of thirty (30) Full GCCMA members shall constitute a quorum for a business and/or general membership meeting. Unless expressly provided for in other sections of these bylaws, no business items requiring a vote shall occur unless a quorum is present at the meeting,

ARTICLE IX

Section 1. These bylaws may be amended or repealed by a two-thirds vote of the Full members of the Association who are present and voting at a business or general membership meeting. Five Full members of the Association may petition the Secretary-Treasurer to initiate a Bylaws change. All proposed amendments shall be mailed or emailed by the Secretary-Treasurer to all members no later than thirty (30) days prior to a scheduled business meeting.

All members of the GCCMA agree to adhere to the ICMA Code of Ethics as a condition of membership in GCCMA.

ICMA CODE OF ETHICS

THE PURPOSES of the International City/County Management Association are to enhance the quality of local government and to support and assist professional local administrators in the United States and other countries. To further these objectives, certain principles, as enforced by the Rules of Procedure, shall govern the conduct of every member of the International City/County Management Association, who shall:

1. Be dedicated to the concepts of effective and democratic local government by responsible elected officials and believe that professional general management is essential to the achievement of this objective.
2. Affirm the dignity and worth of the services rendered by government and maintain a constructive, creative, and practical attitude toward local government and a deep sense of social responsibility as a trusted public servant.
3. Be dedicated to the highest ideals of honor and integrity in all public and personal relationships in order that the member may merit the respect and confidence of the elected officials, of other officials and employees, and of the public.
4. Recognize that the chief function of local government at all times is to serve the best interests of all of the people.
5. Submit policy proposals to elected officials, provide them with facts and advice on matters of policy as a basis for making decisions and setting community goals, and uphold and implement local government policies adopted by elected officials.
6. Recognize that elected representatives of the people are entitled to the credit for the establishment of local government policies; responsibility for policy execution rests with the members.
7. Refrain from participation in the election of the members of the employing legislative body, and from all partisan political activities which would impair performance as a professional administrator.
8. Make it a duty continually to improve the member's professional ability and to develop the competence of associates in the use of management techniques.
9. Keep the community informed on local government affairs; encourage communication between the citizens and all local government officers; emphasize friendly and courteous service to the public; and seek to improve the quality and image of public service.
10. Resist any encroachment on professional responsibilities, believing the member should be free to carry out official policies without interference, and handle each problem without discrimination on the basis of principle and justice.
11. Handle all matters of personnel on the basis of merit so that fairness and impartiality govern a member's decisions pertaining to appointments, pay adjustments, promotions, and discipline.
12. Seek no favor; believe that personal aggrandizement or profit secured by confidential information or by misuse of public time is dishonest.