

Georgia Alliance of Preservation Commissions

BYLAWS

I. Name of Organization

The name of this organization shall be the Georgia Alliance of Preservation Commissions, Incorporated (hereafter referred to as the Alliance).

II. Purpose

The Alliance is organized for the following purposes: to provide a forum to promote communication between historic preservation commissions and help coordinate their efforts throughout the state; to promote and support educational activities that enable preservation commissions to more effectively administer local programs and ordinances; to serve as a public information and educational resource for and about matters affecting historic districts and the work of preservation commissions; and to engage in any lawful business or activities for which corporations may be organized under the Georgia Non-profit Corporation Code.

III. Membership

A. Voting Members Any preservation Commissions created by ordinance of local government within the State of Georgia shall be considered a member of the Alliance and shall be entitled to one vote in matters before the membership provided that dues are paid current.

B. Non-Voting Members Non-voting memberships shall be open to other organizations and individuals interested in supporting the purposes of the Alliance.

C. Dues The Board of Directors shall set the dues payable by members and non-voting members annually. The Board may set a reduction in dues for non-voting members, seniors, and students. Dues shall be payable in full no later than June 30 of each year. Any member in default of financial obligations to the Alliance shall have voting privileges suspended. Additional memberships from the same group/community may be purchased at half the current rate.

D. Meetings An annual meeting of the membership shall be held at a location within the state of Georgia at a time and place specified by the Directors and called by the Chair, provided at least two weeks notice is given the membership. Special meetings of the Alliance may be called at any time by the Chair. At least forty-eight hours' notice of the time and place of special meetings shall be given the membership. Meetings may be held in conjunction with the meetings of statewide preservation organizations, associations of local governments or other organizations with similar interests and purposes. A quorum shall consist of 10% of the total number of eligible voting members.

IV. Governing Body

A. Composition The governing body of the Alliance shall consist of a board of Directors composed of fifteen members, one from each of nine districts as delineated on the attached map and six at large from within the State. Every effort shall be made to include a cross section of preservation commissions representing both large and small communities, municipalities and counties, urban and rural, Certified Local Governments and those not yet certified. Members of the Board of Directors and Officers must be current or past members of preservation commissions or serving as staff to a preservation commission. The board shall be responsible for conducting the business of the Alliance between membership meetings and shall report on its actions at each membership meeting.

B. Election Directors shall be elected by voting members at the annual meeting of the Alliance and shall take office immediately upon election.

C. Terms Directors shall serve four-year terms, except that in the original Board, individuals shall be designated by lot to serve two or four years so that terms may be staggered. Directors shall be eligible for re-election.

D. Vacancies Should a Director die, resign, fail to attend three consecutive regular meetings of the membership or Board of Directors (and should there be no adequate excuse for such absence), or move his permanent residence outside of the State of Georgia, the Board shall declare the position vacant and appoint a qualified successor to fill the remainder of that Director's unexpired term. Unless disqualified as provided above, members shall serve until their successors are appointed and qualified.

E. Directors' Meetings The annual meeting of the Board shall be held immediately following the annual membership meeting. Special meetings shall be called by the Chair, provided at least 48 hours' notice is given the Directors. A quorum shall consist of at least seven members or a majority of the currently seated Directors.

F. Action of Directors Without a Meeting. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, or any committee thereof, may be taken without a meeting if written consent setting forth the actions so taken shall be signed by all the members of the Board of Directors, or the committee, as the case may be. Such consent shall be filed with the minutes of the proceeding of the Board, or the committee. Confirmation of such action via electronic communication may constitute written consent.

G. Telephone Conference Meetings. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section G shall constitute presence in person at such meeting.

H. Proxy. Members of the Board of Directors may participate in a meeting of the Board by means of designating another member to serve as a proxy through designation of said proxy in written form prior to or at the meeting. The board shall adopt a standardized form.

I. Ex-Officio Members. The Board of Directors may appoint ex-officio non-voting members of the Board. Ex-Officio members shall include, but shall not be limited to, the founding members of the Alliance and the Historic Preservation Division Certified Local Government Coordinator.

V. Officers

A. Chair The Chair shall preside at all meetings and decide all points of order and procedure, subject to the articles of incorporation, these bylaws, and any rules of procedure or guidelines adopted by the Board of Directors, unless directed otherwise by a majority of the members or Directors in session at the time. The Chair may discuss or vote on any matters before the body.

B. Vice Chair The Vice Chair shall serve as acting Chair in the absence of the Chair, or when that officer shall refrain from participation, and shall have the same powers and duties as the Chair when acting in that capacity.

C. Secretary The Secretary shall make, or cause to be made, a record of each meeting of the membership and Board of Directors to include, at a minimum, resolutions and actions of the body.

D. Treasurer The Treasurer shall be responsible for the maintenance of all financial records of the organizations including receipts and disbursements.

E. Elections Officers shall serve two-year terms and shall be eligible for reelection. The Directors shall elect the officers immediately following the annual membership meeting. If a vacancy should occur in any office, a qualified individual shall be elected by the Directors to serve for the remainder of the unexpired term.

IV. Committees

The Chair shall appoint any committees found necessary to facilitate business of the Alliance and shall be an ex-officio member of all committees. With the concurrence of the Directors, committees may include individuals who are not members of the Alliance.

VII. Staff

The Alliance may employ such staff as it deems necessary for its work and the services it may require.

VIII. Conflict of Interest

No individual shall cast a vote on any issue before the Alliance or its Board of Directors which involves the interests of that individual or an organization in which that individual has an ownership interest or position of control or directly represents. Neither shall an individual cast a vote on any matter which could provide direct financial benefit to that individual. Whenever a conflict of interest situation arises in the conduct of business the following actions shall be taken:

1. The individual shall divulge the existence and reasons for the potential conflict and shall refrain from voting or discussing the matter which gave rise to the conflict of other than answering a direct question.
2. Should the voting membership determine that a conflict of interest does not exist, the nature of the alleged conflict and the reason(s) for determining a conflict did not exist shall be entered into the minutes.

IX. Amendment of Bylaws

The Board of Directors shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws by majority vote of all the Directors. Any bylaws adopted by the Board may be altered, amended or repealed and new bylaws adopted by the majority of the total number of voting membership ballots capable of being cast at an annual or special meeting of the membership, provided that notice of the proposed amendment is sent to the voting members at least two weeks prior to the meeting.

Adopted this 25th day of April, 2009

Presiding

Attest