

**BY-LAWS OF THE BOARD OF HOMELAND SECURITY  
STATE OF GEORGIA**

**ARTICLE I – Office**

The office of the Board shall be at the Georgia Emergency Management and Homeland Security Agency, 935 East United Avenue, Atlanta, Georgia 30316. The mailing address of the Board shall be: P.O. Box 18055, Atlanta, Georgia 30316-0055. Meetings may be held at the office or at such other place as designated by the Chairperson or alternatively, the Vice Chairperson.

**ARTICLE II – Members**

**Section 1. Members.** Shall be as specified in O.C.G.A. § 38-3-41.

**Section 2. Selection of Members-at-Large.** In the event a vacancy occurs and is filled during an unexpired term, the appointment shall be considered for reappointment pursuant to the same procedure, at the expiration of the term. The appointment of new at-large members shall likewise be filled.

**Section 3. Vacancy.** (a) Except for *ex officio* members, a vacancy shall occur and be declared when a member submits his or her resignation in writing to the Secretary, or when a member dies or moves from the State, or when a member becomes disqualified by law, or when a member's term expires. (b) If any member fails to attend three (3) meetings of the Board in a twelve-month period, without good and valid cause or excuse or without leave of absence from the Chairperson or Vice Chairperson, the absent member's Appointing Authority shall be notified by the Board of the unexcused absences.

**Section 4. Voting.** Each member, including the Chairperson, shall be entitled to one vote on each matter submitted to a vote of the members.

**Section 5. Duties and Responsibilities.**

(a) The duties and responsibilities of the Board are as set forth in Georgia law.

(b) The Board recognizes it is beneficial from time to time to observe first hand the programs or capabilities of the agencies that it advises. To that end, the Board may occasionally attend demonstrations of such programs capabilities at or in conjunction with its regular or called meetings.

(c) The Board may only carry out its duties and responsibilities described in Georgia law and herein above, by and through its regular or called meetings (see Article III) or through committees (see Article V).

**ARTICLE III – Meeting of Members**

**Section 1. Regular and Special Meetings.** The Board shall meet four (4) times per year, unless Board business demands more, on dates determined by the Chair and approved by the Board. Notice of the date, time, and place of any meeting shall be given in advance by the Secretary to each member. The Board shall meet in special session whenever called by the Chairperson or by five members. The Board shall meet at least once annually for strategic planning purposes. Meetings may include non-voting advisory professionals deemed by the Chairperson as capable of providing valuable insight on a topic within the purview of the Board.

**Section 2. Place of Meeting.** Meetings shall be held at the office of the Board or at such other place as is designated by the Chairperson or, in the event of a special meeting called by five members, as is designated by the Secretary in the notice.

**Section 3. Quorum.** Nine members shall constitute a quorum for the discharge of any business. When a quorum is present, voting and official business may be conducted via conference call.

**Section 4. Proxies and Mail.** No member may vote by proxy and no member may vote by mail.

#### **ARTICLE IV – Officers**

**Section 1. Officers.** The officers of the Board shall be the Chairperson, who shall be the Governor, the Vice-Chairperson, and Secretary.

**Section 2. Election and Term of Office.** The Chairperson shall hold office while Governor. The Vice-Chairperson and the Secretary shall be elected annually by the Board at its regular meeting in January, or as soon thereafter as convenient. Each officer shall hold office until his or her successor has been duly elected.

**Section 3. Vacancy.** The offices of Vice-Chairperson and Secretary may be vacated by the incumbent's removal by a majority of the Board whenever in its judgement the best interest of the Board would be served thereby, or by death, resignation or disqualification of the incumbent. Any vacancy may be filled by the Board for the unexpired portion of the term.

**Section 4. Chairperson.** The Chairperson shall be the principal officer of the Board and shall in general supervise and control all of its business and affairs. He or she shall preside at all

meetings of the members. He or she may appoint all standing and special committee members and he or she may delegate specific duties to all Board members, except where expressly provided otherwise herein. In general, he or she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board or by law.

**Section 5. Vice-Chairperson.** In the absence of the Chairperson or in the event of his or her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as may be assigned to him or her by the Chairperson or the Board.

**Section 6. Secretary.** In absence of the Chairperson or Vice-Chairperson or in the event of his or her inability or refusal to act, the Secretary shall perform the duties of the Chairperson or Vice-Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Secretary shall perform such other duties as may be assigned to him or her by the Chairperson or by the Board.

The Secretary shall ensure the minutes of the meetings of the Board are kept in accordance with the Georgia Archives State Agency Common Retention Schedules; he or she shall see that all Notices are duly given in conformity with provisions of the By-Laws or as required by law; he or she shall be custodian of Board records, which shall be kept in a location designated by the Secretary.

The Secretary shall keep a register of the addresses, telephone numbers, e-mail addresses, and other methods of contact of each member of the Board, and in general shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her.

**Section 7. Senior Member.** In the absence of the Chairperson, Vice-Chairperson, or Secretary, the Senior Member of the Board of Homeland Security shall perform the duties of the Chairperson, Vice-Chairperson, or Secretary, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Senior Member shall perform such other duties as may be assigned to him or her by the Chairperson or by the Board. The Senior Member shall be the member with the longest total tenure on the Board. If a tie exists with respect to longest total tenure of two (2) or more Board Members, the Chairperson will designate which Senior Member will carry out the duties described in this paragraph.

## **ARTICLE V – Committees**

**Section 1. Standing Committees.** The Board may institute standing committees if the need arises. If created, each committee shall consist of a Committee Chairperson and a minimum of four members, all of whom shall be appointed by the Chairperson of the Board of Homeland Security. The committees shall be responsible for: (1) providing oversight and guidance regarding the respective topic(s) assigned to the committee; and (2) bringing committee recommendations to the Board for discussion and official action. Any responsibilities imposed on standing committees shall in no way deprive the Board or any member from exercising its or his or her full power and authority to participate in the policy-making functions of the Board.

**Section 2. Committee Membership Terms.** Board members appointed to standing committees shall serve for a one-year term, and may be reappointed at the discretion of the Chairperson of the Board.

**Section 3. Special Committees.** The Board may create such special committees as are deemed necessary or desirable. The membership, functions, and duties of each special committee shall be specified by the Chairperson.

**Section 4. Non-Voting Advisory Professionals.** Standing and special committees may include non-voting advisory professionals deemed by the Chairperson as capable of providing valuable insight on a topic within the purview of the Board.

#### **ARTICLE VI – Seal**

The seal of the Georgia Emergency Management and Homeland Security Agency shall be the seal of the Board.

#### **ARTICLE VII – Amendments to By-Laws**

The By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a two-thirds majority of the Board members, at any regular or special meeting, if at least three days written notice is given of intention to alter, amend, or repeal or to adopt new By-Laws at such meeting. The By-Laws, and any change therein, shall be kept by the Secretary at the front of the minute book and shall be available at each meeting.