

BY-LAWS OF THE BOARD OF DIRECTORS OF THE  
GEORGIA EMERGENCY COMMUNICATIONS AUTHORITY

STATE OF GEORGIA

**ARTICLE I – Office**

The office of the Board shall be at the office of the Georgia Emergency Management and Homeland Security Agency, 935 E Confederate Ave SE, Building 2, Atlanta, GA 30316, which shall be the mailing address of the Board. Meetings may be held at the office or at such other place as is designated by the Chairman.

**ARTICLE II – Members**

**Section 1. Members.** Membership on the Board shall be specified in O.C.G.A. § 38-3-182.

**Section 2. Voting.** Each member, including the Chairperson, shall be entitled to one vote on each matter submitted to a vote of the members. When a quorum is present, voting and official business may be conducted via conference call.

**ARTICLE III – Meeting of Members**

**Section 1. Regular and Special Meetings.** The Board shall meet in regular session quarterly or at such times as the Board may deem appropriate. A written notice of the date, time, and place of any meeting shall be given at least three days in advance by the Secretary to each member. The Board shall meet in special session whenever called by the Chairperson or by nine or more members.

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

**Section 3. Quorum.** Nine or more members shall constitute a quorum for the discharge of any business.

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

**Section 5. Appointment and Removal of Administrative Officers.** Any appointments required to be made by the Board shall be by an affirmative vote of a majority of the membership present at a regular or called meeting of the Board.

## **ARTICLE IV – Officers**

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

**Section 2. Election and Term of Office.** The Chairperson, Vice-Chairperson, and the Secretary shall be elected annually by the Board at its regular meeting in August, or as soon thereafter as convenient. Each officer shall hold office until his or her successor is duly elected. Officers may succeed themselves.

**Section 3. Vacancy.** The offices of Chairperson, Vice-Chairperson, and Secretary may be removed 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 generally supervise and control all of its business and affairs. The Chairperson shall preside at all meetings of the members. The Chairperson may appoint all standing and special committee members and the Chairperson may delegate specific duties to all Board members, except where expressly provided otherwise herein. The Chairperson shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board, by executive order, or by law.

**Section 5. Vice-Chairperson.** In the absence of the Chairperson or in the event of the Chairperson's 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 other duties as may be assigned to him or her by the Chairperson or by the Board.

**Section 6. Secretary.** The Secretary shall ensure the minutes of Board meetings are kept in a book provided for that purpose. The Secretary shall see that all Notices are duly given in conformity with the provisions of the By-Laws or as required by law. The Secretary shall be the custodian of the 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 for each member of the Board, and shall perform all duties incident to the office of Secretary and such other duties as may be assigned the Secretary.

## **ARTICLE V – Committees**

**Section 1. Standing Committees.** There shall be standing committees for Training and for Standards. Each committee shall consist of a Chairperson and a minimum of two other members, all of whom shall be appointed by the Board Chairperson. The committees shall be responsible for: (1) providing oversight and guidance to the Authority and Authority's Executive Director with regard to all matters

as provided for by law or by executive order; (2) keeping the Board Chairperson and the Board apprised of the activities of the respective committee; (3) bringing committee recommendations to the Board for discussion and official action. The responsibilities herein 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 a standing committee shall serve for a one-year term, and may be reappointed at the discretion of the Chairperson of the Board. The Chairperson may appoint non-Board members to standing committees in an advisory capacity.

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

#### **ARTICLE VI – Seal**

The Board may have its own seal or use the seal of the Georgia Emergency Communications Authority as 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 there in, shall be kept by the Secretary at the front of the minute book and shall be available at each meeting.