

**BYLAWS**  
**OF**  
**GEORGIA ASSOCIATION OF PUBLIC PLAN TRUSTEES, INC.**

**ORIGINALLY ADOPTED ON NOVEMBER 19, 2009**

**REVISED APRIL 14, 2017 | REVISED JULY 25, 2019 | REVISED JANUARY 28, 2021**  
**REVISED JANUARY 25, 2024 | REVISED OCTOBER 23, 2025**

## Table of Contents

	Page
ARTICLE I NAME.....	1
ARTICLE II GENERAL PROVISIONS.....	1
ARTICLE III MEMBERS .....	2
ARTICLE IV BOARD OF DIRECTORS .....	3
ARTICLE V DUTIES OF OFFICERS & DIRECTORS .....	5
ARTICLE VI OFFICERS & EXECUTIVE DIRECTOR .....	7
ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS.....	8
ARTICLE VIII PROCEDURES: BOARD MINUTES .....	9
ARTICLE IX COMMITTEES .....	10
ARTICLE X ANNUAL MEETING.....	12
ARTICLE XI FISCAL YEAR.....	12
ARTICLE XII CONFLICTS OF INTEREST .....	12
ARTICLE XIII INDEMNIFICATION AND INSURANCE .....	13
ARTICLE XIV AMENDMENTS .....	14

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**ARTICLE I**

**NAME**

The name of the corporation shall be the “Georgia Association of Public Plan Trustees, Inc.”, which shall be established as a non-profit corporation existing under the laws of the state of Georgia, hereinafter referred to as the “Association.”

**ARTICLE II**

**GENERAL PROVISIONS**

The Board of Directors will designate a registered agent and registered office for service of legal process, which designations shall be filed with the Secretary of State. The Board may change these designations at any time. In the event the Board fails to make a designation, or the registered agent resigns without a new designation of a registered agent and office, then the President of the Association shall serve in that capacity until such time as the Board makes some other designation.

The Board may establish one or more offices or facilities for the conduct of business as the Board deems necessary.

## **ARTICLE III**

### **MEMBERS**

#### **Section 1. Composition of Members.**

**1.1. Plan Sponsor Members.** Plan Sponsor Members shall be those currently serving as a director or trustee (regular or “ex officio”) of a board of a public retirement system and employees who support a public retirement system.

**1.2. Emeritus Members.** Emeritus Members shall be those persons who, except for retirement, would qualify as Plan Sponsor Members AND do not have an occupation with an entity that specifically serves the retirement community (such as an investment manager, actuary, consultant, law firm, third-party administrator, etc.). Emeritus Members may also include those who have served as an employee supporting a public retirement system AND do not have an occupation with an entity that specifically serves the retirement community (such as an investment manager, actuary, consultant, law firm, third-party-administrator, etc.).

**1.3. Affiliate Members.** Affiliate Members shall be all other persons who have expressed an interest in the Association and its purposes but who do not fall within the definition of “Plan Sponsor Member” or “Emeritus Member.”

**Section 2. Voting Rights and Eligibility for Office.** Plan Sponsor Members and Emeritus Members in good standing shall be entitled to vote, hold office, and serve on a Committee of the Board. Affiliate Members shall not be eligible to vote but shall appoint one position on the Board of Directors as detailed in Article IX, Section 3.8.1. Affiliate Members shall be eligible to serve on a Committee, including serving as the Chair or Vice Chair of the Committee, unless determined otherwise herein.

**Section 3. Dues.** The Board shall establish and set the dues required for membership.

The annual dues payable to the Association by members will be in such amounts as may be determined from time to time by the Board.

**Section 4.**     **Removal.** A Member may be removed from the Association by a majority vote of the Board of Directors.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

**Section 1.**     **Establishment and function of the Board.** The Association shall be managed by a governing body known as the Board of Directors. The Board of Directors conducts its proceedings as provided in the Articles of Incorporation, these Bylaws, and in accordance with the provisions of the Georgia Nonprofit Corporation Code, O.C.G.A. § 14-3-101, et seq.

**Section 2.**     **Composition of the Board.** The Board shall be composed of no more than nine (9) Directors: four (4) Directors shall be the Officers of the Association, four (4) Directors shall be Directors at Large, and one (1) Director shall be the Chair of the Affiliate Committee.

**Section 3.**     **Qualification.** To be eligible for election to the Board of Directors, a candidate shall be a Plan Sponsor or Emeritus Member of this Association, with the exception of the Affiliate Board Chair, who shall be an Affiliate Member of the Association. The candidate must meet the qualifications stated in the Association's Election Policy to be eligible for election.

**Section 4.**     **Tenure.** A Director of the Board shall serve until the Director's successor is installed. A Director may serve successive terms. Vacancies shall be filled by a Member in good standing, appointed by the other Directors, who shall serve for the balance of the unexpired term.

**Section 5.**     **Elections.** The Association shall conduct annual elections for all offices as described in the Election Policy. The Board of Directors shall be elected by a plurality vote of the

Plan Sponsor Members and Emeritus Members of the Association (such votes considered equally) who participate in the election. The Affiliate Members shall elect the Affiliate Chair in accordance with procedures determined from time to time by the Affiliate Membership.

**5.1. Nominations.** Using electronic mail, the Membership will be requested to forward all suggested nominations to be considered for the slate of the Board of Directors. The Nominating Committee is responsible for reviewing the nominees and selecting the Board of Directors slate of candidates according to the Election Policy.

**5.2. Balloting.** The slate of candidates and ballot instructions shall be distributed to each eligible voter no later than thirty (30) days before the start of the annual conference. Ballots may be cast electronically. Write-in candidates shall be permitted, but they must meet the qualifications listed in the Election Policy.

**5.3. Announcement.** The voting results shall be posted on the Association website before the annual conference.

**Section 6. Resignation.** A Director of the Board may resign from office by giving written notice to the Board. The remaining Directors shall appoint a Member in good standing to fill such vacancy, who shall serve for the balance of the unexpired term.

**Section 7. Removal from Office.** A Director may be removed from their position for any reason specified in the Board of Directors Guidelines by a majority vote of the remaining Directors. The remaining Directors shall appoint a Member in good standing to fill such vacancy, who shall serve for the balance of the unexpired term.

**Section 8. Compensation and Expense Reimbursement.** Directors shall serve without compensation for their time engaged in activities related to the business of the Association, including attendance at regular and called meetings and Committee meetings. Directors may be

reimbursed for reasonable expenses incurred while conducting or engaging in their duties per the Reimbursement Policy.

**Section 9.**     **Voting and Quorum.** Each Director of the Board shall have one (1) vote. Directors shall not cast votes by proxy. Once a quorum is established, all matters put to a vote before the Board shall require the affirmative vote of a majority of Directors unless a greater majority is required by these Bylaws, the Articles of Incorporation, or applicable Georgia law. A Director may participate by video call or by telephone. The participation by a majority of the Directors, whether present in person or virtually, shall constitute a quorum of the Board to conduct business.

## **ARTICLE V**

### **DUTIES OF OFFICERS & DIRECTORS**

**Section 1.**     **President.** The President of the Association shall be the Officer who presides at the meetings of the Board of Directors and of the members. The President will perform all duties incident to such office and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be prescribed from time to time by the Board of Directors.

**Section 2.**     **Vice President.** The Vice President of the Association shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be prescribed from time to time by the Board of Directors.

**Section 3.**     **Secretary.** The Secretary of the Association shall review the transcribed

minutes of the Board of Directors and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be assigned from time to time by the Board of Directors.

**Section 4.**     **Treasurer.** The Treasurer of the Association shall ensure adequate and correct account records of the Association's properties and business transactions are maintained, will render reports and accounting to the Directors and members as required by the Board of Directors or members or by law, and will perform in general all duties incident to the office of Treasurer, and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be assigned from time to time by the Board of Directors.

**Section 5.**     **Delegation of Authority.**

**5.1.**     The President, the Vice President, the Secretary, or the Treasurer may delegate their authority as they deem necessary or convenient to the efficient and effective operation of the Association.

**5.2.**     Such delegation of authority shall be in writing and approved by the President or, in the case of the President's delegation, approved by a Director at Large.

**5.3.**     No such delegation by the Officers shall relieve the Officers of their responsibility to the Association to see that all such delegated authority is performed in accordance with these Bylaws or other directions or actions of the Board. Each Officer shall remain responsible to the Association for the acts of any subordinate to whom such delegation is made.

**Section 6.**     **Borrowing of Money.** No Director, Officer, Executive Director, or employee of the Association shall have the authority to borrow money from the Association, borrow money on behalf of the Association, or commit the Association to any obligation to borrow money.



## **ARTICLE VI**

### **OFFICERS & EXECUTIVE DIRECTOR**

**Section 1.**     **Officers.** The Officers of the Association shall consist of the President, the Vice President, the Secretary, the Treasurer, and such other Officers as may be deemed necessary or desirable by the Board for the efficient conduct of the business and affairs of the Association. The President, the Vice President, the Secretary, and the Treasurer shall be Directors of the Association and shall have voting privileges on matters of Association business that come before the Board.

**Section 2.**     **Qualifications.** A candidate for an Officer shall be a Plan Sponsor or Emeritus member and must meet the qualifications stated in the Association's Election Policy.

**Section 3.**     **Executive Director.** Subject to the control, advice, and consent of the Board of Directors, an Executive Director shall be appointed. As an employee of the Association, the Executive Director's compensation shall be determined by the Board. The Executive Director shall not have voting privileges but shall be considered a Member of the Association. The Executive Director shall perform duties as directed by the Board and as outlined in the Executive Director's job description.

## **ARTICLE VII**

### **MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1.**     **General.** The Board of Directors shall hold at least seven (7) regular meetings during each calendar year and may hold other special meetings as often as it deems appropriate and necessary.

**Section 2. Schedule of Meetings.** The Board of Directors shall establish a fixed meeting schedule.

**Section 3. Called Meetings.** The Board of Directors may hold special meetings when called by the President, the Vice President when acting in the place of the President, or by any four (4) Directors of the Board. Such special meetings may be held as often as deemed appropriate and necessary. The Directors calling the meeting shall set the date and times of such meetings.

**Section 4. Notice of Meetings.**

**4.1.** Generally, at least ten (10) days prior to a regular meeting, the Executive Director shall cause notice of such meeting to be given to all Directors of the Board. Notice shall be given when emailed to the address on file with the Association. The notice shall list the date and time of the meeting and specify the business to be transacted at or the purpose of the meeting.

**4.2.** When a special meeting is set by resolution or when a special meeting not set by resolution is called as provided by these Bylaws, the person or persons calling the same shall request the Executive Director to give fair and reasonable notice by the abovementioned method.

**4.3.** Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of said notice except when a Director attends a meeting for the express and sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**4.4.** At a meeting of the Board, the Board of Directors may consider and act upon any matter and transact any business, whether such matter or business was included within the notice given to the Board.

**Section 5. Written Consent Action by the Board.** Any action required by law or permitted at a meeting of the Board of Directors may be taken without a meeting if a written

consent, setting forth the action so taken, is signed by a majority of the Directors. The consent shall be the equivalent to a vote of the Board during a meeting with a quorum and shall be filed and recorded with the Minutes of the Association. Any Director who did not sign the consent action shall be given notice of the action as soon as practicable but no later than the next meeting of the Board.

## **ARTICLE VIII**

### **PROCEDURES: BOARD MINUTES**

**Section 1.**     **Rules of Order.** Meetings of the Board of Directors shall be conducted informally except for those matters required in accordance with procedural requirements. When circumstances warrant, the most recent edition of Robert's Rules of Order, Newly Revised, shall be followed.

**Section 2.**     **Minutes.** The Executive Director shall be responsible for keeping adequate written Minutes recording the acts and proceedings conducted at the Board of Directors meetings.

**2.1** The Minutes shall be presented to the Board at the next succeeding regularly scheduled Board meeting and, in accordance with any modifications adopted by the Board at such meeting, approved. The official Minutes of the Board meeting shall be those approved by the Board. Such approved Minutes shall be posted on the Association's website within thirty (30) days of approval.

## **ARTICLE IX**

### **COMMITTEES**

**Section 1.**     **Committees.** The Board may establish such Committees as it determines

to be necessary from time to time. Membership on a Committee shall be limited only to Membership in the Association. Any Member, including an Affiliate Member, shall be eligible to serve as the Chair or Vice Chair of the Committee unless determined otherwise herein.

**1.1. Chair and Vice Chair.** Once appointed, the Chair shall recommend the Committee's Vice Chair, subject to the approval of the Board of Directors.

**1.1.1.** The Chair, Vice Chair, or a designee of the Committee shall prepare a condensed Report to the Board of Directors which conveys actions and decisions made by the Committee and shall submit said Report to the Board.

**Section 2. Committee Authority.** Each Committee shall have the power to study, investigate, and recommend to the Board any action that is within the sphere of responsibility of the Committee. If deemed necessary by the Committee, the Chair may establish ad hoc committees with approval from the Board of Directors.

**Section 3. Standing Committees.** The following Standing Committees are established:

**3.1. Rules Committee.** The Rules Committee shall have the primary responsibility of recommending issues of governance for the Board and the Association and for developing, reviewing, and amending the Bylaws. The Vice President of the Association shall serve as the Chair of the Rules Committee.

**3.2. Finance Committee.** The Finance Committee shall keep the financial records of the Association and report the financial condition of the Association to the Board and the Membership. The Treasurer of the Association shall serve as the Chair of the Finance Committee.

**3.3. Program Committee.** The Program Committee shall establish educational and developmental programs for the Membership, including conferences and seminars.

**3.4. Communications Committee.** The Communications Committee shall be responsible for communications with the Membership.

**3.5. Government Affairs Committee.** The Government Affairs Committee shall be responsible for maintaining a liaison with the Georgia General Assembly, staying abreast of legislative issues affecting the Association and the Membership, and informing the Board and the Membership of important legislative and legal developments.

**3.6. Membership Committee.** The Membership Committee shall be responsible for recruiting and retaining Members.

**3.7. Audit Committee.** The Audit Committee shall be responsible for conducting internal Association audits as necessary and reviewing the financial documents of the Association, in accordance with the Internal Audit Policy.

**3.8. Affiliate Committee.** The Affiliate Committee shall be comprised of Affiliate Members of the Association in good standing. The Committee shall support the mission of the Association and its educational initiatives through the input of ideas and commitment of resources.

**3.8.1.** The Chair of the Affiliate Committee shall have a position on the Board of Directors and shall have voting privileges on matters of Association business that come before the Board. In the absence of the Chair, the Vice Chair shall exercise the powers and perform the duties of the Affiliate Committee Chair.

**3.9. Board Development Committee.** The Board Development Committee shall be responsible for developing a concentrated effort toward Board of Directors succession planning and Standing Committee leadership.

**3.10. Marketing Committee.** The Marketing Committee shall be responsible for developing strategies for Board-approved marketing and outreach efforts.

## **ARTICLE X**

### **ANNUAL MEETING**

**Section 1.**     **Installation:** The official installation of the Board of Directors Officers and Directors shall be performed at the Annual Business Meeting.

**Section 2.**     **Annual Business Meeting.** The Association's Annual Business Meeting shall be held during the annual conference. Notice of the time and location of the Annual Business Meeting shall be distributed to the Membership thirty (30) days before the conference start date. This notice may be done electronically.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the Association shall be the calendar year.

## **ARTICLE XII**

### **CONFLICTS OF INTEREST**

**Section 1.**     **Duty to Avoid Conflicts.** The Directors, Officers, Executive Director, or employees of the Association shall avoid conflicts of interest concerning their responsibilities as outlined in the Association's Conflict of Interest Policy.

## **ARTICLE XIII**

### **INDEMNIFICATION AND INSURANCE**

**Section 1.**     **Indemnification.** The Association shall indemnify a Director, Officer, or Executive Director of the Association who is a party to a proceeding (whether a threatened,

pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative or investigative, and whether formal or informal) to the fullest extent possible under the Georgia Nonprofit Corporation Code, provided that the Director, Officer or Executive Director acted in a manner he or she believed in good faith to be in or not opposed to the best interests of the Association and, in the case of any criminal proceeding, the Director, Officer or Executive Director had no reasonable cause to believe his or her conduct was unlawful. In fulfilling this obligation, the Association may advance funds to pay for or reimburse the reasonable expenses, including attorney fees, incurred by a Director, Officer, or Executive Director of the Association in the defense of such action. This shall include, but is not limited to, the mandatory indemnification required O.C.G.A. § 14-3-852. The Association may indemnify each and advance expenses under this Article to an employee or agent of the Association who is not a Director, Officer, or Executive Director to the same extent, consistent with public policy.

**Section 2. Insurance.** To the extent permitted by Georgia law, the Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Executive Director, employee, or agent of the Association or is or was serving at the request of the Association as a Director, Officer, Executive Director, employee, or agent.

## **ARTICLE XIV**

### **AMENDMENTS**

**Section 1. Amendments to Bylaws.** The Board may, from time to time, amend these Bylaws or adopt new Bylaws by a majority vote of the Membership, but no such amendment shall be called for a vote until the expiration of thirty (30) days after the proposed amendment is, in writing and posted on the Association's website, and notified via email to the Membership

(delivery defined in accordance with Article VII, Section 4.1).

**Section 2.**     **Amendments to Articles of Incorporation.** The Board may amend the Articles of Incorporation, but no such amendment to the Articles of Incorporation shall be called for a vote until the expiration of thirty (30) days after the proposed amendment is in writing and posted on the Association's website and notified via email to the Directors of the Board (delivery defined in accordance with Article VII, Section 4.1). An amendment to the Articles of Incorporation requires a two-thirds affirmative vote of the Directors. If adopted, no change shall be effective until it is filed with the Secretary of State as required by law.

**ADOPTED REVISIONS:** *October 23, 2025*

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President  
Georgia Association of Public Plan Trustees, Inc.

**ATTEST:**

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Secretary  
Georgia Association of Public Plan Trustees, Inc.  
(SEAL)



### **SECRETARY’S CERTIFICATE**

I, the undersigned Secretary of the Georgia Association of Public Plan Trustees, Inc., **DO HEREBY CERTIFY** that the foregoing pages represent a copy of the Bylaws duly adopted by Georgia Association of Public Plan Trustees, Inc. at a duly called meeting of the Georgia Association of Public Plan Trustees, Inc., at which a quorum was present and acting throughout and at which a majority of the Directors voted affirmatively to adopt such Bylaws as the Bylaws of the Georgia Association of Public Plan Trustees, Inc.

**I FURTHER CERTIFY** that the foregoing is an accurate, correct, and complete copy of the original, which is in the permanent records of the Georgia Association of Public Plan Trustees, Inc., and which records are in my custody and control.

**I FURTHER CERTIFY** that there have been no amendments or modifications of the Bylaws and that the Bylaws are in full force and effect.

Given under my hand and seal of the Georgia Association of Public Plan Trustees, Inc., this \_\_\_\_ day of \_\_\_\_\_, 2025.

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Secretary  
Georgia Association of Public Plan Trustees, Inc.