



GAPPT Board of Directors Roles and Responsibilities

(Initial Draft: June 13, 2017 – Updated: December 31, 2019)

GAPPT Mission Statement and Association Overview

Mission Statement: “To promote education for Public Pension Trustees in Georgia”

The Georgia Association of Public Pension Trustees is a nonprofit organization formed solely to provide education and development for trustees of Georgia’s public pension plans in the areas of:

- **Fiduciary Responsibility and Liability**
- **Board Governance**
- **Investments**
- **Plan Administration**

The GAPPT was established to offer a forum for the discussion of benefit plan issues; to foster a network for the sharing solutions and resources; and to provide support and information for education, training, advancement and accreditation for public plan trustees and personnel. Individuals elected or appointed to serve on the Board of one of Georgia’s many pension and benefit plans, pension plan administrators, and plan staff members may join the Association. The Association also welcomes affiliates who serve the public plans and trustees of the state of Georgia.

GAPPT Bylaws and Articles of Incorporation

The Articles of Incorporation and a current version of the GAPPT Bylaws are located on the website.

Board of Directors General Oversight

As the highest leadership body of the GAPPT and to satisfy its fiduciary duties, the **Board of Directors** is responsible for:

- Creating and implementing Board procedures;
- Ensuring compliance with the Association’s bylaws;
- Selecting and evaluating the performance of the Executive Director;
- Providing strategic direction, including regular reviews of the Association’s mission, vision and values, and active maintenance and delivery on strategic plans;
- Ensuring strong fiduciary oversight and financial management;
- Approving and monitoring GAPPT educational programs;
- Recruiting and acclimating members of the Board of Directors;
- Approving the appointment of committee chairs;
- Advocating for and promoting the GAPPT; and
- Assessing its own performance as the governing body of the Association.

Each **individual board member** is expected to:

- Know the Association’s mission, policies, programs, and needs;
- Follow the Association’s bylaws, policies, and Board resolutions;
- Read and understand the Association’s financial statements;
- Serve as an advocate and ambassador for the Association and fully engage in identifying and securing the resources and partnerships necessary for the GAPPT to advance its mission; and
- Prepare for, attend, and conscientiously participate in Board meetings.



Board of Directors Fiscal Oversight

The Board of Directors must provide broad fiscal oversight, including the adoption of an annual budget, regular review of revenue, expenses, and the annual audit. Board members are expected to serve in a fiduciary capacity, utilizing their judgment and discretion for the benefit of the GAPPT.

Job Descriptions for Officers

In addition to the responsibilities required of a GAPPT Board member, Officers are expected to fulfill the specific responsibilities of the position held.

(The job descriptions for Officers are derived from the GAPPT bylaws.)

President: The President is expected to provide leadership to and manage the GAPPT Board of Directors, ensuring that the GAPPT Board fulfills its legal and financial obligations, and individual Board members fulfill their responsibilities. The President facilitates communication and decision-making within the Board. Specific responsibilities include, but are not limited to:

- Presiding at all Board of Directors meetings;
- Participating in Board meetings as a voting member;
- Working with the Board of Directors and Executive Director to ensure all orders, resolutions, and other actions are carried into effect;
- Ratifying the establishment of committees and serving as an ex-officio member on all committees;
- Calling special meetings, as necessary;
- Approving Board meeting agendas;
- Assisting Executive Director and Rules Committee in conducting new Board member orientation;
- Overseeing the search for a new Executive Director;
- Coordinating the Executive Director's annual performance evaluation;
- Working with the Board of Directors to recruit new Board members;
- Acting as an alternate spokesperson for the Association; and
- Consulting with Board members on their roles and ensuring their active participation.

Vice President: The Vice President understands the responsibilities of the President and should be able to perform the President's duties in their absence. Other responsibilities include, but are not limited to:

- Participating in Board meetings as a voting member;
- Presiding as Chair of the Rules Committee;
- Participating as a vital part of the Board leadership; and
- Performing other duties as assigned by the President or Board of Directors.

Secretary: The Secretary is responsible for the proper recording of all proceedings of the Board of Directors. Other responsibilities include, but are not limited to:

- Participating in Board meetings as a voting member;
- Affixing the Seal of the Association to documents requiring such formality;
- Signing organizational documents, as needed;
- Preparing and keeping the Minutes of the Board meetings, and recording all member votes;
- Presiding over Board meetings in the absence of the President and Vice President; and
- Performing other duties as assigned by the President or Board of Directors.



Job Descriptions for Officers (continued...)

Treasurer: The Treasurer is responsible for the monitoring and recording of the financial status of the GAPPT. Other responsibilities include, but are not limited to:

- Participating in Board meetings as a voting member;
- Presiding as Chair of the Finance Committee;
- Maintaining the financial records of the Association;
- Ensuring financial policies are being followed and suggesting changes as needed;
- Creating, presenting and monitoring of the annual budget;
- Preparing any necessary tax returns and filings;
- Compiling and distributing financial information to the Board of Directors;
- Establishing and maintaining the Association's bank accounts;
- Working with the Executive Director to ensure bank deposits are made in a timely manner;
- With the President, approving all withdrawals and disbursements;
- Preparing the Annual report and providing all documentation to the Audit Committee for examination;
- Providing regular financial oversight and alerting the Board of Directors if concerns arise; and
- Performing other duties as assigned by the President or Board of Directors.

Job Descriptions for Other Board Members

In addition to the responsibilities required of all GAPPT Board members, Directors At Large and the Affiliate Chair are expected to fulfill the specific responsibilities of the position held.

Directors At Large: A Director At Large will represent the interests of the GAPPT membership at large, regardless of his/her point of view. Other responsibilities include, but are not limited to:

- Participating in Board meetings as a voting member;
- With the other Directors At Large, calling special meetings, as necessary;
- Presiding as Chair of a Standing Committee, if needed; and
- Performing other duties as assigned by the President or Board of Directors.

Affiliate Chair: The Affiliate Chair will represent the interests of the Affiliate membership at large, regardless of his/her point of view. Other responsibilities include, but are not limited to:

- Participating in Board meetings as a voting member;
- Presiding as Chair of the Affiliate Committee;
- Communicating Board policies and actions to the Affiliate members on a regular basis and as needed;
- Performing other duties as assigned by the President or Board of Directors.

(In the absence of the Affiliate Chair, the Affiliate Vice Chair may assume the Chair's responsibilities, including voting privileges.)

Officer and Board Member Tenure

Officers and Board members serve until their successor is installed at the Annual Meeting. The only exception is the Treasurer, who serves until the end of the Association's fiscal year. Officers and Board members may serve successive terms, if so elected by the membership. The terms of Officers and Board members are staggered to provide continuity of service to the Association.



Officer and Board Member Tenure (continued...)

President, Vice President, Secretary and Treasurer – Elected by eligible GAPPT Membership

- Two Year Term

Director At Large (Positions 1-3) – Elected by eligible GAPPT Membership

- Three Year Term

Affiliate Chair – Elected by the GAPPT Affiliate Membership

- Two Year Term

Officers and Board members may serve on GAPPT committees. Only Directors At Large may hold another leadership position such as a Committee Chair or Vice Chair, unless specifically defined in the bylaws.

Officer and Board Member Elections

Elections are held every year before the Annual Conference. Information about the election process is included in the GAPPT Bylaws and Election Policy.

Board Member Resignation or Removal

A Board member may resign from their position by giving written notice to the President. A Board member may be removed from their position by a majority vote of the remaining Board of Directors. Reasons for removal to include, but not limited to:

- Engaging in conduct prohibited by the bylaws;
- Abusing the authority of their office;
- Failing to disclose a conflict of interest with respect to any matter involving the GAPPT;
- Failing to disclose a conflict of interest with respect to any transaction by any person with the GAPPT;
- Failing to attend four (4) regularly scheduled Board of Directors meetings in a calendar year;
- Failing to attend three (3) consecutive regularly scheduled meetings of the Board of Directors;
- Being convicted of any felony or crime involving moral turpitude; or
- Being unable to serve due to a medical infirmity or other incapacity.

Additional information regarding removal procedures is included in the Association bylaws.

Compensation and Expense Reimbursement

Board members serve without compensation. Members may be reimbursed for reasonable expenses incurred in the course of conducting or engaging in their duties as allowed by policy and with approval by the Board of Directors.

GAPPT Calendar and Position Timelines

The Executive Director will distribute the GAPPT Calendar to Officers and Board Members. Board members should note any additions/changes regarding their Position Timeline, and submit the updates to the Executive Director for inclusion on the following year's documents.