

Proposed Amendments to GMA Bylaws

ARTICLE V, Officers and Board of Directors Section 6, Meetings of the Board of Directors Paragraph (c), Quorum and Voting

(c) **Quorum and Voting.** The presence of a majority of the members of the Board shall constitute a quorum necessary to conduct business at any such meeting. Within 72 hours of an in-person Board meeting, the CEO and Executive Director, following consultation with the President, may arrange for up to five members to attend as full participants via teleconference and count for the purposes of achieving a quorum. The affirmative vote of a majority of the members voting shall be required for the adoption of any motion or resolution by the Board at any meeting of the Board where a quorum is present.

Background

State law requires non-profit corporations which do not have a fixed or prescribed number of directors on the Board of Directors to have a quorum which constitutes a majority of the number of directors in office immediately before the meeting begins. Because GMA does not have a fixed or prescribed number of directors on its Board, this state law provision applies to GMA's Board. See O.C.G.A. § 14-3-824. This has the potential to cause issues at certain in-person Board meetings as there may come times when there are challenges achieving a majority of the directors in office for certain in-person meetings. While Boards are able to meet via teleconference, the current Bylaws do not have any provisions about hybrid participation. The proposed addition to the Bylaws would allow for the CEO and Executive Director to coordinate virtual participation for up to five members to an in-person meeting when it becomes necessary in the short time period right before a meeting of the Board. The aims to strike a balance in completing necessary business while not accidentally encouraging lack of participation and attendance.

Article IX, Committees

Section 9, Advisory Councils

Section 9. Advisory Councils.

(a) The Board shall have the power to create Advisory Councils of the Association to provide guidance to the staff, to provide recommendations to the Board, or to oversee implementation of any such guidance or recommendations. The Board shall have the authority to further set the duties and responsibilities of any such advisory council. The Board may continue, discontinue, rename, or otherwise define or redefine existing advisory councils. Once created, the CEO and Executive Director, in consultation with the President, shall have the authority to appoint members of each such advisory council.

(b) The chair of each advisory council shall be appointed by the President and shall serve a two-year term. Elected and appointed municipal officials, as well as non-appointed municipal employees, may be appointed to serve on advisory councils and each of the Association's twelve districts shall be represented by at least one member on each advisory council.

(c) Meetings of advisory councils may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.

Background

Currently, GMA has four advisory councils which are detailed in the Bylaws of the Board. These Advisory Councils are currently Article XI, Member Services Advisory Council, Article XIII, Children and Youth Advisory Council, Article XIV, Municipal Workforce Development Advisory Council, and Article XV, Equity and Inclusion Advisory Council. (The GMA Board of Directors voted to change the name of the Equity and Inclusion Advisory Council to the Community and Workplace Culture Advisory Council at its January 2025 meeting.) A number of these advisory councils have been added to the Bylaws in recent years but the structure and provisions relating to these advisory councils are strikingly similar to one another. This proposed amendment would eliminate these above advisory councils from the Bylaws and instead create the above powers for the Board to create and abolish advisory councils more nimbly. The current advisory councils could be continued, discontinued, renamed, or otherwise defined or redefined by the Board at any time without needing approval of the membership. This proposed amendment would, therefore, allow for the GMA Board to adjust to the needs of the membership much quicker in regards to advisory councils. If this proposed amendment is adopted it would necessitate renumbering of the sections in Article IX as well as striking the advisory councils from the Bylaws and renumbering the Articles of the Bylaws.