

Proposed Amendments to the GMA Bylaws - 2023

Amendment #1: Amend Article II, relating to Purpose.

Proposed Language Changes

- (A) Section 1. “**Section 1.** The mission of the Georgia Municipal Association, Inc. (hereafter GMA or Association) is to anticipate and influence the forces shaping Georgia's cities and to provide leadership, tools, and services that assist municipal governments in becoming more innovative, effective, and responsive.”
- (B) Section 2. “**Section 2.** The purposes of this corporation are the improvement of municipal government and administration and the promotion of the general welfare of the citizens of this State through advocacy, service, and innovation and by appropriate means, including but not limited to the following:”
- (C) Section 2, paragraph (c). “(c) Facilitating improvements in municipal government within the State of Georgia by providing appropriate conferences, training and education, research, information, programs, services, and technical assistance advice to municipal officials and employees directly and through GMA managed non-profit agencies and associations; and,”
- (D) Section 2, paragraph (d). “(d) Engaging and working with appropriate government agencies, institutions of higher learning, corporations, non-profit organizations and individuals to provide resources, programs, and information which will assist the Association in carrying out its mission; and,
- (E) Section 2, paragraph (i). “(i) Promoting the general welfare of municipal and consolidated governments and urban areas of this State in such a manner as may be authorized from time to time by the corporation’s Board of Directors; and”

Justification

- (A) This change merely puts in place Oxford commas for clarity and consistency.
- (B) The language additions here are merely to provide more specificity towards how GMA operates.
- (C) Similar to the above change, this change provides more specificity towards how GMA operates.
- (D) This change merely puts in place an Oxford comma for clarity and consistency.
- (E) GMA’s membership consists of municipal and consolidated governments and the phrase “and urban areas” could cause confusion as to our membership.

Amendment #2: Amend Article III, relating to Membership.

Proposed Language Changes

- (A) Section 1. “**Section 1.** Any city, town, or consolidated government of Georgia, by proper action of its governing body, and the payment of the annual **membership service fees dues** prescribed in Article IV, may become a member of GMA.”
- (B) Section 2. “**Section 2.** Each city, town, or consolidated government holding membership in the Association shall be entitled to one vote on each item of business voted upon at the annual business meeting or at any special called meeting of the membership.”

Justification

- (A) In other states, there have been attempts to prohibit state leagues from utilizing “dues” for lobbying purposes. This change is an attempt to get ahead of any potential issues here in Georgia but also to more accurately reflect that GMA provides services to its members. This also puts in place an Oxford comma for clarity and consistency.
- (B) This puts in place an Oxford comma for clarity and consistency.

Amendment #3: Amend Article IV, relating to Dues.

Proposed Language

- (A) Title. **Membership Service Fees Dues**
- (B) Section 1. “**Section 1.** The annual membership **dues service fees** shall be prescribed by the Board of Directors. The **dues membership service fees** shall be comprised of a base amount and a per capita amount established for population categories prescribed by resolution of the Board of Directors. Population figures shall be based on the most recent decennial census or federal census estimate. Consolidated governments shall receive a twenty-five percent (25%) discount on their annual **membership service fees dues**. For newly consolidated governments, the increased population shall be phased in equitably over a **threefive**-year period. Membership **service fees dues** for any newly-created city shall be waived for the first twelve months of the city’s existence.”
- (C) Section 2. “**Section 2.** Membership **service fees dues** shall be **payable by due on** January 1 of each year. Members shall have the option of paying their **membership service fees dues** in four equal quarterly payments. Failure by a member to pay its **membership service fees dues** in full by April 30 shall automatically result in cancellation of membership unless the member has opted to make quarterly payments and is current with such payments. Any member that becomes 90 days delinquent on a quarterly payment shall have its membership terminated. First

year membership ~~service fees dues~~ shall be pro-rated on a monthly basis for any city becoming a member after ~~January 1 of such year-the due date.~~

- (D) ~~Section 3.~~ **Section 3.** Any member whose membership is terminated for failure to pay its ~~membership service fees in full by the date required in Section 2 of this Article dues in a timely manner~~ may be reinstated as a member by paying the full amount owed for the current billing cycle.”

Justification

- (A) See the justification for Amendment #2(A)
(B) See the justification for Amendment #2(A)
(C) See the justification for Amendment #2(A)
(D) This provides more specificity as to when fees are payable and when they would be late.

Amendment #4: Amend Article V, relating to the Officers and Board of Directors.

Proposed Language

- (A) Section 1, paragraph (a). “(a) **Officers of the Association.** The officers of the Georgia Municipal Association shall be ~~titled as follows:~~ (1) ~~President-a president;~~ (2) ~~First Vice President-a first vice president;~~ (3) ~~Second Vice President-a second vice president;~~ (4) ~~Third Vice President-a third vice president;~~ (5) ~~Immediate Past President-the immediate past president;~~ and (6) the ~~CEO and~~ Executive Director. The ~~Immediate Past President-immediate past president~~ shall be the most-recent past president who remains an active elected municipal official of a member city. All officers shall be chosen by the members of the Association from its membership, except the ~~CEO and~~ Executive Director, who shall be appointed by the Board of Directors. The ~~CEO and~~ Executive Director shall serve as the ~~Secretary and~~ Treasurer of the Association. ~~The CEO and Executive Director shall designate in writing a direct report employee of the Association to serve as the Secretary of the Association.”~~
- (B) Section 2, paragraph (b). “(b) The terms of office of the Officers and directors at-large shall be one (1) year. The terms of office of District Officers shall be one year, ~~except that the terms of office for district officers of District 3 shall be two years-unless otherwise provided by resolution of the Board.~~ Any proposed changes to the terms of office for District Officers shall be required to be voted upon by the membership to be included in these Bylaws in accordance with Article XVII of these ~~Bylaws.~~ The terms of office of individuals serving on the Board by virtue of their position as the highest-ranking officer of the Georgia City-County Management Association who is an official of a GMA member city, the president of the Georgia Municipal Clerks Association, the president of the GMA City Attorneys Section, the chairperson of the Board of Trustees of the Georgia Municipal Employees Benefit System, the chairperson of the Board of the Harold F. Holtz Municipal Training Institute and the chairpersons of the standing policy committees of the Association

shall run concurrently with such positions. The terms of office of the Officers, directors at-large and district officers shall commence at the close of the Annual Convention at which they were elected and installed. In the event an officer or member of the Board of Directors is not present for the installation, such person shall sign and return to the **CEO and** Executive Director a copy of the oath of office within 21 days of the date the installation was held.”

(C) Section 2, paragraph (c). “(c) A vacancy shall occur in any office of the Association in the event the person holding that office resigns, is suspended from the municipal office, abandons the municipal office, ~~or~~ ceases to be an official or employee of a member city, ceases to be qualified to hold that seat on the Board of Directors, or fails to sign and return the oath of office. All district officer and at-large vacancies on the Board of Directors shall be filled by the remaining members of the Board and each such person shall serve the remainder of the unexpired term of the person in whose stead they were selected, and may, subsequently, serve a full term in that office upon appropriate election pursuant to these Bylaws **if such person began service in such office with six months or less remaining in the then current term of such office.** Vacancies in the office of President or any of the vice presidents shall be filled by the membership; and each person, so elected, shall serve the remainder of the unexpired term of the person in whose stead they are elected procedures, and may, subsequently, serve a full term in that office upon election by the membership **if such person began service in such office with six months or less remaining in the then current term of such office.** In the absence of the President **at any official meeting, the highest ranking vice president in attendance shall preside over the meeting. In the absence of the President and all** ~~and~~ vice presidents at any meeting, the Board of Directors shall appoint one of its members to perform the duties of President during that meeting ~~or until the President or a vice president shall appear.~~”

(D) Section 3, paragraph (c). “(c) The procedures and schedule for nominating and electing district officers shall be adopted annually in January by the Board of Directors and provided to the membership.

(d) In all districts but District 3, district officers shall be nominated by a nominating committee to consist of the current district officers and three elected officials appointed by the District President from municipalities not represented by the current district officers. In District 3, the district officers of each region that includes more than one municipality shall be nominated by a nominating committee to consist of the current district officers of the region and two elected officials appointed by the Region President from municipalities in the region not represented by the current district officers. The District or Region President, as applicable, shall serve as Chairperson of the nominating committee.

(e) The process shall include the following steps: (1) a period of at least 21 days for city officials to self-nominate or be nominated by any district member to serve ~~express interest in serving~~ as a district officer; (2) a subsequent deadline by which the nominating committee ~~current officers~~ of each district ~~or region, as applicable,~~

is ~~are~~ required to nominate a slate of officers ~~for nomination~~ from among those nominated, or from among members of the district or region, as applicable, so identified by the district officers; ~~(3) a notification to the member cities in each district of the proposed slate of district officers as recommended by the current district officers acting in the capacity of the district nominating committee;~~ ~~(4) a period of at least 14 days for additional district officer nominations to be submitted, after the notification of the proposed slate has been sent to the membership;~~ (3) a deadline by which the distribution of a district officer election ballot, ~~including the names of additional nominations submitted by the membership~~ is sent to the member cities within each district; (4) a deadline for the return of the ballots to GMA no less than 21 days prior to the date of the Association's Annual Meeting; and (5) the announcement of the election results to member cities within seven days following the deadline for ballots to be returned.

- (E) Section 3, paragraph (f). "(f) If a candidate for a district officer position resigns, is suspended ~~or removed~~ from the municipal office, abandons the municipal office, ~~or~~ ceases to be an official or employee of a member city, or ceases to be qualified to hold that seat on the Board of Directors, after the date by which ballots have been distributed to the member cities within each district but before the results have been transmitted to the membership, then the remaining current officers of such district shall nominate a slate of officers for nomination including at least one candidate for each district office seat which does not have a candidate within seven days of notification from the Association of such candidate being removed from the ballot. After such updated slate of officers for nomination is developed, the Association may, but is not required to, solicit additional nominations from member cities within the district. Following the creation of such a slate of nominees, new ballots would be immediately sent to the member cities in such district and the Association may be allowed to declare a new deadline for the return of such ballots, if necessary."
- (F) Section 4. "**Section 4. Nomination of Directors and Officers.** Nomination of directors and officers shall be made by a Nominating Committee provided for in Section 2 of Article IX. The Nominating Committee shall submit its nominations to the Board of Directors for approval. The nominations approved by the Board of Directors shall be presented to the membership during the annual business meeting of the Association for final approval. Any person desiring to nominate a director or an officer from the floor at the annual business meeting or a called meeting of the membership must submit a written statement to the President and ~~CEO and~~ Executive Director stating his/her intent to make such a nomination. The written statement must be received no less than fourteen calendar days prior to the date of the membership meeting at which the election will occur. The statement shall include the name and title of the person to be nominated, as well as the position to which the person shall be nominated. The election of officers and directors shall be held at the annual meeting of the Association, provided, however, that should any district of this Association recommend to the Board of Directors their choice for district officers in accordance with Section 3 (c) of Article V, such

action shall be binding upon the Board of Directors and the names submitted by the district shall be those submitted by the Board of Directors to the Association at its annual business meeting. District Officers shall succeed automatically to the positions for which they are alternates in case of death, resignation or failure to hold office by their principal.”

- (G) Section 5, paragraph (b). “(b) **Chief Executive Officer and Executive Director.** The Executive Director is also the Chief Executive Officer and shall manage the affairs of the Association under the general direction of the Board of Directors, and supervision of the President. **The title of “CEO and Executive Director” shall be utilized throughout these Bylaws to refer to one position held by one person.** The **CEO and** Executive Director shall: appoint the various employees of the Association and establish their compensation within the approved budget; be responsible for the proper and efficient management of the Association and such other duties as may be assigned by the Board of Directors; keep accurate records and accounts of all the transactions of the Association, and such accounts shall be audited at the end of each fiscal year by a competent accountant or accountants to be selected by the Board of Directors; prepare an annual budget covering the projected revenues and expenditures of the Association for approval by the Executive Committee; cause accurate minutes to be kept of all meetings of the Association, the Board of Directors and any subcommittee of the Board of Directors, the Executive Committee, the Legislative Policy Council and any other meeting of member representatives where official action is taken; notify the membership of membership meetings; collect and receive all monies due to the Association and keep an accurate account thereof; exercise the usual functions of treasurer; publish the official publication of the Association; and be paid a salary to be fixed by the Officers. The **CEO and** Executive Director shall furnish a satisfactory surety bond in an amount to be fixed by the Board of Directors, and the premiums on this bond shall be paid out of the funds of the Association.”
- (H) Section 5, paragraph (c). “(c) **President.** The GMA President shall have general supervision and charge of the affairs of the Association. The President shall give such aid and direction to the **CEO and** Executive Director as may be necessary to carry out the plans and policies of the Board of Directors. The President shall require from the **CEO and** Executive Director such reports as may be necessary to remain apprised of the affairs of the Association. The President shall preside at the Association’s annual business meeting provided for in Article VII, Section 1 of these Bylaws and all meetings of the Board of Directors and Executive Committee, unless the President is unable to attend. In the absence of the President, the next highest ranking officer shall preside.”
- (I) Section 6, paragraph (b). “(b) **Special Meetings.** The Board of Directors shall hold such special meetings as may be called by the President, **the CEO and Executive Director, or twenty (20) percent of the or any five (5)** directors upon no fewer than ten (10) days written notice to the members of the Board stating the purpose or purposes of such meeting. The location of special meetings shall be established by the Officers of the Association. Only those matters that are within the stated

purpose or purposes described in the meeting notice may be considered at a special meeting of the Board of Directors.”

Justification

- (A) The first change here provides more formality to the named positions of GMA Officers. The second change, limiting the CEO and Executive Director to the role of Treasurer and allowing such employee to designate a direct report as the Secretary of the Association is in response to SB 148, which passed the legislature and would prohibit a CEO from also being the Secretary.
- (B) The Board, in January 2014, by resolution changed the terms of district officers for District 3 to two years but such was not reflected in the Bylaws requiring GMA staff to remember such change by institutional knowledge. These changes first place such term change into the Bylaws and then require any future such changes to be voted on by the membership for inclusion in the Bylaws.
- (C) The changes here would prevent a district officer or Officer from being able to hold a full term of office if they filled the remaining term of office for a vacant office for more than six months. It also provides clarity as to who would run a meeting in the absence of the President.
- (D) This would first split the current paragraph (c) into three paragraphs ((c), (d), and (e)) and would renumber the remaining paragraphs. The new paragraph (d) would create nominating committees in each district (and region for District 3). The amended and newly numbered paragraph (e) would allow for a 21-day period for nominations or self-nominations to serve as a district officer, followed by a subsequent deadline for the nominating committee for the district (or region in District 3) to nominate a slate of officers, and then a deadline for election ballots to be sent to the applicable member cities and a deadline for return of those ballots.
- (E) This change clarifies that candidates for district officer may be removed from municipal office during the selection process and such removal would trigger the process in this paragraph of the Bylaws.
- (F) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the "CEO and Executive Director" title.
- (G) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the "CEO and Executive Director" title.
- (H) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the "CEO and Executive Director" title.
- (I) SB 148 states that, unless provided for in the Bylaws, the chair of the Board, the chief executive officer, or at least 20% of the membership could call a special meeting of the Board. While GMA could keep its current language, this proposed change would track SB 148.

Amendment #5: Amend Article VII, relating to Meetings.

Proposed Language

- (A) Section 1. **“Section 1. Annual Meeting.** The annual business meeting of the Association shall be held at the annual convention of the Association or held at such other time and place to be designated by the Board of Directors, which may include holding such annual business meeting virtually. Members shall be notified of the meeting not less than thirty (30) days and not more than sixty (60) days prior to the meeting. A list showing the name and address of each member eligible to vote at the meeting will be prepared by the **CEO and** Executive Director and be available for inspection by any member, beginning two days after the meeting notice is given.”
- (B) Section 3. **“Section 3. Special Meetings.** Special meetings of the Association may be called by the President, by the Board of Directors, or by not less than any twenty-five (25) member cities upon no fewer than ten (10) days and no more than 60 days written notice mailed to each member of the Association stating the purpose or purposes of such meeting. The location of any special meeting shall be established by the Officers of the Association. Only those matters that are within the purpose or purposes described in the meeting notice may be considered at a special meeting of members. A list showing the name and address of each member eligible to vote at the meeting will be prepared by the **CEO and** Executive Director and be available for inspection by any member beginning two days after notice is given of the meeting.”

Justification

- (A) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the “CEO and Executive Director” title.
- (B) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the “CEO and Executive Director” title.

Amendment #6: Amend Article VIII, relating to Voting.

Proposed Language

- (A) “Voting at the annual business meeting or any special business meeting of the Association called in accordance with Article VII shall be by such method as declared by the President. A roll call vote may be demanded by a majority of the voting delegates present. Each member municipality shall be entitled to one vote. Each member municipality shall designate, in writing, an elected or appointed official of that municipality to cast the vote on behalf of that municipality; provided, however, that if a municipality fails to designate, in writing, such designated representative, it shall be presumed that the chief elected official of that municipality has been designated to cast the vote on behalf of the municipality. Voting by proxy is authorized, and any member **municipality city** may designate, in

writing, an elected official from any other member ~~municipality city~~ to vote as the proxy for the designating member ~~municipality~~. A majority of the votes cast shall be necessary for approval of any motion.”

Justification

(A) For consistency within the paragraph, “city” is being changed to “municipality.”

Amendment #7: Amend Article IX, relating to Committees.

Proposed Language

- (A) Section 2, paragraph (a). “(a) Nomination of directors and officers shall be made by a Nominating Committee which shall be appointed by the President ~~in consultation with the CEO and Executive Director~~ and composed of not less than five members of the Board of Directors of the Association.”
- (B) Section 2, paragraph (b). “(b) Meetings of the ~~Nominating~~ ~~Audit~~ Committee may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.
- (C) Section 6, paragraph (a). “(a) A Pension Committee shall be responsible for reviewing and taking action on any proposed amendment to the Association’s defined benefit retirement plan. Any amendment approved by the committee shall be presented to the Board of Directors for final approval. The committee shall be composed of the President, two members of the Board of Directors appointed by the President, the chair of the Georgia Municipal Employees Benefit System (GMEBS) Board of Trustees, two GMEBS Board members appointed by the GMEBS Board chair and the ~~CEO and~~ Executive Director. The President shall chair the committee.”
- (D) Section 7. **Section 7. Property Committee**
- ~~(a) The Executive Director, in consultation with the President, shall appoint a Property Committee to provide guidance to Association staff and make recommendations for consideration by the Board of Directors related to the Association’s acquisition, development, disposal and transfer of real property. In making appointments, efforts should be made to identify individuals with real estate, construction, legal, finance and accounting and other relevant knowledge and experience. Both elected and appointed city officials shall be eligible to serve on the committee.~~
- ~~(b) Meetings of the Property Committee may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.~~
- (E) Section 8 through 11. Renumbering of Sections.

- (F) Section 11. **Section 410. Expenditures.** No committee shall create any financial liability for the Association, unless authorized in writing by the **CEO and** Executive Director.”

Justification

- (A) Current practice is for the President to consult with the CEO and Executive Director for committee appointments. This proposed change memorializes that practice into the Bylaws. The ultimate decision will remain with the President.
- (B) This change reflects a fix of a scrivener’s error in the Bylaws.
- (C) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the “CEO and Executive Director” title.
- (D) As GMA has sold almost all of its property holdings, with the one remaining property being under long-term lease, the Property Committee has served its purpose currently. The President would still have the ability to appoint ad hoc committees, if needed pursuant to the renumbered Section 9 (formerly 10) of this Article.
- (E) This change properly renumbers Sections of this Article given the deletion of the Property Committee.
- (F) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the “CEO and Executive Director” title.

Amendment #8: Amend Article X, relating to Legislative Policy Council.

Proposed Language

- (A) Paragraph (a). “(a) The **CEO and** Executive Director, in consultation with the President, shall **each year** appoint a Legislative Policy Council, **which shall include, among other members, the Officers of the Association and the chairs of the standing policy committees, each—year** to guide the development of the Association’s legislative policies. The Council’s work program will begin each spring following adjournment of the session of the Georgia General Assembly. The First Vice President shall chair the Council and assume the chairmanship at the start of the Annual Convention while serving as Second Vice President. Elected and appointed municipal officials may be appointed to the Council, and each of the Association’s districts shall be represented by at least one member. ~~Other than the chair of the Council, who shall be a full voting member, the Officers and chairs of the standing policy committees shall serve as ex-officio members.~~ “

Justification

- (A) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the "CEO and Executive Director" title. Additionally, this change makes it clear that the Officers of the Association and the chairs of the standing policy committees are full voting members of the Legislative Policy Council.

Amendment #9: Amend Article XI, relating to Member Services Advisory Council.

Proposed Language

- (A) Paragraph (a). "(a) The **CEO and** Executive Director, in consultation with the President, shall appoint a Member Services Advisory Council each year to provide guidance to the staff on the service needs of the membership and, as necessary, make recommendations to the Board of Directors on service-related matters. The Third Vice President shall chair the Council and assume the chairmanship upon assuming such office. Elected and appointed municipal officials, as well as city clerks, may be appointed to the Council, and each of the Association's districts shall be represented by at least one member."

Justification

- (A) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the "CEO and Executive Director" title.

Amendment #10: Amend Article XII, relating to Federal Policy Council.

Proposed Language

- (A) Paragraph (a). "(a) The **CEO and** Executive Director, in consultation with the President, shall appoint a Federal Policy Council each year to provide advocacy on the Association's major federal priorities and build relationships with the members and staff of Georgia's Senators and **RepresentativesCongressmen, the White House administration, and federal agencies and officials.** The Second Vice President shall chair the Council and assume the chairmanship at the start of the Annual Convention while serving as Third Vice President. Elected and appointed municipal officials may be appointed to the Council, and each of the Georgia Congressional districts shall be represented by at least one member. Other than the chair of the Council, who shall be a full voting member, the Officers shall serve as ex-officio members."

Justification

- (A) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the "CEO and Executive Director" title. The change also makes it clear that the FPC will work with the White House and other federal agencies and officials.

Amendment #11: Amend Article XIII, relating to the Children and Youth Advisory Council.

Proposed Language

- (A) Paragraph (a). "(a) The **CEO and** Executive Director, in consultation with the President, shall appoint a Children and Youth Advisory Council each year to recommend programs, training, research and other initiatives that should be undertaken by the Association or Georgia City Solutions, Inc., (hereafter GCS) to address the needs of children and youth in Georgia's cities; to provide a forum for city officials to explore opportunities for collaboration between GMA and GCS with agencies and organizations whose mission focuses on assisting children and youth; to foster the exchange of ideas and information on programs that have proven to have had a positive impact on children and youth; and propose legislative policies, as necessary, to the appropriate GMA policy committees that would help cities address children and youth issues."

Justification

- (A) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the "CEO and Executive Director" title.

Amendment #12: Amend Article XIV, relating to the Municipal Workforce Development Advisory Council.

Proposed Language

- (A) Paragraph (a). "(a) The **CEO and** Executive Director, in consultation with the President, shall appoint a Municipal Workforce Development Advisory Council each year to recommend initiatives should undertake to assist city officials in their efforts to recruit and retain qualified municipal government employees."

Justification

(A) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the "CEO and Executive Director" title.

Amendment #13: Amend Article XV, relating to the Equity and Inclusion Advisory Council.

Proposed Language

(A) Paragraph (a). "(a) The **CEO and** Executive Director, in consultation with the President, shall appoint an Equity and Inclusion Advisory Council each year to oversee the implementation of recommendations included in the January 2022 final report of the Association's Equity and Inclusion Commission, or any subsequent report created by or through the Association related to **diversity, equity, and inclusion, and belonging (hereafter collectively DEIB) matters issues**, as well as to recommend additional programs, policies, training, research and other initiatives that can be undertaken by the Association or **the GMA managed non-profit** GCS to assist municipal officials in their efforts to promote **DEIB equity and inclusion** within their city government and community. The role of the Advisory Council shall also be to provide a forum for city officials to explore opportunities for collaboration between GMA, GCS, agencies and organizations whose mission focuses on **DEIB equity and inclusion**; foster the exchange of ideas and information on programs and initiatives that have proven to have had a positive impact on **DEIB equity and inclusion**; and propose legislative policies, as necessary, to the appropriate GMA policy committees that would help cities address **DEIB matters equity and inclusion issues**"

Justification

(A) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the "CEO and Executive Director" title. This change also better and more accurately reflects the work of the Association related to diversity, equity, inclusion, and belonging and properly spells out the title of Georgia City Solutions.

Amendment #14: Amend Article XVI, relating to the Selection of the Executive Director.

Proposed Language

(A) Title. "**Selection of CEO and Executive Director**"

- (B) Section 1, paragraph (a). “(a) When a vacancy occurs in the position of **CEO and Executive Director** or when the **CEO and Executive Director** provides notice to the President of his or her intention to retire or resign, the Executive Committee is authorized to appoint a member of the senior staff (or a former senior staff member if needed) to serve as Interim **CEO and Executive Director** for a period of service not to exceed six months.”
- (C) Section 1, paragraph (b). “(b) The Association shall retain the services of a professional executive ~~recruiter~~ **recruitment agency or individual** to assist in recruiting and hiring a new **CEO and Executive Director**. The Association’s Director of Human Resources shall issue a request for proposals to appropriate ~~recruiter~~ **recruitment agencies or individuals**, review the proposals, and recommend at least three finalists to the Executive Committee for consideration. The Executive Committee shall review the proposals from the finalists, may interview the finalists, and shall select the successful professional executive ~~recruiter~~ **recruitment agency or individual** and inform the Board, membership and staff of its choice.”
- (D) Section 1, paragraph (c). “(c) To ensure a competitive and transparent process, any member of the Executive Committee interested in being considered for the position of **CEO and Executive Director** shall recuse from selection of the executive ~~recruiter~~ **recruitment agency or individual** and participation on the **CEO and Executive Director Search Committee**. **Any member of the Executive Committee involved in the selection of the executive recruitment agency or individual shall be ineligible to apply for or be a candidate for the position of CEO and Executive Director** This recusal shall be formally recorded in the Executive Committee minutes. Any such individual shall proceed and be treated by the members of the Executive Committee and the **CEO and Executive Director Search Committee** as any other applicant and shall not be privy to information presented to the Executive Committee or the **CEO and Executive Director Search Committee** as part of the search process.”
- (E) Section 2, paragraph (a). “(a) Within ten business days of execution of a contract with the executive ~~recruiter~~ **recruitment agency or individual**, the President shall appoint **a CEO and**~~an~~ **Executive Director Search Committee** after inviting members of the Board to express interest in serving on the Committee. The Search Committee members shall include the officers of the Association and, including the officers, shall consist of a diverse group of no less than eight and no more than fifteen individuals. The Search Committee shall include at least three municipal officials from a city with a population of 5,000 or less, one from a consolidated government, and one from a city with a population of 100,000 or greater. At least one committee member shall be a city manager. No city shall have more than one member on the committee.”
- (F) Section 2, paragraph (c). “The Search Committee may meet by conference call or in person and shall be responsible for overseeing the successful completion of the recruitment. The Committee shall timely consider and approve all recruitment materials, schedules, etc., prepared by the executive ~~recruiter~~ **recruitment agency or individual**. The recruitment materials shall enumerate all necessary

requirements related to the application, including work experience, education, references and communication with members of the Search Committee.”

- (G) Section 2, paragraph (d). “(d) The selected executive ~~recruiter~~ **recruitment agency or individual** shall recommend no less than ~~threesix~~ and not more than ~~eighteen~~ applicants to the **CEO and** Executive Director Search Committee for consideration as finalists. The Committee shall then select no less than three and not more than five applicants for personal interview.”
- (H) Section 2, paragraph (e). “(e) After conducting personal interviews, the Search Committee shall select ~~onethe~~ candidate to be presented to the full Board for employment as **CEO and** Executive Director. The President and Search Committee chair shall then negotiate an employment agreement with the recommended candidate. After the employment agreement has been finalized, the Board of Directors shall meet to take action on the recommended candidate. Should the candidate recommended by the Search Committee not be ratified by the Board, the Search Committee shall present another candidate to the Board for consideration within thirty days of the Board’s decision to not ratify the original final candidate.”
- (I) Section 3, paragraph (a). “The Association’s Director of Human Resources and such other Association staff as appropriate, acting under the direction of the President and Search Committee chair, shall provide administrative support as necessary to the executive search firm, as well as support the Search Committee in carrying out its duties, administer the contract with the executive ~~recruiter~~ **recruitment agency or individual**, help the President and Search Committee chair negotiate a final employment agreement with the successful candidate and assist in all other material respects with the recruitment and appointment of the successful candidate.

Justification

- (A) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the “CEO and Executive Director” title.
- (B) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the “CEO and Executive Director” title.
- (C) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the “CEO and Executive Director” title. It also acknowledges that the Executive Committee could utilize a recruitment agency or individual when conducting a search for the next CEO and Executive Director.
- (D) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the “CEO and Executive Director” title. It also makes clear that if a member of the Executive Committee is involved in the selection of the recruitment agency or individual, such member shall not be able to apply for or be a candidate for the position of CEO and Executive Director.
- (E) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the “CEO and Executive Director” title.

- (F) This change acknowledges that the Executive Committee could utilize a recruitment agency or individual when conducting a search for the next CEO and Executive Director.
- (G) This change acknowledges that the Executive Committee could utilize a recruitment agency or individual when conducting a search for the next CEO and Executive Director. Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the "CEO and Executive Director" title. Finally, this change reduces the minimum and maximum number of candidates required to be considered.
- (H) Throughout the Bylaws the title of the Chief Executive Officer and Executive Director is being updated to properly reflect the "CEO and Executive Director" title.
- (I) This change acknowledges that the Executive Committee could utilize a recruitment agency or individual when conducting a search for the next CEO and Executive Director.