



# Bylaws

Amended May 2023

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## ARTICLE I: FORWARD

The Georgia Association of College and Employers, Inc. (hereinafter referred to as the "Association") is established for the purpose of aiding the selection and employment of students and alumni of institutions of higher learning within Georgia.

## ARTICLE II: MEMBERSHIP

### Section 1. Eligibility

(a) The membership of the Association shall consist of career services and experiential education representatives, including students in a related field, from four-year degree-granting colleges and universities, community and junior colleges, and post-secondary state technical colleges in Georgia (hereinafter referred to as "institutions") and to employer representatives who are actively engaged in the selection and/or placement of students and alumni of these institutions (herein after referred to as "employers"). Third party recruiter representatives, who endorse and abide by the "Principles for Ethical Professional Practice" as set forth by the National Association for Colleges and Employers (NACE) are eligible for membership in the Association.

(b) The Executive Board may award an Honorary Lifetime Membership to a person who has been a member of Georgia Association of Colleges and Employers for a significant number of years and during that period shall have made notable contributions to the Association, or to the furthering of the placement recruiting function, other considerations notwithstanding. Honorary Lifetime Membership can also be awarded to those who have served as President of the Association. A person may receive Lifetime Membership only at the time of his or her resignation or retirement or following either of these events. All Honorary Members shall be exempt from paying dues but shall be required to pay conference fees. They shall not vote or be deemed part of a quorum at any meeting of the Association and shall not be a member of the Board of Directors. Any Honorary Lifetime Member who returns to regular membership status will have his or her Honorary Lifetime Membership placed on hold until he or she resigns or retires again.

### Section 2. Application

Application for membership shall be made to the Membership Committee by submitting the online registration form through the Association website and payment of one year's dues.

### Section 3. Election

The Membership Committee shall determine whether to approve an applicant for membership. All applications that are not approved for membership by the Membership Committee shall be referred to the Executive Board for final determination. When final determination regarding an application is made, the Membership Committee shall notify the applicant of the application status.

### Section 4. Class

There shall be only one class of membership. Members shall be persons who have been officially approved for membership and whose dues are current (with the exception of Lifetime Members).

### Section 5. Termination

Membership shall terminate when a member becomes ineligible, or is delinquent in the payment of dues, or in the event the Executive Board determines a membership be terminated for any cause which is deemed by the Executive Board to be justifiable. The Membership Committee shall review the membership list annually and determine the eligibility of all members.

### **Section 6. Transferability**

Membership for the current year will be transferred to a successor in the same position at the Institution or Employer member.

### **Section 7. Reinstatement**

The Membership Committee may reinstate a former member whose membership has been terminated for delinquency in dues, provided he or she meets the membership requirements. Moreover, a former member whose membership has been terminated for ineligibility or a justifiable cause deemed by the Executive Board may be reinstated by the Executive Board.

### **Section 8. Ethical Standards**

Applicants and members shall endorse and abide by "Principles for Ethical Professional Practice" as set forth by the National Association of Colleges and Employers.

## **ARTICLE III: EXECUTIVE BOARD**

### **Section 1. Powers and Responsibility**

The property, affairs, and business of the Association shall be managed and directed by the Executive Board (herein after referred to as the "Board"), which may exercise all powers of the Association and do all acts and things not prohibited by law, by the Articles of Incorporation of the Association or by these Bylaws. In addition to the responsibilities and duties which may be inherent in, or of the affairs of the Association, the Board shall carry out the following responsibilities: (a) formulate, implement, and supervise the operation of all programs of the Association and advise and assist the various committees in carrying out such programs; (b) procure, protect, maintain, and manage the property and equipment of the Association; (c) prepare and adopt an annual operating budget and manage and supervise the financial operation of the Association; (d) develop plans with respect to capital improvements and long-range financial needs of the Association; (e) determine membership policy of the Association, establish fees or charges, and plan and carry out any appropriate membership campaign; (f) seek to obtain public understanding, acceptance, and esteem for the Association, its purpose, programs, and services.

### **Section 2. Membership**

The number of members of the Board (hereinafter referred to as "Board Members") shall be fifteen and be comprised of the eight members of the Board of Directors and the Officers of the Association and the immediate Past President of the Association. All officers and directors must be members in good standing of the Association. Officers and directors shall be elected at the Annual Conference and will assume office on July 1 of that same year. Terms of office will be July 1 - June 30 to coincide with the fiscal year.

### **Section 3. Board of Directors**

The number of directors constituting the Board of Directors shall be eight. The duty of each director is to serve as a member of the Board and to assume other responsibilities as assigned by the President. The Board of Directors should include both members from institutions and employers. These eight directors shall serve one-year terms.

### **Section 4. Officers of the Association**

The Officers shall be President, President-Elect, Past President, Vice-President -- Institutions, Vice-President -- Employers, Secretary, and Treasurer.

All officers, excluding the Secretary and the Treasurer, shall be elected to serve a one-year term of office. The Secretary

and Treasurer shall be appointed on an annual basis by the President of the Association with approval of the Board of Directors. The Treasurer, by virtue of the position, will also serve on the Conference Committee. At the end of their terms of office, all officers must transfer all official records to the incoming officer.

The duties of these officers are as follows:

a) The President, who also serves as Chairperson of the Board, shall preside at all meetings of the membership and the Board; shall, with approval of the Board, appoint all Chairpersons and members of the committees unless otherwise designated in the Articles of Incorporation and Bylaws; shall be a member ex-officio of all committees; shall appoint a committee from the Board to nominate candidates to fill the unexpired term of any Board Member excluding the office of President to be acted upon as provided in Article III, Section 6; and shall be responsible for having the Treasurer's records of all financial business of the Association audited at the end of the fiscal year.

b) The President-Elect shall perform duties as assigned by the Board and shall perform all the duties of the President at his or her request. The President-Elect shall, subject to the approval of the Board, succeed to the office of President the following year.

c) The Vice-President – Institutions shall be directly associated with an institution of higher learning and shall serve as liaison representative between the Board and the educational institution membership.

d) The Vice-President -- Employers shall serve as the liaison representative between the Board and the employer membership.

e) The Secretary shall keep all official minutes of the meetings of the Board and membership, shall preserve all papers, letters, and records of all transactions, except those of Treasurer; shall at the end of the term of office transfer all official minutes of the Board and membership, papers, letters, and records of all transactions to the incoming Secretary who will retain or transfer such data to the incoming President.

f) The Treasurer shall maintain a record of the Association's financial business, including payment of bills and collection of dues and other monies; shall provide at least quarterly financial reports to the Board; and shall be responsible for presenting to the President the Association's finalized financial records for the annual fiscal audit.

### **Section 5. Nominating Committee**

The President of the Association shall appoint a Nominating Committee consisting of at least three (3) members, the Chairperson of which shall be the President-Elect. At least four weeks prior to the regular annual meeting of the Association, the Nominating Committee shall present to the Board its nominations of candidates for the vacancies on the Board of Directors and Officers of the Association for its approval. These nominations shall be presented to the Association at the regular annual meeting at which time election shall take place. Nominations for officers and directors shall be permitted from the floor, pending agreement from the chair of the Nominating Committee.

### **Section 6. Vacancies**

Vacancies, except vacancies resulting from any increase in the number of Directors, shall be filled by a majority vote of the Board Members then in office, and a Director or Officer so chosen shall hold office for the unexpired term of his or her predecessor or until his or her successor is elected and qualified, or until his or her earlier resignation or death. Vacancies resulting from an increase in the number of Directors shall be filled by a plurality vote of the membership. Should the office of President become vacant, the President-Elect would be elevated to serve as President until the next election for that office. If the positions of both President and President-Elect are vacant, the Board will elect the candidate to fill the unexpired term of President.

### **Section 7. Meetings and Notice**

The Board may hold meetings, both regular and special, either within or without the State of Georgia. Regular meetings of the Board shall be held by call of the Chairperson of the Board, the time and place of such meetings to be determined by the Chairperson of the Board. Special meetings of the Board may be called by the Chairperson of the Board or by any two (2) members of the Board.

Written notice of the time and place, by personal delivery or by mail, or email sent to the Board Member's address as listed with the records of the Association kept by the Secretary, shall be given at least five (5) days before the meeting. Such notice shall state a reasonable time, date, and place of meeting.

### **Section 8. Quorum**

At all meetings of the Board, majority of the Board, shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting shall be the act of the Board except as may be otherwise specifically provide by Law, by the Articles of Incorporation, or by these Bylaws. At any meeting of the Board, the members present may adjourn the meeting from time to time, without notice other than announcement at the meeting.

### **Section 9. Consent of Board Members**

Any action required or permitted to be taken at any meeting of the Board or of any committees thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, setting forth the actions to be taken, and the writing or writings are filed with the minutes of the proceedings of the Board or committee. Such consent shall have the same force and effect as a unanimous vote of the Board.

### **Section 10. Standing Committees**

The following shall constitute regular standing committees of the Association, such committees to perform the duties as described in the Standard Operating Procedures Manual and such other duties as may be delegated to them from time to time by the Board.

The standing committees are:

- Archives
- Awards
- Conference
- Diversity, Equity, Inclusion & Belonging (DEIB)
- Experiential Learning
- Marketing and Communications
- Membership
- Nominations
- Professional Development
- Partnership
- Statewide Career Fair
- Strategic Planning
- Technology

and Liaisons from:

- Technical Colleges
- USC-CACE

The President shall, subject to the approval of the Board, appoint the Chairperson of all standing committees. The Technical College Peer Group, and USC-CACE shall forward the appointees for their respective Chairpersons to the President for consideration.

**Section 11. Additional Committees**

The Board and/or the President may designate from among the membership one or more additional committees, each of which shall perform such duties and functions and have and exercise such authority as may be provided.

**ARTICLE IV: MEETINGS OF THE ASSOCIATION**

There shall be a regular annual membership meeting of the Association to conduct business and elect officers and directors. A special meeting of membership may be called by the Chairperson of the Board or any two members of the Board upon giving notice to the membership in the same manner as set forth in Article III, Section 7 of the Bylaws. All meetings of the Association shall be held at a time and place designated by the person or persons holding the meetings. Those members present at any properly called Association meeting constitute a quorum. Each Association member in good standing, with the exception of Lifetime Members (Lifetime Membership is only at the time of his or her resignation or retirement or following either of these events), shall be allowed to vote. A majority vote is required to pass motions raised at the Association meeting unless otherwise stated in the Articles of Incorporation or the Bylaws. The Board may invite to meetings of the Association special guests. Association members may invite to such meetings representatives of their organizations.

**ARTICLE V: DUES AND FEES**

**Section 1. Dues**

The annual dues of the Association shall be established by the board. Partnership options will be available on a limited basis, consisting of dues, fees for drive-in workshops, conference registration, and information table at annual conference. Information on partnership options and pricing are available on the website.

All memberships and partnerships (not including event sponsorship) will be available on a rolling basis.

**Section 2. Fees**

The Board shall approve the registration fee for the annual conference as recommended by the Chair and Co-Chair of the Conference Committee.

**ARTICLE VI: RULES OR ORDER**

The meetings of the Association and the Board shall be governed by the "Robert's Rules of Order" (latest edition) provided that any such rule is consistent with the Articles of Incorporation and Bylaws of the Association.

**ARTICLE VII: COMMISSIONED GROUPS**

To effectively accomplish the purpose, program, and events of the Association, the President may commission such groups as deemed necessary or desirable. Such groups shall perform these duties and functions and exercise such powers as designated by the President.

All commissions granted shall be subject to revision or revocation by the Board.

## ARTICLE VIII: AMENDMENTS

Amendments to or revisions of the Articles of Incorporation and Bylaws must be made upon recommendation of the Board and by a majority vote of members in attendance at the annual meeting, provided at least fourteen (14) days' notice in writing is given; or by a majority vote of those members returning ballots within fifteen days of the mailing date of votes taken by mail or e-mail. The notice to be given hereunder shall be given in accordance with Article III, Section 7 hereof.

## ARTICLE IX: CONFLICT OF INTEREST

### Policy Statement

The Association is responsible for performing duties and responsibilities in an ethical manner while protecting the integrity of the Board as a whole. The trust and confidence of the membership can only be sustained if all conflicts of interest are identified, disclosed, and addressed by the Board of Directors.

### Definition

A conflict of interest can be defined as:

- Any situation where a Board Member's interests may be incompatible or in conflict with his or her duties, decisions, and responsibilities on the Board;
- Any situation where a Board Member's membership in another organization may, or may be perceived to, influence his or her carrying out of duties and responsibilities as a member of the Board;
- Conflicts of interest may be real, potential, or apparent.

### Procedures

If a Board Member perceives a conflict of interest on any matter, including voting, related to his or her role on the Board, he or she should bring this to the attention of the President prior to the meeting. If the President is unable to resolve the issue, the President will bring the situation to the Board as a whole.

The President should ask and have recorded in the minutes, whether any Board Member has a conflict to declare; a Board Member must declare conflict of interest and the general nature of the conflict. If a Board Member is unsure whether he or she is in conflict, he or she should raise the issue with the Board, and the Board should determine by majority vote whether or not a conflict of interest exists. The Board Member involved must refrain from voting.

If a Board Member has declared or has been found to be in a conflict of interest, he or she must:

- Withdraw from a Board meeting while the matter is being discussed and voted upon to ensure he or she does not participate in the discussion or vote on the related matter;
- He or she must not attempt in any way before, during, or after the meeting to influence the voting on the related matter;
- Any Board Member who perceives another Board Member to be in a conflict of interest must raise it with the President; the President must then discuss the matter with the Board Member perceived to be in conflict.

If a Board Member is in a conflict of interest but did not declare it, the Board may:

- Issue a verbal warning or written reprimand;
- Request the Board Member to resign;
- Recommend to the President that the Board Member's appointment be rescinded.

***AMENDED May 31, 2023 via vote of the membership at the annual GACE Business Meeting, Brasstown, GA***  
***AMENDED May 26, 2021 via vote of membership at the annual GACE Business Meeting, Virtual Meeting***  
***AMENDED June 29, 2018 via approval of membership electronic vote***  
***AMENDED May 26, 2021 via vote of membership at the annual GACE Business Meeting, Virtual Meeting***  
***AMENDED June 29, 2018 via approval of membership electronic vote***  
***AMENDED July 14, 2017 via approval of the Board at the board transition meeting: Amy Lancaster***  
***AMENDED May 29, 2015 via vote of the membership at the annual GACE Business Meeting, Jekyll Island, GA***  
***AMENDED March 18, 2016 via approval of the Board at the quarterly board meeting: Tricia Herold***