

CONSTITUTION

The Georgia Communication Association, Inc.

The Georgia Communication Association is a long-standing professional association with a rich tradition in the communication field. In February 2002, the Georgia Communication Association became a duly authorized, nonprofit corporation in the State of Georgia. As a corporation, it must adhere to and abide by the applicable laws of the State of Georgia and those of the United States. The organization shall also create and be bound by a Constitution that defines its broad purpose and makeup, and Bylaws that define particulars of organization activities.

Article I: Name of the Organization

In accordance with its applicable Bylaws, the name of the organization is the Georgia Communication Association, Inc (hereafter, GCA or *the Association*).

Article II: Affiliations with Other Organizations

The Association works in alignment with the Southern States Communication Association and the National Communication Association. As needed, GCA shall nominate a 'State Association Delegate' to regional or national associations.

Article III: Purpose of the Organization

The purpose of the Association shall be to foster interest in the arts and sciences of the academic discipline and professional field of communication. It shall be the Association's additional purpose to study the needs of communication training in Georgia, to provide opportunities in communication education for Georgia youth, to develop closer ties to and relationships with professionals in business and industry in the State and region, and to assist in the effort to raise the standards of communication knowledge, quality, and training in Georgia. A corollary purpose to these is to engender a spirit of collegiality and friendliness among present and future communication professionals and those from other disciplines and career fields with an interest in communication. This will be accomplished through mutual contact at the Association's periodic meetings and other professional activities provided for mutual participation and cooperation.

Article IV. Membership in the Organization

Membership in the organization shall be open to students, educators, and professionals with an interest in communication, broadly conceived. Membership shall be controlled by application procedures and dues as defined in the Bylaws.

Article V. Roles in the Organization

The Association shall define in the Bylaws the rights, responsibilities, and election procedures for Officers and other positions, as needed to meet the needs of the Association, all of which may be modified using the Bylaws Amendments procedure.

Article VI. Committees of the Organization

The Association shall define in the Bylaws the rights, responsibilities, and election procedures for an Executive Committee and any standing committee, as needed to meet the needs of the Association, all of which may be modified using the Bylaws Amendments procedure.

Article VII. Organization Business

Section 1. The Association shall define in the Bylaws a regular schedule of Officer meetings, business meetings open to membership, and clear voting procedures.

Section 2. The Association's Constitution and Bylaws shall govern all Association business. As needed, the most current *Robert's Rules of Order Newly Revised* shall serve as a procedural supplement to the Constitution and Bylaws but shall not supersede anything explicitly defined in the Constitution or Bylaws.

Article VIII. Amendments to the Constitution

Section 1. Any member shall have the right to propose amendments to the Constitution.

Section 2. The proposed amendment shall be referred to an ad hoc committee named by the Executive Committee. The ad hoc committee shall review the proposal for a period of not less than 30 days and not more than 180 days. The review shall include consultation with appropriate legal counsel, as necessary.

Section 3. On the advice of the ad hoc committee, the proposed amendment shall be brought to a vote during a duly announced, in-person business meeting. A proposed amendment that earns three-fourths of the votes of those members present will go into effect immediately.

Revision History

Summer 2023 – Constitution revised for organization, clarity, and to better serve the purpose of a two-tier governing document system. Changes were made to move the Constitution towards a document that is simpler, broader, and needs to be changed rarely, whereas content that is more complex, specific, or might need regular review and revision was moved to the Bylaws. Questions can be directed to Steve Stuglin, David Nelson, and Meredith Ginn.

April 2003 – Amended to reflect clarifications in officer job descriptions.

September 2002 – Revised to reflect GCA's incorporation as a 501c (3) organization.

BYLAWS
The Georgia Communication Association, Inc.

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Article I. Membership in the Organization

Section 1: Regular membership in the Association shall be open to all professional educators in the communication field at any level of education and to those from other fields with an interest in communication upon completion of a GCA membership application and payment of the current annual dues.

Section 2. Student membership in the Association shall be open to students at either the post-secondary and secondary levels interested in communication and upon completion of a GCA membership application (student) and payment of the current annual dues for students. All rights and privileges are extended to student members except voting and elected or appointed office.

Section 3. No organization, institution, or individual considered to be a member shall share the Association's 501(c)3 status.

Article II: Board of Directors

Section 1. The Board of Directors, in accordance with the Bylaws and laws of the State of Georgia, is the final, decision-making authority for all matters of the organization.

Section 2. The Board consists of the President, Vice President, and Vice President-Elect.

Section 3. A unanimous decision of the Board of Directors can overrule an Executive Committee vote, which may then be vetoed by a unanimous vote of all currently seated members of the Executive Committee *not* also on the Board of Directors.

Section 4: The property and business of the corporation shall be managed by its Board of Directors. In addition to the powers and authority by these Bylaws expressly conferred

upon it, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not restricted by law, by the Articles of Incorporation, the Constitution, or by these Bylaws.

Article III: Executive Committee

Section 1. The Executive Committee is responsible for the governance of the Association in most matters, subject to the support of the Board of Directors.

Section 2. The Executive Committee consists of the President, Vice President, Vice President-Elect, Administrative Director, Marketing Director, Film Festival Director, Treasurer, Secretary, and all Members at Large.

Section 3. The Executive Committee shall act as representatives of the full membership in all matters. When appropriate and as determined by these Bylaws, the Executive Committee shall call for a vote of the membership, and shall act in alignment with the simple majority vote of that membership, unless the Constitution or Bylaws specifically defines a different vote threshold.

Article IV. Elected Officer Roles

Section 1. Rights and Responsibilities of Elected Officer Roles

- (a) **President:** The President shall preside at all business meetings of the Association, of the Executive Committee, and of the Board of Directors, and hold the ultimate responsibility for communication within the Association. The President shall be responsible for all the work of liaison between the Association and other professional organizations, agencies, and individuals on state, regional, and national levels. The President shall directly engage with the Regents Advisory Committee on Communication at regular intervals. The President shall organize meetings of the Executive Committee to plan the annual conference throughout the year, supervise the preparation for the annual conference, and serve as its Master of Ceremonies. The President is responsible for maintaining a current list of contact information for each past President (see art. VI, § 2, Presidential Advisory Board).
- (b) **Vice President:** The Vice President shall be President-elect, assist the President, and perform the duties of the President as needed. The Vice President shall be responsible for directly liaising with the Film Festival Director and Site Host, and planning the physical aspects of the annual conference, including the dates, meeting spaces, session spaces, meals, keynote speakers, invited guests, sponsors, offsite meetups, excursions, lodging, handouts, conference programs, presenter biographical information, and the AV needs for each session and space. The Vice President should work closely with the Vice President-Elect on all these activities under the supervision of the President.

- (c) Vice President-Elect: The Vice President-elect shall assist the Vice President and perform the duties of the Vice President as needed. The Vice President shall be responsible for organizing the submitted academic work for the annual conference. This includes, but is not limited to, drafting a theme and call for the conference, soliciting submissions, recruiting reviewers, screening proposals for review and acceptance, communicating with authors about acceptance status, and organizing the accepted works into sessions. The Vice President-Elect should work closely with the Vice President on all these activities, under the supervision of the President.
- (d) Treasurer: The duties of the Treasurer shall be to maintain the corporate records, financial accounts, and associated documentation. The Treasurer shall pay all the bills of the organization and make income/revenue deposits as appropriate. The Treasurer shall follow an appropriate business reporting system, prepare an "accounting record to date" at least once per year, and report to membership the financial health of the organization at the annual conference or meeting. As needed, the Treasurer shall serve as the agent for the Corporation in financial matters. The Treasurer shall coordinate with the Administrative Director and President to satisfy any annual reporting requirements to local, state, or federal government entities.
- (e) Secretary: The Secretary shall keep the minutes of all Executive Committee meetings and regular business meetings. As needed, the Secretary may attend meetings of the Board of Directors to take minutes but not to vote. The Secretary shall be the official archivist and recipient of copies of all reports and official documents of the organization. The secretary tallies all election ballots and reports the results to the membership at the annual business meeting. The secretary shall coordinate the transfer of older materials to a digital archive for preservation, accessible by the Executive Committee.
- (f) Administrative Director: The Administrative Director is responsible for maintaining the digital systems used for Association business, and for the lists those systems house. As such, the Administrative Director is responsible for maintaining the technical aspects of the website and any membership, conference registration, and conference submission web portals, and for providing relevant information from those databases to further the conference planning or outreach efforts of the Executive Committee. At any time, the Administrative Director shall have a copy of all login credentials used for Association business, and shall provide this information to the President.
- (g) Marketing Director: The Marketing Director is responsible for raising the public profile of the Association by utilizing direct outreach (news, community, etc.) and social media to reach potential members and to communicate with current members about Association activities. The Marketing Director shall coordinate with the Administrative Director to secure

access to necessary social media accounts, provide content for the Association website, and to secure email lists for members and potential members.

- (h) **Film Festival Director:** The Film Festival Director is responsible for organizing the film festival held at the annual conference, including generating and distributing a call for submissions, soliciting submissions, recruiting reviewers, screening, and distributing submissions for review, communicating with authors about acceptance status, and organizing the accepted works into sessions, securing prizes, and serving as Master of Ceremonies for the event at the annual conference. The Film Festival Director shall liaise with the Vice President as needed.
- (i) **Members at Large:** Members at Large are responsible for representing the kinds of institutions they work for and serve as support members for any aspect of conference preparation or other Association business. Members at Large should often be selected for ad hoc committees, support the Vice President-Elect with abstract/paper reviewing, and facilitate the process of name badges and registration at the annual conference. The Executive Committee has four Members at Large, who shall be selected based on their ability to represent the kind of institution that office is meant to represent, although other volunteers are acceptable if a perfect match cannot be found in a given election year.
 - a. Private Institution Member at Large should be filled by a representative of a private institution of higher education in Georgia.
 - b. First Public Institution Member at Large should be filled by a representative of a Research University or Regional Comprehensive University, as defined by the University System of Georgia.
 - c. Second Public Institution Member at Large should be filled by a representative of a State University, as defined by the University System of Georgia.
 - d. Third Public Institution Member at Large should be filled by a representative of a State College, as defined by the University System of Georgia, or by a representative of a unit of the Technical College System of Georgia.

Section 2. Nomination and Election.

- (a) Any elected officer role is open to any regular member of the Association.
- (b) Unless it is necessary to continue operation for the Association, no member shall hold two elected offices simultaneously. A member may hold an elected office and serve as an interim for a second office until a regular election can be held to fill the vacancy (art. IV, § 3).
- (c) The Administrative Director, Secretary, First Public Institution Member at Large, and Private Institution Member at Large are elected to that office

during a business meeting in the spring of odd-numbered years to serve a two-year term.

- (d) The Treasurer, Film Festival Director, Marketing Director, Second Public Institution Member at Large, and Third Public Institution Member at Large are elected to that office during a business meeting in the spring of even-numbered years to serve a two-year term.
- (e) The Vice President-Elect is elected to that office during a business meeting in the spring each year to serve a one-year term. In subsequent years, the Vice President-Elect serves one year as Vice President and one year as President. The mandated succession represents a three-year commitment.
- (f) During a spring business meeting, any member may nominate or self-nominate for an elected role. Nominees shall be provided a chance to address the members in attendance. In the case of multiple nominees, the Secretary will preside over a written secret ballot election, won by the candidate receiving the most votes. In the case of an uncontested nomination, members may approve of the nomination through a vote of acclimation (art. VII, § 2).

Section 3. Vacancy: A vacancy in any elected role, regardless of the reason, shall be filled following the regular election procedure at the next business meeting (art. IV, § 2). As needed, the Board of Directors may nominate an interim officer to fill the role, which must be approved by a vote of the Executive Committee (simple majority). An interim officer for the Vice President-Elect, Vice President, or President role shall not be subject to the mandated succession of those positions, but the duly elected replacement for that office shall be, once elected.

Section 4. Removal: Any member may call for the removal of an officer for dereliction of duty. No less than fifteen calendar days prior to a duly announced business meeting, the call for removal and any argument in its defense must be provided, in writing, to the officer in question. At the business meeting, the officer shall be provided an opportunity to speak, as shall any others that wish to do so. Removing an officer requires a three-fourths affirmative vote at the same business meeting. If removed, the membership shall immediately elect a replacement (art. IV, § 2). The removed officer remains a member of the Association.

Article V. Nominated Roles

Section 1. Rights and Responsibilities of Nominated Roles

- (a) Site Host: The Site Host is a member of residence at the host institution for the annual conference each year. The Site Host is responsible for liaising with the Executive Committee and Board of Directors about the resources, space, costs, and limitations of the selected site, well in advance of the conference itself. The Site Host is responsible for working directly with the Vice President to organize the physical aspects of the annual conference and may

be called upon to provide refreshments, technology, student volunteers, signage, printing, or other items for the conference that are easiest sourced from the host institution site.

- (b) Publications Editor: The Publications Editor is a nominated role that consists of all relevant oversight and work for the publication of the *Georgia Communication Association Proceedings* and the *Georgia Communication Journal*, as needed. The Publications Editor shall be responsible for the publication, promotion, and distribution of these publications, and may appoint an editorial board to judge the merits and appropriateness of all potential paper inclusions or designate the Executive Committee to serve as an editorial board. Co-editors shall be elected as necessary.

Section 2. Nomination and Election.

- (a) Any nominated role is open to any regular member of the Association, who can be nominated by a member of the Executive Committee or be self-nominated. In the case of Site Host, the role may be filled by a third party who would then be encouraged to join the Association.
- (b) Nominated roles are filled during a business meeting in the spring each year, to serve a one-year term. These nominees are not expected to be contested.
- (c) These roles do not sit on the Executive Committee or the Board of Directors.

Section 3. Vacancy. A vacancy in any nominated role, regardless of the reason, shall be filled following the regular procedure at the next business meeting (art. V, § 2). As needed, the Board of Directors may nominate an interim to fill the role, which must be approved by a vote of the Executive Committee (simple majority).

Article VI. Voluntary Roles

Section 1: Participation in any role defined in Article VI is voluntary. It may be occasional, persistent, rare, intermittent, or suspended at any time. It does not preclude serving in any other nominated or elected position with the Association.

Section 2: Presidential Advisory Board. All former Presidents of the Association are automatically members of the Presidential Advisory Board, which serves as a source of advice and institutional memory for the organization. The Presidential Advisory Board shall have no required meetings or other business but may be called upon by the current President at any time.

Article VII. Organization Business

Section 1. Types of Meetings

- (a) Meetings of the Board of Directors shall be scheduled, as needed, by the President. They may be held virtually or in-person without prior notice to the membership. Most matters of importance to the Association are best handled at a meeting of the Executive Committee instead.
- (b) Meetings of the Executive Committee shall be scheduled, as needed, by the President, to deal with the regular business of the Association and to plan the annual conference. They may be held virtually or in-person without prior notice to the membership.
- (c) Business Meetings shall be scheduled, as needed, by the President, to deal with the regular business of the Association that requires or deserves an audience with the broader Association membership.
 - a. Business meetings shall be announced to the full membership no less than 14 calendar days before they are to take place.
 - b. At least one business meeting must take place each spring to elect new officers and forward the mandated succession of the Board of Directors.
 - c. This meeting should be held in-person, at the annual conference, with expectations possible for extreme extenuating circumstances as determined by a three-fourths vote of the Executive Committee.
 - d. The Executive Committee reserves the right to reschedule or cancel a regular business meeting or to schedule additional regular business meetings as necessary.
 - e. Any member may add an item to the agenda of a regularly scheduled meeting by emailing the President at least 72 hours prior to the meeting.

Section 2. Voting Mechanics

- (a) The Secretary shall conduct and certify all votes.
- (b) Any election vote, and any other vote as requested by any member, shall be conducted by secret ballot. Otherwise, all votes may be conducted by voice or hand vote.
- (c) Votes of the Board of Directors may be held virtually or in-person, as determined appropriate by a consensus of the current Board of Directors.
- (d) Votes of the Executive Committee may be held virtually or in-person, as determined appropriate by the Board of Directors. In either case, quorum is a simple majority of the occupied elected officer positions (if all positions are filled, quorum is 6 of the 11 positions). Voting thresholds should be based on the quorum, not on the total possible votes. Unless otherwise stated, a vote succeeds with 50% + 1 in favor from a quorum of those eligible and present for the vote.

- (e) Votes of the Membership at a business meeting may be held virtually or in-person, as determined appropriate by the Board of Directors based on the issue at hand. Strong preference shall be given to in-person voting, especially in the case of electing new officers each spring. If an electronic vote is used for votes open to full membership, votes must be accepted electronically for a period no less than 14 calendar days. Voting thresholds should be based on those in attendance at the meeting, not on the total possible votes. Unless otherwise stated, a vote succeeds with 50% + 1 in favor from those eligible and present for the vote.

Section 3. Minutes

- (a) Minutes for meetings of the Board of Directors are optional. At the discretion of the President, a member of the Board of Directors may choose to keep minutes, the Secretary may be invited to the meeting to keep minutes, or no minutes may be kept.
- (b) Minutes for meetings of the Executive Committee are required. The Secretary shall take minutes of each meeting, circulate said minutes to the Executive Committee for review and revision, and secure the finalized draft of each set of minutes in a digital archive. These minutes shall be made available to any member upon request.
- (c) Minutes for Business meetings of the membership are required. The Secretary shall take minutes of each meeting, circulate said minutes to the Executive Committee for review and revision, and secure the finalized draft of each set of minutes in a digital archive. These minutes shall be made available to any member upon request.

Section 4. Standing Committees

- (a) The Executive Committee shall serve as Committee on Committees and shall have the power to create Standing Committees to meet the needs of the Association. Any Standing Committee should be charged with a task or set of tasks that is a recurring need for the Association. Standing Committees should be seated with no fewer than three members, drawing from any member of the Executive Committee or the broader Association membership, as appropriate.
- (b) While in effect, any Standing Committee must have its rights, responsibilities, and scope defined in the Bylaws (art. VII, § 4), or it shall be considered an ad hoc committee.

Section 5. Ad Hoc Committees

- (c) The President shall have the power to create ad hoc committees to meet the needs of the Association. Any ad hoc committee should be charged with a narrow task and provided a clear timeline for completing that task. Ad hoc committees should be seated with no fewer than three members, drawing from

any member of the Executive Committee or the broader Association membership, as appropriate. An ad hoc committee may not persist for more than one year.

- (d) During every even-numbered year, the President shall create an ad hoc committee to review the Association Constitution, Bylaws, and any other operating documents. This committee shall propose any necessary revisions to the Executive Committee and be dissolved before the next year.

Section 6. Robert's Rules: The Association's Constitution and Bylaws shall govern all Association business. As needed, *Robert's Rules of Order Newly Revised*, 11th ed. (RONR, 11th ed.) shall serve as a procedural supplement to the Constitution and Bylaws but shall not supersede anything explicitly defined in the Constitution or Bylaws.

Article VIII. Finances

Section 1. No member shall expend funds in the name of the organization except as a duly-empowered officer, with the support of the Executive Committee.

Section 2. Incidental Expenses: Each officer and director of the Association shall be required from time to time to bear personally incidental expenses related to responsibilities as an officer and director. An officer or director that expects reimbursement for any expense related to the Association shall request approval from the Executive Committee in advance, or assume personal responsibility for the expense. Unless specifically approved for reimbursement in advance, these expenses, of any value, shall not be subject to reimbursement by the Association.

Section 3: Compensation: Any compensation for any member or guest services rendered to the Association or for participation in Association events shall first be agreed upon by the Executive Committee *and* unanimous assent of the Board of Directors. Any recurring compensation (such as a salary) shall first be agreed upon by the Executive Committee, unanimous assent of the Board of Directors, and be written into the Bylaws following the appropriate Amendment procedure (Article XII) before taking effect.

Section 4. Reimbursement to the Association: Any payments made to an officer of the Association, such as salary, commission, bonus, interest, or tent or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the Association to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the determination of Directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Association has been recovered.

Section 5. Books and Records: The Board of Directors shall have power to determine which accounts and books of the Corporation, if any, shall be open to inspection, except

such as may by law be specifically open to inspection, and shall have power to fix reasonable rules and regulations not in conflict with the applicable law for the inspection of accounts and books which by law or by determination of the Board of Directors shall be open to inspection.

Section 6. Fiscal Year: The fiscal year of the Association shall be fixed from time to time by the resolution of the Board of Directors. The current fiscal year for the Association is July 1 to June 30.

Section 7. Annual Statements: Not later than four months after the close of each fiscal year, and in any case prior to the next annual meeting of the Board of Directors, the Association shall prepare a balance sheet showing in reasonable detail the financial condition of the Association as of the close of the fiscal year, and a profit and loss statement showing the results of its operation during its fiscal year.

Article VIII. Indemnification

Section 1. (a) Under the circumstances prescribed in paragraphs (c) and (d) of this section, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than any action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself: create a presumption that the person did not act in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. (b) Under the circumstances prescribed in paragraphs (c) and (d) of this section, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation; except

that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which the court shall deem proper.

Section 3. (c) To the extent that a director, officer, employee, or agent of a Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (a) and (b) of this section, or in defense of any claim, issue or matter therein, They shall be indemnified against expenses (including attorneys' fees) actually reasonably incurred by him in connection therewith.

Section 4. (d) Except as provided in paragraph (c) of this section and except as may be ordered by a court, any indemnification wider paragraphs (a) and (b) of this section shall be made by Corporation only as authorized if the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by the firm of independent legal counsel then employed by the Corporation, in a written opinion.

Section 5. (e) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director officer, employee or agent to repay such amount unless it shall ultimately be determined that the is entitled to be indemnified by the Corporation as authorized in this section.

Section 6. (f) The indemnification provided by this section shall not be deemed exclusive of any other right to which the persons indemnified hereunder shall be entitled and shall inure to the benefit of the heirs, executors, or administrators of such persons.

Section 7. (g) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

Section 8. (h) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or by an insurance carrier pursuant to insurance maintained

by the Corporation, the Corporation shall, no later than the next annual meeting of the Board of Directors, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment sent by first class mail to its Directors of record, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

Article X. Notices: Waivers of Notice

Section 1. Notice. Except as otherwise specifically provided in these Bylaws, whenever under the provisions of these Bylaws, notice is required to be given to any director or officer, it shall not be construed to mean personal notice, but such notice may be given either by personal notice or by radio, cable or telegraph, or by mail by depositing the same in the post office or letterbox in a postpaid sealed wrapper, addressed to such officer or director at such address as appears on the books of the Association, and such notice shall be deemed to be given at the time when the same be thus sent or mailed.

Section 2. Waiver of Notice. When any notice whatever is required to be given by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof by the person or persons entitled to said notice given before or after the time stated therein, in writing, which shall include a waiver given by telegraph, radio, or cable, shall be deemed equivalent thereto. No notice of any meeting need be given to any person who shall attend such meeting.

Article XI. Miscellaneous

Section 1. Seal. The corporate seal shall be in such form as the Board of Directors may from time to time determine.

Section 2. Appointment of Agents. The President or Vice President, empowered in the name and as the act and deed of the Association to name and appoint general and special agents, representatives, and attorneys to represent the Association in the United States or in any foreign country or countries and to name and appoint attorneys and proxies to vote any shares of stock in any other corporation at any time owned or held of record by the Association, and to prescribe, lit and define the powers and duties of such agents, representatives, attorneys, and proxies and to make a substitution, revocation or cancellation in whole or in part of any power or authority conferred on any such agent, representative, attorney, or proxy. All powers of attorney or other instruments under which such agents, representatives, attorneys, or proxies shall be so named and appointed shall be signed and executed by the President or the Vice President, and the corporate seal shall be affixed thereto. Any substitution, revocation or cancellation shall be signed in like manner, provided always that any agent, representative, attorney or proxy when so authorized by the instrument appointing him may substitute or delegate his powers in whole or in part and revoke and cancel such substitutions or delegations. No special authorization by the Board of Directors shall be necessary in connection with the foregoing, but this Bylaw shall be deemed to constitute full and complete authority to the

officers above designated to do all the acts and things as they deem necessary or incidental thereto or in connection therewith.

Article XII. Amendments to the Bylaws

Section 1. Any member shall have the right to propose amendments to the Bylaws.

Section 2. The proposed amendment shall be referred to an ad hoc committee named by the Executive Committee. The ad hoc committee shall review the proposal for a period of not less than 30 days and not more than 180 days. The review shall include consultation with appropriate legal counsel, as necessary. The ad hoc committee shall make its recommendation to the Executive Committee within the required timeframe.

Section 3. On the advice of the ad hoc committee, the proposed amendment shall be brought to a vote during a duly announced, in-person business meeting. A proposed amendment that earns three-fourths of the votes of those members present will go into effect immediately.

Revision History

February 2024 – After due notice and with more than a month to review the draft, and with a friendly amendment to correct a typo, the current version was voted into effect during a regular business meeting at the 94th annual conference.

Summer 2023 – Constitution revised for organization, clarity, and to better serve the purpose of a two-tier governing document system. Changes were made to move the Constitution towards a document that is simpler, broader, and needs to be changed rarely, whereas content that is more complex, specific, or might need regular review and revision was moved to the Bylaws. Questions can be directed to Steve Stuglin, David Nelson, and Meredith Ginn.

April 2003 – Amended to reflect clarifications in officer job descriptions.

September 2002 – Revised to reflect GCA's incorporation as a 501c(3) organization.