

# Georgia Technology Student Association Corporate Bylaws

## Article I: Purpose

- Section 1.1** The purpose of GEORGIA TECHNOLOGY STUDENT ASSOCIATION, INC., hereinafter referred to as Georgia TSA or GA TSA, shall be to assist the official Technology Student Association (hereinafter referred to as TSA) Charter Holder (Georgia Department of Education), as identified by the constitution and bylaws of TSA, a Virginia incorporated nonprofit corporation, and to foster personal growth, leadership, and opportunities in technology, innovation, design, and engineering. Members apply and integrate science, technology, engineering and mathematics concepts through co-curricular activities, competitive events and related programs.
- Section 1.2** Georgia TSA shall be the official organizing and managing body of all divisions of TSA granted under the Charter.
- Section 1.3** Georgia TSA shall operate through a Board of Directors who will make fiduciary, legal and policy decisions with the Charter Holder and all stakeholders. The purpose of the Board of Directors is to provide a representative system of governance to establish policy and support the purposes of the Georgia TSA. The various duties are to be carried out in a manner most expedient in the Board's judgment with all due consideration given to the democratic processes found in Robert's Rules of Order.
- Section 1.4** Georgia TSA shall be organized and operated exclusively for charitable and educational purposes subject to the limitations stated in the Articles of Incorporation, the purpose of this Corporation shall be to engage in any lawful activities, none of which are for profit, and for which corporations may be organized under state and federal law and 501(c)(3) of the Internal Revenue Code of 1954 or its corresponding future provisions.

## Article II: Responsibilities

- Section 2.1** The Board of Directors shall establish policies to ensure the state association fulfills its mission of serving students enrolled in career and technical education programs of study serviced by TSA, and that all financial records are maintained in accordance with generally accepted accounting principles and according to the rules and guidelines established by the Charter Holder.

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## Article III: Membership

**Section 3.1** Composition: The Board of Directors, hereafter referred to as the Board, shall consist of up to twenty **five (25)** persons. The Board shall include the following membership:

(1) Charter Holder Representative (Program Specialist from the Georgia Department of Education) (ex-officio voting);

(2) Georgia TSA Executive Director/State Advisor (ex-officio voting);

(3) twelve (12) Georgia TSA advisors as selected by the Georgia TSA Board of Board of Directors to serve a three (3) year term;

(4) up to **Ten (10)** other persons from education and industry representing a diverse spectrum of stakeholders committed to the mission of TSA;

(5) and, any person(s) from Georgia affiliated with TSA who is selected to serve on the national TSA Board of Directors, excluding student officers, shall be considered an ex-officio nonvoting member of the Georgia TSA Board of Directors for the duration of their term of service in that capacity. Should this additional director(s) cause the Board composition to exceed twenty five (25) persons, these bylaws shall automatically increase to accommodate their participation and then automatically decrease at the conclusion of their service to national TSA.

**Section 3.2** Qualifications and Terms of Office:

The Program Specialist from the Georgia Department of Education and the Executive Director shall be perpetual members of the Board as long as he/she holds such appointment by the Georgia Department of Education or the Georgia TSA Board of Directors respectively.

The Program Specialist from the Georgia Department of Education will serve as the Charter Holder Representative and may serve as the Acting Executive Director/State Advisor in the absence of the Executive Director or Board President.

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Georgia TSA local advisors shall be approved for election by the Board of Directors based on receipt of application to serve a three (3) year term not to exceed two (2) consecutive terms or a total of seven (7) years of consecutive service on the Board.

The Georgia TSA State President shall be elected according to the procedures outlined in the Georgia TSA Student Bylaws.

The education and industry representatives shall be nominated by the Charter Holder Representative, Executive Director, or Board President and voted to the Board by a majority vote of the current members of the Board of Directors and shall serve a three (3) year term.

All Board members must be Professional Members and/or Alumni Members in good standing of Georgia TSA and TSA.

A term of office shall consist of three (3) years, beginning and ending with the dates of Georgia TSA's annual State Leadership Conference, unless otherwise defined. Additional terms may be served but may not exceed two consecutive terms. Board members and Board Officers shall assume service at the conclusion of the State Leadership Conference.

Members may be removed from the Board by a two-thirds (2/3) majority vote of the Board with the exception of the Program Specialist from the Georgia Department of Education.

No former full-time employee of Georgia TSA shall be eligible to serve on the Board of Directors.

**Section 3.3** Vacancies: In the case of a board vacancy, the Charter Holder Representative, Executive Director or Board President may nominate another qualified person to fulfill a term. Members filling a vacancy shall be elected to the Board by a majority vote of its members. In the event of vacancy of the Charter Holder Representative, the Charter Holder may appoint an Acting Representative or the Board of Directors President or the Executive Director may serve in this capacity.

**Section 3.4** Board Officers: The officers of the Board shall consist of:

- Charter Holder Representative (Program Specialist from the Georgia Department of Education)
- Board of Directors President
- Board of Directors Immediate Past President

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- Board of Directors President-Elect
- Board of Directors Secretary
- Board of Directors Treasurer
- Executive Director/State Advisor

The Board President Elect, Board Secretary, and Board Treasurer shall be elected from the Board's membership.

The Charter Holder Representative will be selected by the Georgia Department of Education.

The Executive Director/State Advisor will be determined by the Georgia TSA Board of Directors.

The Executive Director/State Advisor shall be responsible for the organization of Board meetings, coordinating meeting agendas, developing and providing necessary reports, and ensuring compliance with State of Georgia nonprofit corporation requirements.

The Board President shall work closely with the Executive Director/State Advisor in setting meeting agendas and shall preside over each meeting.

The Board President-Elect shall preside over meetings in the absence of the President.

The Board Secretary shall be responsible for maintenance of records, and recording of meeting minutes.

The Board Treasurer shall be responsible for maintenance of financial records, providing a current financial report.

### **Section 3.5**    Duties of Board Officers

The Program Specialist shall be the chief education officer of the corporation charged with the oversight of the official charter granted by TSA.

The State President shall be the chief student officer of the corporation exercising the powers granted under the Georgia TSA Student Division Bylaws and these corporate bylaws and shall have any other powers and duties as may be prescribed by the Board of Directors.

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The Board President shall be the chief officer of the corporation and serve as the presiding officer of the Board of Directors and Executive Committee. The Board President shall appoint Committee Chairs and all members of Committees, subject to the approval of the Board. If there is no Executive Director, the Board President shall serve as the chief executive officer of the corporation and shall have the power and duties of the Executive Director as set forth in these bylaws or policies and procedures. The Board President shall retain all voting rights granted to other Directors; however their vote shall remain secret unless their vote will affect the outcome of the decision. The Board President shall have any other powers and duties as may be prescribed by the Board.

The Board President-Elect shall become the Board President of the Board of Directors at the conclusion of their term and will act as President in the absence of the President. When acting in the capacity of Board President, the Board President-Elect shall perform all the duties of the President, and when so acting, shall have all the powers and be subject to all restrictions upon the Board President. The President-Elect shall have any other powers and duties as may be prescribed by the Board of Directors.

The Board Secretary shall have overall responsibility for all recordkeeping of the corporation. The Secretary shall perform, or cause to be performed, the following duties:

1. Official record keeping of the minutes of all proceedings of the Board of Directors, members' meetings and other actions;
2. Provision for notice of all meetings of the Board of Directors and members' meetings;
3. Authentication of the records of the corporation;
4. Maintain current and accurate membership lists;
5. And any other duties as may be prescribed by the Board of Directors.

The Board Treasurer shall serve as the chief financial officer of the corporation and shall have overall responsibility for all corporate funds and assets. The Treasurer shall perform, or cause to be performed, the following duties:

1. Keep full and accurate accounts of all financial records of the corporation;
2. Deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors;

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3. Disbursement of all funds when proper to do so as determined by the Board;
4. Provide financial reports as to the financial condition of the corporation to the Board of Directors;
5. And any other duties as may be prescribed by the Board of Directors.

The Immediate Past Board President will act as Board President in the absence of the Board President and Board President-Elect, and shall have any other powers and duties as may be prescribed by the Board of Directors.

### **Article IV: Meetings**

**Section 4.1** Quorum: At all meetings of the Board, it shall take no less than a majority of filled positions to constitute a quorum to conduct business.

Any matter, excepting amendments to these bylaws, may be adopted by vote of a majority present at a meeting at which a quorum is present.

The act of a majority of the Board where a quorum is present shall represent an act of the Board of Directors provided that any actions that are inconsistent with the policies of the Georgia Department of Education or TSA, may be vetoed by the Program Specialist or the Georgia Department of Education's superintendent's office.

**Section 4.2** Voting: All members of the Board (voting and nonvoting alike) may make a motion for the Board to consider and vote. Subject to the provisions in Section 3.1, at all official business meetings each member of the Board shall have one vote.

The Board President and Charter Holder Representative may vote but generally only do so to make a tie or break a tie. Votes may be cast by written approval of proxy, by mail, by electronic means or directly at a business meeting of the Board.

**Section 4.3** Record of Proceedings: Minutes shall be recorded for all Board meetings and shall be submitted to the next succeeding meeting of the Board for approval, but failure to submit or to receive the minutes shall not invalidate any action taken or decision made during such meeting.

**Section 4.4** Committees: The Board, by resolution, may establish any standing committee or ad-hoc committee to study and make recommendations concerning the matters delegated to it, but no committee shall have the

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power to set policy or act in an official capacity in lieu of the Board. Committees shall include two or more persons and the Board President shall be a standing member of all Committees. The designated leader of the committee will provide a verbal and/or written report to the Board at a scheduled business meeting.

The Executive Committee shall have the power to meet and transact routine business or directives on behalf of the Board of Directors. Work conducted by the Executive Committee shall be reported and validated by the Board of Directors. The Executive Committee shall consist of the Officers of the corporation as stated in Section 3.4.

The Georgia TSA State Officers shall be selected consistent with the Georgia TSA student bylaws. The Georgia TSA State Officers shall serve as a perpetual standing committee of the Georgia TSA Board of Directors.

The Nominating Committee shall be a standing committee of the Board and shall be chaired by the Board Immediate Past President. The Nominating Committee shall review and present qualified candidates to the Board of Directors for selection.

The Board President may establish other ad-hoc or standing committees of the Board and appoint committee members subject to the approval of the Board of Directors. Committee members are not required to be members of the Board of Directors; however, all committees shall contain at least two (2) members of the Board of Directors with the exception of the Georgia TSA State Officer Team.

**Section 4.5** Scheduled Meetings: The Board should meet quarterly but shall meet no less than two (2) times per fiscal year either in person or by electronic means.

Scheduled meetings of the Board of Directors shall be held at the time and place to be determined by the Board. Notice of regular meetings, description of the time and place of the meeting shall be delivered to each Director personally or by phone, email, mail, or other Board approved electronic transmission not less than fourteen (14) days prior to the regular meeting, unless otherwise required by law.

**Section 4.6** Special Meetings: Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board.

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The Board President, Board President-Elect, or any three (3) or more Directors may call special meeting of the Board for any purpose or purposes.

Notice of such meetings, description of the time, place, and purpose of the meeting shall be delivered to each Director personally or by phone, mail, e-mail, or other Board approved electronic transmission not less than two days prior to the special meeting, unless otherwise required by law.

Discussion and decisions during special meetings shall pertain to the purpose of the meeting as described in the notification to the Board of Directors.

**Section 4.7** Meeting Attendance Requirement: Board member attendance and/or participation through electronic means in meetings are required to fulfill the mission of TSA. Any Board member who misses more than three scheduled meetings and/or conferences in a fiscal year shall automatically be referred to the Nominating Committee for review of continued service on the Board. Any Board member who does not notify the Executive Director and/or Board President of their intention to be absent at a meeting or conference and subsequently is absent from a meeting or conference shall automatically be referred to the Nominating Committee for review of continued service. Removal of any Board member is subject to the provision of Section 3.2.

### **Article V: Corporate Indemnity**

**Section 5.1** This corporation will indemnify its officers, directors, and agents to the fullest extent allowed by Georgia law.

### **Article VI: Dissolution**

**Section 6.1** In the event of dissolution of the corporation, the net assets, or the proceeds remaining after the discharge of all outstanding obligations and liabilities, shall be used by the Board of Directors for the benefit of Georgia students in career technical education, disbursed to national TSA, or be transferred to some recognized educational foundation.

### **Article VII: Amendments**

**Section 7.1** These bylaws may be amended or revised by the affirmative vote of no less than two-thirds (2/3) of the members of the Board of Directors.



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The Charter Holder shall have the power to veto amendments to these corporate bylaws.

*Drafted December 2012*

*Established March 1, 2013*