

Georgia Association for Industrial and Organizational Psychology, Inc.

BYLAWS

ARTICLE I. NAME

The name of this organization is the Georgia Association for Industrial and Organizational Psychology, Inc., hereinafter referred to also as GAIOP.

ARTICLE II. PURPOSE AND OPERATIONS

- A. **Purpose.** Georgia Association for Industrial and Organizational Psychology is established to:
1. Benefit its members through the open exchange of information relevant to the field;
 2. Promote the sharing of ideas and information about psychology as applied to work and human resource management;
 3. Provide professional development, including continuing education;
 4. Promote the application of psychological science in the workplace.
- B. **Operations.** GAIOP is established exclusively for educational and scientific purposes as a not-for-profit, professional association. It is intended to be a Georgia non-profit incorporated organization.
1. **Governance.** The GAIOP Board of Directors ("Board") will govern the operations of GAIOP.
 2. **Financial restrictions.** No part of the income, earnings, or assets of GAIOP will be used to benefit any director, officer, member, or other individual, except for Category 1 and Category 2 expenses that the Board feels are in the best interest of GAIOP. Category 1 expenses include nominal gifts, discounted memberships, and complimentary admission to GAIOP events. Category 2 expenses, which require approval by a majority of the Board, include all other gifts or payments except normal operating expenses (e.g., office supplies, refreshments for meetings) which do not require Board approval.
 3. **Dissolution.** Upon dissolution of GAIOP, any assets of the association will be distributed to a similar professional organization or donated to SIOP.
 4. **Fiscal year.** The fiscal year is January 1st to December 31st, or on such other dates as the Board may determine.
 5. **Notice.** For the purpose of these Bylaws, written notice includes notice sent via electronic means, unless otherwise specified.

ARTICLE III. MEMBERSHIP AND DUES

- A. **Membership classes.** There are three classes of membership: regular membership, student membership, and discounted membership.
1. **Regular membership.** Regular membership is open to any person who agrees to further the purposes of GAIOP and who has paid the required dues.
 2. **Student membership.** Student membership is available to any person who (a) is verifiably enrolled in a full-time graduate or undergraduate program of study at an accredited college or university, (b) agrees to further the purposes of GAIOP, and (c) has paid the required dues.
 3. **Discounted membership.** Discounted membership is available as determined and approved by the Board.
- B. **Dues.** The Board will set annual membership dues and inform the membership. Dues for student members will be one-half (½) the dues for regular members.
1. The Board will ensure that members are notified of membership dues annually by December 1st.
 2. The dues for continuing members should be paid by January 31st of each year.

ARTICLE IV. ELECTED DIRECTORS

- A. **General.** The directors may only be adult natural persons. The elected directors of GAIOP are (1) President, (2) Vice-President for Programs, (3) Vice-President for Membership, (4) Vice-President for Communication, and (5) Secretary/Treasurer. The five elected directors will constitute the voting GAIOP Board of Directors. Each office will be filled in accord with the Bylaws. Each director will perform his/her duties in accord with the Bylaws. The Board may appoint non-voting officers (e.g., coordinators) as deemed necessary without necessitating a change in the Bylaws. The non-voting officer positions will be filled by appointing interested members from the regular membership class.
- B. **Terms.** The term of each office will be two years, beginning January 1. The offices of the President, Vice-President for Programs, Vice-President for Membership, Vice-President for Communication, and Secretary/Treasurer will be filled by direct election of the members.
- C. **Mid-term vacancies.** An elected office will become vacant in mid-term immediately upon the resignation, recall, or death of the incumbent. The Board may also declare an office to be vacant by a majority of the Board if the director fails to attend two consecutive Board meetings.
- D. **Filling mid-term vacancies.** No elected office may remain vacant for more than 45 days.
1. **Directors.** If any elected office becomes vacant in mid-term, the Board will appoint an eligible member to fill the vacancy. That person will carry out the responsibilities of that office until the next annual election is held. The Board will inform members of the mid-term vacancy and appointment.
 2. **Multiple offices.** No individual may serve in more than one elected office at the same time.
- E. **President.** The President shall chair the Board, supervise GAIOP's day-to-day operations, ensure that the directors properly discharge their designated functions, serve as GAIOP's primary representative to outside organizations, and appoint all committee Chairpersons except as otherwise specified. Key responsibilities of the President will be to maintain the strength and integrity of GAIOP and keep the membership well informed about GAIOP operations. The President shall serve as the Chair of the Budget/Audit committee and shall conduct an annual audit of the financial statement and activities of the organization, including income and expenses, to verify accuracy. If the President cannot attend a Board meeting, the President shall appoint another Board member to chair the meeting on his/her behalf and give written notice of the appointment to the Board in advance of the meeting.
- F. **Vice-President for Programs.** The Vice-President for Programs shall serve as a voting member of the Board. The Vice-President for Programs shall coordinate production of programs on topics relevant to GAIOP. The Vice-President for Programs shall act as chairperson for the Programs committee.
1. During the initial term of the Board, the Vice-President for Programs role will be held by 2 people and each shall have a vote. Thereafter, the role will be filled by a GAIOP regular member.
- G. **Vice-President for Membership.** The Vice-President for Membership shall serve as a voting member of the Board. The Vice-President for Membership shall maintain the mailing/member database; produce an annual membership directory and handle meeting registrations. The Vice-President for Membership shall act as chairperson for the Membership committee.
- H. **Vice-President for Communication.** The Vice-President for Communication shall serve as a voting member of the Board. The Vice-President for Communication shall coordinate plans for dissemination of member content, outreach, and new offerings; coordinate other communications as deemed necessary; work with the Secretary/Treasurer to create the annual report. The Vice-President for Communication shall serve as chairperson for the Communication committee.
- I. **Secretary/Treasurer.** The Secretary/Treasurer shall serve as a voting member of the Board and shall have one vote.
1. In the Secretary role, the director shall provide all members with reasonable written notice of a scheduled meeting. In addition, the Secretary shall oversee the maintenance of GAIOP's files; maintain GAIOP's official records and documents; give all notices required by these Bylaws, the Board, or as otherwise required by law;

- prepare and distribute, or otherwise make available, the minutes of each meeting of the Board; and, in general, perform all duties incidental to the office of the Secretary.
2. In the Treasurer role, the director shall collect dues and deposit all monies in the name of GAIOP in depositories designated by the Board. The Treasurer shall pay by check all official GAIOP obligations. The Treasurer shall coordinate the development of an annual budget; maintain a list of paid members; manage GAIOP's finances (e.g. bank accounts, revenue collection, dues, payments, records, reports); present in person or in writing the financial records of GAIOP at every Board meeting; and secure an independent audit. The Board may, in its discretion, require that the Treasurer be bonded for at least the sum of five thousand dollars. The cost of such bond shall be borne by GAIOP.

ARTICLE V. GAIOP BOARD OF DIRECTORS

- A. **Composition and voting.** The Board will consist of all directors of GAIOP, each of whom shall have equal voting status except in the case of a tie vote. In the event of a tie, the President will cast the deciding vote.
- B. **Functions.** The Board will make and interpret the policy of GAIOP and supervise the conduct of all GAIOP programs, activities, and business affairs. The Board will represent the membership in official communications with other organizations and individuals and enforce all provisions of the Bylaws.
- C. **Referendums.** All actions and decisions of the Board may be subject to modification or reversal using the following procedures.
 1. **Petition.** The Secretary/Treasurer will conduct a referendum within 45 days of the request for such an election by a petition signed by twenty (20) percent of the current regular membership.
 2. **Voting.** The Board will submit referendums to the regular membership via mail or electronic ballot at least three weeks prior to the final date for the return of the ballots. The ballots will contain: (1) the proposed actions, (2) a statement by the petitioners on why the proposed actions are needed, (3) the Board's response to the petition, and (4) the final date for the return of the ballots. The Board will act promptly to comply with referendum proposals approved by a two-thirds (2/3) majority of votes cast.
- D. **Annual report.** The Vice-President for Communication, with the assistance of the Secretary/Treasurer, will create an official year-end report showing GAIOP's revenues, expenses, and net worth. Within two months after the end of each fiscal year, the Board will make the annual report available to members (upon request). The official budget will be made available each year within three months after the start of the new fiscal year.
- E. **Compensation.** Directors shall not receive any compensation for acting as such. GAIOP shall be entitled to purchase officers' and directors' liability insurance without violating these Bylaws.

ARTICLE VI. MEETINGS

- A. **Board meetings.** The Board will meet at least two (2) times per year to carry out its duties, and will meet additional times, as needed. A quorum of Board members must be present to conduct the meetings.
 1. **Place and time of meetings.** The Board will meet at such times and in such format as it may elect. Secretary/Treasurer will notify the Board of the time and place.
 2. **Open meetings.** Any member may attend meetings of the Board and participate in discussions.
 3. **Quorum.** A quorum will consist of at least three (3) directors. All decisions will be made by a majority vote of the quorum, except where otherwise specified by these Bylaws. If a Board member cannot be present for a vote, he/she may vote by written (including electronic) proxy.
 4. **Interim votes.** When matters require the immediate attention of the Board, the President may survey the Board to reach a decision. Any such survey shall be conducted by in writing, via electronic mail, or by other means selected by the

President, so long as the vote can be conducted privately. The President shall provide the vote count to the Secretary/Treasurer, who will communicate the results to the Board. All such immediate matters will, however, be reviewed at the next regular meeting of the Board.

- B. **Membership meetings.** The Board will conduct periodic meetings for the membership. The Board will determine the place and format of the meeting.
 - 1. **Announcement of meetings.** The date, time, and place of meetings will be announced four weeks at minimum before each meeting.
 - 2. **Price.** If appropriate, the Board may set a reasonable price for programs and meetings.
- C. **Committee meetings.** The Chairperson of any GAIOP committee will conduct meetings as needed to carry out the duties of the committee.
- D. **Action without a meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors or at any committee meeting may be taken without a meeting if all members of the Board or committee, as the case may be, consent to such action in writing or by electronic transmission, and so long as such writing or electronic transmission is filed with the minutes of the Board's or committee's proceedings. The consent shall have the same effect as a unanimous vote of the Board or that committee.

ARTICLE VII. COMMITTEES

- A. **Standing committees.** The following are the standing committees of GAIOP: Budget/Audit, Programs, Membership, and Communication. Committees may not commit GAIOP to any undertaking or expense not authorized by the Board.
 - 1. **Budget/Audit.** The President shall be the Chairperson of the Budget/Audit Committee along with at least two other members in addition to the Treasurer. All appointments to the Budget/Audit Committee are subject to the approval of the Executive Board. The Treasurer may not participate in the audit functions of the committee. The audit functions of the committee include an annual review of the books and financial records of the association at a date, time and place to be set in accordance with Article IV of these Bylaws. The committee shall include in its report to the Board recommendations that it deems appropriate. The Board must approve the Budget/Audit Committee report in order to finalize it. The committee shall provide that finalized report to the members on an annual basis in a manner to be determined by the Board.
 - 2. **Programs, Membership, and Communication Committees.** The Chairperson for each committee, with approval of the President, shall appoint any member from any class of membership to serve on the committee. No Chairperson is required to maintain a full committee, however, it is the intent of these Bylaws that each committee be staffed with sufficient numbers to carry out the committee's objectives. Each Chairperson may select any member appointed to their committee to serve as Vice Chairperson solely for the purposes of fulfilling committee duties; however, no Vice Chairperson shall have a vote on the Executive Board. It shall be the responsibility of each Chairperson to report on committee activities to the Board and the membership on an annual basis or at other times, as requested by the Board. Final decisions regarding the programs to be provided by GAIOP and all financial expenditures require the Board's approval.
- B. **Special committees.** The President may establish other committees, as needed, and shall appoint Chairpersons for those committees.

ARTICLE VIII. NOMINATIONS AND VOTING

- A. **Elections.** The Secretary/Treasurer will administer all GAIOP elections (e.g., annual, bylaws, recall, referendum), and determine and certify the results of each election.

- B. **Eligibility.** To be eligible for elected office, an individual must (1) be a current, regular member of GAIOP at the time of nomination, and (2) be willing to work actively for the objectives of GAIOP.
- C. **Voting rights.** All members will have the right to vote in each GAIOP election.
- D. **Annual elections.** The Board will conduct a bi-ennial election to fill GAIOP offices. The Vice-President of Membership shall actively solicit nominations from the regular membership and determine the best slate of candidates for each office, based on the nominations, eligibility, and availability of candidates. The slate of candidates will be approved by the Board. The approved slate will be presented to members in September and voting will take place at that time. Votes may be communicated via electronic means in the Board's discretion. The candidates who receive the most votes will be elected to office.
- E. **Recall elections.** Any elected director may be removed from office by a special recall election for reasons other than those stated in Article IV, Section C. The Board will conduct a recall election within 45 days of the request for such an election by a: (1) two-thirds majority vote of the Board, or (2) petition signed by twenty (20) percent of the membership as of the most recent quarter end date, which is January 20, April 20, July 20 or October 20. The Board will send appropriate background information and an official ballot to each member. The recall election will be decided by a two-thirds majority of votes cast by membership.
- F. **Bylaws elections.** The Bylaws may be amended according to Article X, below.
- G. **Referendum elections.** Referendums of the regular membership may be conducted according to Article V, above.

ARTICLE IX. NONDISCRIMINATION

All programs and activities of GAIOP should be conducted without discrimination on the basis of race, color, sex, sexual orientation, gender identity, national origin, religion, age, disability, political affiliation, or other classifications as required by applicable law.

ARTICLE X. AMENDMENTS

- A. **Bylaws elections.** The Bylaws may be amended by a special election of the regular membership. The Board will conduct a bylaws election within 45 days of the request for such an election by: (1) a majority vote of the Board; or (2) a petition signed by twenty (20) percent of the current regular membership.
- B. **Voting.** The Board will submit proposed amendments to the regular membership via mail or electronic ballot at least three (3) weeks prior to the final date for the return of ballots. The ballots will describe (1) proposed changes, (2) reasons for the changes, and (3) final date for the return of the ballots. Proposed amendments will be adopted if they are approved by a two-thirds (2/3) majority of votes cast.
- C. Bylaws amendments shall take effect immediately upon adoption.

ARTICLE XI. POLITICAL ADVOCACY

GAIOP, as a not-for-profit organization, will not take an advocacy stance on political issues. As part of its purpose, GAIOP may explain the nature of such issues to both its membership and to other interested parties. Any of GAIOP's pronouncements will be purely informational in nature. This position applies to any "friends of court" type of filings by the organization. GAIOP may explain professional practices and standards and may provide factual and informational data.

4/28/2016