

# **FRIENDS OF GEORGIA ARCHIVES AND HISTORY**

## **BYLAWS**

### **ARTICLE 1 – PURPOSES AND GOVERNING INSTRUMENTS**

**Section 1. Purpose.** The purpose of Georgia Archives and History (FOGAH) is a non-profit organization that supports and advances the mission of the Georgia Archives and the Capitol Museum by advocating and actively working for the preservation of Georgia's historic records and artifacts.

This organization shall render support and assistance to the Georgia Archives, the state agency responsible for preserving the non-current records of the State of Georgia and making those records available to government officials, scholars and other persons interested in their contents. To this end, the Friends will work to enhance the usefulness of the Archives as a public service institution by sponsoring publications based on research at the Archives, by underwriting conferences and other activities which will promote a greater understanding of Georgia history, by cooperating with historical societies, educational institutions, and related organizations in such endeavors and, in general, by seeking public backing for the work of the Archives so that its rich resources will be accessible to the fullest extent possible and preserved for future generations.

**Section 2. Nonprofit Corporation.** The Friends shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

**Section 3. Charitable Purposes.** The purposes of the Friends are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and, in furtherance of such purposes, the Friends shall have the following powers and authorities:

- a) To receive and accept property, real, personal or mixed, by way of gift, bequest, devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the Friends, as the same shall be amended from time to time, subject to the limitations of Section 501(c)(3) of the internal Revenue Code of 1986, as amended.
- b) To make expenditures and distributions and conduct operations, all for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in accordance with the governing instruments of the Friends.
- c) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, as determined by the Board of Trustees, to carry out any of the purposes of the Friends, as set forth in the Act incorporating the Friends and these Bylaws, including the exercise of all powers and authorities enjoyed by corporations generally in accordance with the provisions of the

Georgia Nonprofit Corporation Code, subject to the limitations of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**Section 4. Tax Exemption Status.** The affairs of the Friends shall at all times be conducted in such a manner as will assure its status as an organization qualifying for exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**Section 5. Governing Instruments.** The Friends shall be governed by its Articles of Incorporation, the Bylaws and by resolutions and policies duly established by the Board of Trustees in accordance therewith.

## **ARTICLE 2 – OFFICES**

**Section 1. Registered Office and Agent.** The Friends shall maintain a Registered Office in the State of Georgia and shall have a Registered Agent whose address is identical with the address of such Registered Office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

**Section 2. Principal Office.** The Principal Office for the transaction of activities of the Friends shall be located within the State of Georgia.

**Section 3. Other Offices.** The Corporation may also have other offices at such places within the State of Georgia as its business and activities may require and as the Board of Trustees may from time to time establish.

## **ARTICLE 3 – MEMBERSHIP**

**Section 1. Personal Membership.** Membership shall be opened to all individuals and organizations, regardless of race, creed, sex, age, political affiliation, or national origin, upon payment of annual dues as established from time to time by the Board of Trustees.

**Section 2. Voting.** Every membership in good standing shall have one (1) vote at meetings of the Friends' membership.

**Section 3. Meetings of the Membership.**

- a) The Annual Meeting of the Friends shall be held in September or at such time and place as designated by the Board of Trustees.
- b) The Friends shall meet at such other times and locations as may be determined by the Board of Trustees.
- c) Special meetings of the Friends may be called by the Board of Trustees, or by its President, or upon the written request of no less than fifty (50) percent of members.

**Section 4. Quorum of the Friends.** A simple majority (one-half plus one) of members in attendance at the Annual or a Special Meeting of the Friends shall constitute a quorum of the Friends for the purpose of transacting all business of the Friends.

## **ARTICLE 4 – BOARD OF TRUSTEES**

**Section 1. Authority and Number.** Except as otherwise provided herein, or otherwise ordered by the Friends, all powers of this organization shall be vested in a Board of Trustees, which shall consist of not less than seven (7) but not more than twenty-five (25) members.

**Section 2. Terms.** Each member of the board shall be elected by the Friends membership at the Annual Meeting from a slate presented by the Nominating Committee. Each member shall serve for a term of three (3) years and shall be eligible for re-election for an additional, immediately succeeding, term of three (3) years. After having served as a Trustee for two (2) successive terms of three (3) years, a Trustee shall not be eligible for re-election as a Trustee until a period of two (2) years shall have lapsed after the termination of his or her other second term of office. Officer's terms may be extended until the end of their term as an officer. The board member's term shall begin at the time of the election at the Annual Meeting and conclude after three (3) years.

**Section 3. Vacancy.** A vacancy in the term of a Trustee may be filled by the action of the Board of Trustees by its election of a Trustee for the unexpired portion of the term.

**Section 4. Ex-officio.** Ex-officio members of the Board of Trustees, who shall not have the right to vote, may be appointed from time to time by the Board of Trustees.

### **Section 5. Meetings.**

- a) The Board of Trustees shall meet a minimum of four (4) times a year on such dates and at such times and places as the President may select, unless otherwise directed by the Board of Trustees. Special meetings may be held upon the call of the President, Vice-President or the call of five (5) or more Trustees. Special meetings of the Board of Trustees shall be preceded by a written notice to each Trustee not less than three (3) business days prior to said meeting. The Secretary shall transmit said notice to each Trustee upon the request of the President or Vice-President or upon the written request of five (5) Trustees.
- b) There will be an Executive Committee for the transaction of Board business between meetings. The Executive Committee shall consist of the officers and other Trustees deemed necessary by the President.
- c) A simple majority (one-half plus one) of the Trustees shall constitute a quorum of the Board of Trustees for the purpose of transacting all business of the Board of Trustees.

**Section 6. Action by Trustees Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if consent in writing, setting forth the action, is approved by a quorum of the members of the Board of Trustees. Such consent shall have the same force and effect as a vote at a meeting duly called and held. The approved consent shall be placed in the minutes of the Friends.

**Section 7. Virtual Meetings.** Trustees may participate in and hold a synchronous meeting by means of telephone or similar communications equipment.

**Section 8. Constructive Resignation.** Any Trustee who misses more than two (2) consecutive quarterly meetings of the Board of Trustees without a valid excuse, satisfactory to the President, shall be considered to have constructively resigned as a Trustee and his or her place shall be filled by election as set forth above.

## **ARTICLE 5 – OFFICERS**

### **Section 1. Election.**

- a) The officers shall consist of a President, a Vice-President, a Secretary, a Treasurer and such other officers as may be from time to time authorized by the Board of Trustees. The President shall also serve as Chair of the Board of Trustees.
- b) Officers shall be elected from the Board of Trustees by the Board of Trustees. The Nominating Committee shall present a slate of officers at the fall board meeting to be elected and take office in January. The Board of Trustees shall have the power to fill any vacancy in an office that might occur between elections. An officer's term as a Trustee is extended by the length of the term of office.
- c) All officers must be a member of the Board of Trustees at the board meeting following the elections at the Annual Meeting.

**Section 2. Terms.** All officers shall be elected for terms of two (2) years each, and shall be eligible for re-election for one additional term of two (2) years. After having served as an officer for two (2) successive terms each, that person shall not be eligible for re-election to the same office until a period of two (2) years has elapsed after the term of each respective second term of office.

**Section 3. Removal, Vacancies.** Any officer of the Friends may be removed from office, with or without cause, by the affirmative vote of a majority of the trustees and officers, then in office at any given meeting of the Board of Trustees with respect to which notice of such purpose has been given. Any vacancy occurring in any office of the Friends may be filled by the affirmative vote of a majority of the remaining trustees and officers then in office, and when so filled, the newly elected officer shall serve until the next election.

## **ARTICLE 6 – DUTIES OF OFFICERS**

**Section 1. President.** The President shall serve as Chair of the Board of Trustees and shall preside at all meetings of the Friends and of the Board of Trustees and shall perform such duties as pertain to the office.

**Section 2. Vice-President/President Elect.** The Vice-President shall be President Elect and shall perform such duties as may be assigned from time to time by the President or the Board of Trustees. In the absence or disability of the President, all authorized duties and obligations of that office shall devolve upon the Vice-President.

**Section 3. Secretary.** The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Friends and the Board of Trustees and shall perform all other duties that usually pertain to the office of Secretary or as may be assigned by the Board of Trustees or the President. The Secretary shall review and approve the minutes prior to submission to the Board of Trustees. The Secretary shall be responsible for ensuring the maintenance of the permanent records of the organization including but not limited to committee reports, newsletters, minutes, and legal documents. The Secretary shall be responsible for providing an orientation to new Trustees.

**Section 4. Treasurer.** The Treasurer shall keep, or cause to be kept, the financial books and records of the Friends, and shall account for its funds. The Treasurer shall present the financial report at each Board meeting and make such additional reports as may be necessary to keep the President and the Board of Trustees fully informed at all times as to the financial condition of the Friends, and shall perform such other duties as may be prescribed by the President of the Board of Trustees.

## **ARTICLE 7 – COMMITTEES**

### **Section 1. Creation and Appointment.**

- a) The President may create and appoint committees unless otherwise directed by the Board of Trustees. Standing committees shall consist of Executive, Nominating, and Finance.
- b) The President designee from the Board of Trustees shall be an ex-officio member of all committees.

## **ARTICLE 8 – STANDING COMMITTEES**

### **Section 1. Executive Committee.**

- a) The Executive Committee of the Board of Trustees shall consist of the President, the Vice-President, the Secretary, the Treasurer, the immediate Past President, and such additional members from the Board of Trustees as the President shall from time to

time appoint. The President of the Board of Trustees shall serve as Chair of the Executive Committee.

- b) The Executive Committee shall meet upon the call of the President after reasonable notice to each member as the circumstances shall permit, and shall report its actions at the next regular meeting of the Board of Trustees.
- c) The Executive Committee may exercise all of the authority of the Board of Trustees between regular or special meetings of the Board of Trustees, and shall report its actions at the next regular meeting of the Board of Trustees.

**Section 2. Nominating Committee.** The Nominating Committee shall consist of a Chair and at least two (2) additional members from the Board of Trustees as the Chair shall appoint.

**Section 3. Finance Committee.** The Finance Committee shall consist of the Treasurer as Chair and at least two (2) such additional members from the Board of Trustees as the Chair shall appoint.

## **ARTICLE 9 – CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The Board of Trustees may authorize any officer or agent of the Friends to enter into any contract or execute and deliver any instrument in the name and on behalf of the Friends. Such authority must be in writing and may be general or limited to specific actions.

**Section 2. Checks, Drafts, Notes, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Friends shall be signed by such officer or agent of the Friends, in addition to the Chair, as shall, from time to time be determined by the Board of Trustees.

**Section 3. Deposits.** All funds of the Friends shall be deposited to the credit of the Friends in such banks, trust companies or other depositories as the Board of Trustees may select.

**Section 4. Gifts.** The Board of Trustees may accept on behalf of the Friends any contribution, gift, bequest, or devise for any general or special purpose of the Friends.

## **ARTICLE 10 – INDEMNIFICATION OF OFFICERS, TRUSTEES, EMPLOYEES AND AGENTS**

**Section 1. Indemnification.** The Friends shall fully indemnify and otherwise protect its Officers, Trustees, employees and agents under the circumstances described in and to the fullest extent permitted by O.C.G.A. Section 14-3-850 of the Georgia Nonprofit Corporation Code and O.C.G.A. Section 14-2-857 of the Georgia Business Corporation Code, as heretofore and hereafter amended, and as otherwise now or hereafter permitted by Georgia law.

**Section 2. Indemnification Not Exclusive.** The indemnification provided in Section 1 of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Act incorporating the Friends, as amended, or these Bylaws, or any agreement, vote of disinterested members of the Board of Trustees, or otherwise, both as to any action in his or her official capacity and as to any action in any other capacity while holding such office, and such indemnification shall continue as to any person who has ceased to be an Officer, Trustee, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**Section 3. Insurance.** To the extent permitted by Georgia law, the Friends may purchase and maintain insurance on behalf of any person who is or was an Officer, Trustee, employee or agent of the Friends.

## **ARTICLE 11 – MISCELLANEOUS**

**Section 1. Books and Records.** The Friends shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees.

**Section 2. Corporate Seal.** The corporate seal shall be in such form as the Board of Trustees may from time to time determine.

**Section 3. Fiscal Year.** The Board of Trustees is authorized to fix the fiscal year of the Friends and to change the same from time to time, as it deems appropriate.

**Section 4. Internal Revenue Code.** All references in these Bylaws to the Internal Revenue Code shall be to the Internal Revenue Code of 1986, as from time to time amended, and to any applicable future United States Revenue Law, and to all regulations issued thereunder.

**Section 5. Relation to Act Incorporating the Society.** These Bylaws are subject to and shall be governed by the Act incorporating the Friends, as amended.

**Section 6. Notices.** Whenever these Bylaws require notice to be given to any Trustee or Officer, the notice shall be in writing, unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, telegraph, fax or other form of wire or wireless communication; or by mail or private carrier. Written notice is effective at the earliest of the following:

- a) when received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- b) five days after its deposit in the mail, as evidenced by the postmark, if mailed, with first-class postage prepaid and correctly addressed; or
- c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated, if communicated in a comprehensible manner.

In calculating time periods for notice, the first day shall not be counted but the last day shall be counted.

### **ARTICLE 12 – AMENDMENTS**

These Bylaws may be altered or amended by the affirmative vote of two-thirds (2/3) of the members present and entitled to vote at any Annual Meeting of the Friends, or at any meeting of the Friends when (10) days prior written notice of the proposed change has been given each voting member.

Amended 5/25/2010