



BY-LAWS OF GA ASSOCIATION OF WOMEN IN PUBLIC SAFETY

ARTICLE I

ORGANIZATION

Section 1.1 Name. The name of this corporation is the Georgia Association of Women in Public Safety, Inc.

Section 1.2 Office. The registered office of the Association is located at the principal place of business within the State of Georgia. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

PURPOSES

Section 2.1 Primary Purpose. The members of this nonprofit Association serve or support that function of government, which provides public safety communications and services in areas of law enforcement, forestry, conservation, fire, highway maintenance, emergency rescue and medical services, emergency management, and other activities supported or endorsed by federal, state, local, and tribal governments. The primary purposes of this Association are to:

- a) Promote the achievements and needs of women in public safety.
- b) Provide an environment that encourages growth, professional development and success for women across public safety disciplines through education and networking opportunities.
- c) Serve as an identifiable resource for public safety leaders seeking solutions to common problems encountered in public safety, including but not limited to recruiting, retention, career development, training and promotional opportunities.
- d) Strive to protect citizens and their property and provide for their welfare by these and other appropriate means.



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ARTICLE III

MEMBERSHIP

Section 3.1 Membership. Membership in the Association shall be open to all persons in good standing who satisfy the requirements of the Membership Policy as established and amended by the Membership Quorum.

Section 3.2 Voting Rights. All persons in a voting-eligible category of Membership are entitled to one vote on each matter submitted to a vote under the Membership Quorum. All persons must have dues paid in order to vote.

Section 3.3 Positions of Leadership. Positions on the Board of Directors (Board) may only be held by voting-eligible Members, subject to the individual satisfying all other eligibility criteria for the position being sought.

Section 3.4 Denial/Termination. If, at any time, a member shall violate any of the terms of membership, the Association may revoke the individual's membership pursuant to the policies and procedures of the Association.

Membership may be denied, terminated, or suspended, for just cause by a majority vote of the Executive Board of Directors.

Section 3.5 Statement of Non-Discrimination. No eligible person shall be excluded from membership in the Organization unless voted on and approved by the Board of Directors. Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, age, disability, religious beliefs, sexual orientation, or national origin.



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ARTICLE IV

MEETINGS OF MEMBERSHIP

Section 4.1 Annual Meeting. The Association shall meet annually, and such meeting shall be known as the Annual Conference. Voting-eligible Members attending a business meeting of the Annual Conference shall constitute the Membership Quorum. This annual meeting may be conducted in person or through a virtual platform.

Section 4.2 Special Meetings. Special meetings may be called by the Executive Director, Executive Committee, or a simple majority of the Board of Directors. A written request signed by ten percent of the voting members may call a special meeting.

Section 4.3 Notice. Notice of each meeting shall be given to each voting member, by email or by mail, not less than five days before the meeting.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 Composition. The Board of Directors shall consist of (11) Board of Directors/Officers: a President, Vice President, Treasurer, Secretary, Immediate Past President and six (6) Board Members.

No member of the Board of Directors shall represent a commercial interest as set forth in the Membership Policy.

Section 5.2 Terms. Directors shall serve two-year terms.

- a) Nominations shall be accepted during the April board meeting, if applicable, for open Board of Directors positions. Nominations shall also be accepted directly before the April election.
- b) Election of officers shall occur at the April annual meeting each year. Members of the Board of Directors shall be elected in staggered terms with five-six vacancies occurring on alternating years.



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- c) A President, Vice President, Secretary and Treasurer shall be elected to serve a two-year term by a majority vote of the Board of Directors. The President and Vice President may serve no more than two consecutive terms of office. There shall be no limitations on the number of consecutive terms served by the Secretary and Treasurer.

After the annual election, a special meeting will be held of newly, re-elected, or existing board members. The Board of Directors will determine if the election for President and Vice-Presidents will be by secret ballot or in an open forum. The determination will be made by a majority vote of the Board of Directors.

The board members shall nominate candidates for the position of President. If voting by secret ballot, the outgoing President or designated officer will count the votes. The candidate with the most votes will be named the President.

After the President has been selected, the board members will nominate candidates for the position of Vice-President. If voting by secret ballot, the President or designated officer will count the votes.

The candidate with the most votes will be named Vice-President.

Once the President and Vice President have been elected, the remaining board members will be polled to see if any have a specific interest in serving as Secretary. The Board of Directors will determine if the election for Secretary will be by secret ballot or in an open forum. The determination will be made by a majority vote of the Board of Directors. The board members shall nominate candidates for the position of Secretary. If voting by secret ballot, the President or designated officer will count the votes. The candidate with the most votes will be named Secretary.

The position of the Treasurer will be filled in the same manner as the Secretary.

- d) An Ex Officio Member(s) shall serve in an advisory capacity as a non-voting member of the Board and representative of the supporting members. The Ex Officio member shall be appointed on an annual basis by the Board of Directors.



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Section 5.3 Vacancies. A vacancy on the Board of Directors, other than a temporary vacancy expected to last less than 90 days or a vacancy occurring less than 90 days prior to expiration of the Director's term, shall be filled by appointment by the President in consultation with the remaining members of Board of Directors.

Section 5.4 Duties. The Board of Directors shall:

- a) Approve the annual budget or any change to the approved annual budget, except the Executive Committee and/or the President may make modifications, which are within pre-defined limits that the Board of Directors establishes within the Association's policy manual;
- b) Establish standing committees as well as other committees or task forces as required from time to time to assist in accomplishing the purposes of the Association;
- c) Review and approve the Association's goals and objectives as recommended by the Executive Committee;
- d) Report its activities. Each Director has the responsibility to issue a formal report to his/her constituency and the annual quorum;
- e) Attend the meetings of the Board of Directors; and,
- f) Perform other duties as may be otherwise specified in these Bylaws or as may be required by the Board of Directors of itself.

Section 5.5 Voting. Actions by the Board of Directors shall require the vote of a simple majority of those at any meeting at which a quorum is present, except changes to Policy shall require at least two-thirds approval of the voting membership of the body. All members of the Board of Directors shall have full and equal voting privileges, each having a single vote. An online election is permissible in extreme situations where in-person meetings are impractical.

Section 5.6 Meetings. The Board of Directors shall meet quarterly but may convene more or less frequently as the body itself may agree.



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Section 5.7 Action by Petition. Should more than a third of the number of members of the Board of Directors petition the President in writing regarding a single issue, other than amendment of the Bylaws, the President shall poll the Board of Directors in the matter. Should the Board of Directors approve the petition, the President shall forthwith act accordingly.

Section 5.8 Removal. Any Director, including Executive Committee members under a) of 5.1, may be removed for reasons of malfeasance, misfeasance, or nonfeasance of duty, or for committing an act that brings significant discredit to the Association. The President may suspend a Director from the performance of his/her duties, including voting privileges, during the period between that person being impeached and the Board of Directors adjudicating the matter. In the event the President is impeached, then the senior member of the Executive Committee who was not impeached may suspend the President from the performance of his/her duties during the period between the President being impeached and the Board of Directors adjudicating the matter. The post occupied by the suspended Director shall remain vacant until such time as the matter leading to the suspension has been adjudicated by the Board of Directors or otherwise appropriately resolved. Members must notify the President of any actions taken by their agency which would bring discredit upon themselves or the organization or P.O.S.T certification, if applicable.

Section 5.9 Nonfeasance of Duty. Any Director, as defined in 5.1, who is absent from three or more meetings within a two-year term, may be removed from office for nonfeasance of duty by a simple majority vote of the entire Board of Directors.



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ARTICLE VI

EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Section 6.1 Authority. The business and affairs of the Association shall be managed by an Executive Committee of the Board of Directors, which may exercise all such powers of the Association and do all such lawful acts on its behalf as are not forbidden by statute, the Certificate of Incorporation or these Bylaws and are not specifically reserved to be performed by others in these Bylaws.

Section 6.2 Composition. The Executive Committee consists of the following:

- a) A President who shall typically advance from the position of Vice-President. Candidates for the office of President must have served a minimum of two years of the last five years on the Executive Committee of the Board of Directors;
- b) The Vice-President, elected by the voting-eligible membership of the Association;
- c) The Treasurer, elected by the voting-eligible membership of the Association;
- d) The Secretary, elected by the voting-eligible membership of the Association;
- e) The Immediate Past President.

Section 6.3 Duties. The Executive Committee shall:

- a) Prepare and maintain an annual budget for the Association;
- b) Maintain the Association's Strategic Plan and set goals and objectives in accordance with such plan;
- c) Plan for and execute annual conference and training sessions for membership; and,
- d) Perform all functions and do those acts that are not specifically reserved in these Bylaws to be performed by others.



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Section 6.4 Terms of Office. Members of the Executive Committee shall serve from the time they are installed in office until their successors are installed in office unless they are removed, resign, otherwise vacate the office, or become ineligible by virtue of engaging in a commercial capacity as set forth in the Membership Policy. Normally, Director installation shall occur during the Association's Annual Conference, but may occur at such other time as may become necessary due to the filling of a vacancy or other cause.

Section 6.5 Qualifications. Candidates for the Executive Committee shall meet or exceed the minimum qualifications listed below.

- a) Be a voting-eligible member in good standing serving in a noncommercial capacity as set forth in the Membership Policy;
- b) Be a citizen of the United States;
- c) Have served at least two years in an elected office of the Association;
- d) Shall have attended a minimum of two of the last three annual meetings; and,
- e) Other criteria as established by policy.

Section 6.7 Meetings and Voting. The Executive Committee shall meet and conduct the business of the Association at such times and places as the President or a majority of the Directors shall indicate. The President shall advise the Board of Directors of any significant actions taken at meetings of the Executive Committee.



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ARTICLE VII

MEMBERS OF THE EXECUTIVE COMMITTEE

Section 7.1 The President shall:

- a) Preside at all Association business meetings, except as provided in this Article and as determined during the Annual Conference;
- b) Serve as Chair of the Board of Directors and the Executive Committee;
- c) Make appointments to fill vacancies in accordance with this Article;
- d) Keep the membership appropriately informed; and,
- e) Perform such other duties as may be required that are not specifically assigned to others.

Section 7.2 The Vice-President shall:

- a) Serve in the absence of the President;
- b) Preside over the portion of the Board of Directors meeting at which the proposed budget for the ensuing year is being considered; and,
- c) Perform such other duties as may be required that are not specifically assigned to others.

Section 7.3 The Treasurer shall:

- a) Serve in the absence of the President and Vice-President;
- b) Maintain all financial records of the Association; and,
- c) Perform such other duties as may be required that are not specifically assigned to others.
- d) Empowered to collect membership fees as determined by majority Board of Directors.



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- e) Will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors. The Chief Financial Officer will perform all duties incident to the office of Chief Financial Officer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors. Upon retirement of the office, the treasure shall turn over to the incoming treasurer or to the president all books of accounts or any other association property.

Section 7.4 The Secretary shall:

- a) Participate in meetings of the Executive Committee and the Board of Directors;
- b) Record and maintain minutes of all Association meetings, including those of the Executive Committee, Board of Directors, and meetings of the membership quorum;
- c) Provide copies of business meeting minutes to the Association within 30 days of the adjournment of the meeting; and,
- d) Perform such other duties as may be required that are not specifically assigned to others.

Section 7.5 The Immediate Past President shall:

- a) Participate in meetings of the Executive Committee and the Board of Directors- in an advisory role with full voting rights, for no less than two years immediately following the conclusion of the term as President; and
- b) Perform such other duties as may be required that are not specifically assigned to others.

Section 7.6 Vacancies. A vacancy in the office of President or Vice-President, other than a temporary vacancy expected to last less than 90 days, shall be filled by advancement-in-rank by the next lower ranking elected Director. Such advancement-in-rank shall be in an "Acting" capacity.



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- a) A vacancy in either the office of Secretary, or Immediate Past President, other than a temporary vacancy expected to last less than 90 days, shall be filled by an appointment made by the President. Such appointment shall be subject to review and approval as follows: i) certification by the Credentials Committee that the appointee satisfies the eligibility requirements for service on the Executive Committee; ii) confirmation by the remaining members of the Executive Committee; and iii) ratification by the Board of Directors.
- b) A vacancy in the offices of President, Vice-President, or Treasurer that occurs after June 1 or otherwise is expected to last less than 90 days may be left vacant until the next regular election of Directors or the return of the currently elected Director. Such decision to leave the office vacant shall require a majority vote of the remaining members of the Executive Committee with prompt notice provided to the full Board of Directors.
- c) Should the office of President and Vice President become vacant at the same time an emergency meeting of the Board of Directors will be convened by the Immediate Past President of the Association for the purpose of appointing a new acting President and Vice President until such election can held to fill the offices. If the Immediate Past President is either unwilling or the position is vacant then these duties will fall to Secretary of the Association.

ARTICLE VII

EXECUTIVE DIRECTOR

Section 7.1 Executive Director. The Board of Directors may select and appoint an Executive Director and any additional staff, if required, who shall serve at the pleasure of the Board, and may or may not be compensated.

Section 7.2 Roles and Responsibilities. The Executive Director has overall responsibility for the Association, including facilitating the Association's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the Association, answer questions of Board members and carry out duties described in the job description. The Board can designate other duties as necessary. The Executive Director may, when necessary, be used as a tie breaking vote.

Section 7.3 Duties. The duties of the Executive Director may include the following:



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- a. Plans, formulates, and recommends for approval by the Board of Directors, the basic policies and programs which will further the objectives of the Association.
- b. Executes all decisions of the Board of Directors except when other assignments are specifically made by the Board.
- c. Provides necessary staff support and necessary liaison for committee chairpersons and committees to enable them to properly perform their functions.
- d. Insures that committee decisions or recommendations are submitted to the appropriate organizational persons for approval.
- e. Informs the Board of Directors & Executive Committee of the conditions and operations of the Association.
- f. Develops the overall administration, specific procedures and programs for implementation of the general policies established by the Board of Directors of the Association.
- g. Establishes and maintains a planned program of liaison and cooperative relationships with various related local, state, and national agencies and organizations.
- h. Publicizes and promotes the programs, services, and achievements of the Association.
- i. Establishes and supervises the organizational structure and personnel for the headquarters office, with approval of the President.
- k. Keeps the Board of Directors and committee chairpersons fully informed of regular and special reports of the Association's programs and operations and prepares proper notices of all regular and special meetings of the Association and its membership.
- l. Provides general guidance and participates in the development of new services to members of the Association.
- m. Implements such contracts and commitments as may be authorized



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by the Board of Directors..

- n. Acts as custodian for all Association records.
- o. Develops, recommends, and upon approval, operates with the annual budget, in cooperation with the Treasurer.
- p. Assists the Treasurer manage the receipts and disbursements of all monies of the Association in accordance with policies and procedures.
- q. Explores, develops, and assists in the soliciting and development of additional revenue for Association functions.
- r. Submits records for audit at the direction of the Board of Directors.
- s. Assists the Annual Conference Program Committee.
- t. Assists the President in the planning, promotion and administration of all official meetings of the Association.
- u. Represents the Association in public safety matters.
- v. Cooperates in production of Association publications/social media.
- w. Shall be responsible for filing a current listing of officers each year with Secretary of State's office.
- x. Shall see that the tax exemption of the Association is renewed each year.
- z. Performs similar and other related duties as required.

The quarterly financial reports shall be shared with the Executive Director for review.



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ARTICLE VIII

MISCELLANEOUS MEETING PROVISIONS

Section 8.1 Quorum. At all meetings of the Executive Committee, the Board of Directors, or any committee of the Association, a majority of the voting membership of the respective body shall be necessary and sufficient to constitute a quorum for the transaction of business and the vote of a majority of those at any meeting at which a quorum is present shall be the act of the respective body, except as otherwise provided herein. If a quorum shall not be present at any meeting of the body, the members thereat may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 8.2 Meetings by Telephone or Web Conferencing. Any one or more members of the body may participate in any meeting by means of telephone or web conferencing or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, if telephone or web conferencing capabilities are available. Members participating by telephone or web conferencing will be counted toward the total number of members needed to form a quorum.

ARTICLE IX

MEMBERSHIP DUES

Section 9.1 Dues. The members shall pay annual dues directly to the Association under a structure and policy established by the Membership Quorum. The annual dues for membership shall be established by the board of Directors and ratified by majority vote. Any change request to this amount must be approved by the Board and ratified by a majority of the voting members present at a business meeting.

Section 9.2 The annual dues of \$25 of all members shall be payable annually on a date identified by the Executive Committee.

Section 9.3 The Executive Director, or designee, shall immediately notify any member who is ninety (90) days delinquent in the payment of his/her dues that his/her active membership will be cancelled and all membership entitlements shall terminate.



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ARTICLE X

GENERAL PROVISIONS

Section 10.1 Interest of Members. No member of the Association shall have any right, title or interest in or to the whole or any part of the property or assets of the Association, and no member shall be entitled to either the whole or any part thereof in the event of the termination of his or her membership in the Association and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Association.

Section 10.2 Dissolution. All Directors of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Association shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Membership Quorum or Board of Directors by a two-thirds vote may determine or as may be determined by a court of competent jurisdiction upon application of the Executive Committee, exclusively to an organization of similar purposes which would then qualify under the same provisions of Section 501(c) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 10.3 Indemnification. The Association shall, to the full extent of its power to do so, indemnify any and all present and former Directors, Board of Directors, Executive Committee members, committee members and other agents of the Association against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of their being or having been Directors, committee members, or agents of the Association; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Association, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other bylaw, agreement, or otherwise.

Section 10.4 Contracts, Checks, Deposits and Funds



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1. **Contracts.** The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.
2. **Checks, Drafts and Orders of Payment.** All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.
3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.
4. **Gifts.** The Directors, collectively or individually, and officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.
5. **Loans.** No Director, Officer or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE XI

AMENDMENTS

Section 11.1 Power to Amend. These Bylaws may be amended or repealed, and new Bylaws may be adopted, by resolution adopted by a two-thirds majority of the Membership Quorum in regular session provided that notice of the proposed amendment is contained in the notice of the meeting that is posted and postmarked no later than thirty (30) days prior to the meeting of the Membership Quorum. Such amendments shall become effective upon the adjournment of the Annual Conference at which they were adopted unless the resolution specifies an alternate effective date.

Section 11.2 Emergency Conditions. Upon making a finding that an unusual circumstance exists for which significant harm would come to the Association if action were delayed until the next meeting of the Association's Membership Quorum, the Executive Committee may waive or modify a requirement contained in the Association Bylaws subject to a requirement that three-fourths (3/4) of the Executive Committee shall agree to a finding that an unusual circumstance exists and shall agree to the recommended course of action. Furthermore, the President shall cause to be published on the Association's official website the finding of the Executive Committee of an unusual circumstance and its nature and the course of action taken by the Executive Committee.



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ADOPTION OF BYLAWS

Approved at the Annual Meeting by Membership Quorum on April 27, 2023.