

**BY-LAWS  
OF THE  
GEORGIA ASSOCIATION OF TRAINING, EMPLOYMENT AND SUPPORTS**  
(approved by ballot vote – 2006)

ARTICLE I  
NAME

The name of the organization shall be The Georgia Association of Training, Employment and Supports, hereinafter referred to as GATES.

ARTICLE II  
MISSION

This mission of GATES is to provide a coordinated system of supports for member organizations which will influence public policy, raise awareness and enhance services to persons with disabilities and other barriers to independence.

ARTICLE III  
MEMBERSHIP

SECTION I – Membership Criteria

All members shall have an interest in vocational rehabilitation.

SECTION II

The Association shall have five classes of membership as defined below:

A. Institutional Members – Open to organizations which provide community rehabilitation programs in one or more of the following area: Developmental Disabilities, Medical, Mental Health, Vocational Rehabilitation and Vocational Education.

B. Group Associate Members – Open to organizations that support the work of the Association but are not eligible for institutional membership. These may include State and National Organizations, Societies, etc.

C. Individual Associate Members –Open be to persons who have a special interest in vocational rehabilitation. This category of membership is not available to persons employed by firms or corporations qualified to be Institutional, Group Associates or Corporate Members.

D. Corporate Members – Corporate membership shall be available to a firm, corporation or organization that is a supplier of goods and/or services and is in sympathy with the objectives and purposes of this association. A Corporate Member shall designate a person to serve as a representative. The Corporate Member shall change this representative at its discretion upon filing written notice of such change with the Executive Director. A Corporate Member representative who changes his or her employer may not transfer affiliation.

E. Students – Student members shall be persons who are seeking an undergraduate or graduate degree at an accredited institution of higher learning and who have completed at least two years of college but are not engaged in the vocational rehabilitation profession on their own account or not associated with an organization except in the capacity of an intern.

### SECTION III – Dues

Dues of the association shall be established for all classes of membership by a majority vote of the Association's members.

Notice of annual dues shall be given to the membership at least ninety (90) days prior to the beginning of each fiscal year. Annual dues are payable on or before July 1, the beginning of each fiscal year. Members may request payment options of semi-annual or quarterly installments by written request to the board on or before July 1. If members request and are granted periodic payment options, payments are due by the 5<sup>th</sup> working day of the quarter they are due.

Delinquency - A member who does not pay dues by July 1 or by the due date established by the payment plan, shall not be entitled to vote, to hold office, or to enjoy privileges of membership. The Association shall notify any member whose dues are in arrears and shall ask for payment. After notice has been given, failure to pay within 30 days shall result in member being automatically dropped from the Association.

Reinstatement - A member dropped for nonpayment of dues is eligible for reinstatement upon written application to the Board of Directors. Included with the application shall be a payment of annual dues for the fiscal year during which reinstatement is sought. The Board of Directors will accept or reject the application for reinstatement by majority vote.

### SECTION IV – Rights and Privileges of the Membership

A. Institutional members shall be entitled to name a delegate to represent them in the affairs of the Association. Such delegates shall be eligible to:

1. Hold office; serve as a member of the Board of Directors of the Association; and/or as chairperson or member of any committee.
2. Participate in any annual or special meeting of the Association.
3. Vote in the election of officers and members of the Board of Directors and on any matter of business coming before the membership at any meeting of the Association. Institutional members shall be limited to one vote.
4. Receive newsletters, correspondence and are eligible to attend conferences.

B. Group Associate members shall be entitled to name a delegate to represent them in the affairs of the Association. Such delegates shall be eligible to:

1. Serve as a non-voting board member, participate in board meetings, committees, and training.
2. Attend any annual or special meeting of the Association.
3. Receive newsletters, correspondence and are eligible to attend conferences.

C. Individual Associate Members shall be entitled to:

1. Serve as a non-voting board member, participate in board meetings, committees, and training.
2. Attend any annual or special meeting of the Association.
3. Receive newsletters, correspondence and are eligible to attend conferences.

D. Corporate Members as described in Section II (D) shall be entitled to:

1. Serve as a non-voting board member, participate in board meetings, committees, and training.
2. Attend any annual or special meeting of the Association.
3. Receive newsletters, correspondence and are eligible to attend conferences.

E. Student Members as described in Section II (E) shall be entitled to:

1. Serve as a non-voting board member, participate in board meetings, committees, and training.
2. Attend any annual or special meeting of the Association.
3. Receive newsletters, correspondence and are eligible to attend conferences.

ARTICLE IV  
POWERS OF THE ASSOCIATION

SECTION I. In order to accomplish these purposes and objectives as set forth in the Articles of Incorporation, this Association shall have, in addition to all powers granted by applicable statutes of the State of Georgia, the following powers:

A. To solicit, accept, and collect pledges, donation, contributions and dues, in cash or property.

B. To take by will, bequest, devise, grant or gift, in trust or absolutely, for the unrestricted or restricted purposes, cash and real personal property or interest therein.

C. To create, operate, manage, and control other corporations, foundations, or organizations deemed advisable and proper to accomplish the purpose of this corporation.

D. To invest and reinvest any monies coming into its hands in any type of property, real, personal or mixed, as it shall determine in good faith and be advisable; and, without limiting the generality of the foregoing, to acquire by purchase, lease, contract or otherwise, any type of property, real, personal or mixed. Without limiting the generality of the other provisions of this paragraph, the property in which this corporation may invest and reinvest monies received by it and which it may acquire shall include stocks, bonds, notes and other interest in, or obligations of corporations and other business organizations, and interests in oil, gas, and other minerals.

E. To own, hold, sell, convey, lease and otherwise manage, operate, or dispose of all or any part of its assets on any lawful terms and conditions without liability for any losses, which may result from acts done in good faith.

F. Subject to any limitations contained in the instrument by which any asset was acquired, to spend all or part of its income and capital assets as shall be determined by it in the furtherance of the purposes herein set out at any time or times.

G. To borrow money, execute notes and debentures and other instruments evidencing obligations for the payment of monies, to execute mortgages and pledges; to enter into any type of contracts, agreements, or guarantees relative to items of real or personal property owned by it or in which it may have a contractual interest; and to do all other things incidental to such borrowings, mortgages, pledges, and guarantees as may appear advisable to this corporation and which are permitted to non-profit corporations by law.

H. To give grants and financial assistance to qualified organizations as may be necessary to conduct research and/or treatment, education, and planning which shall be in the furtherance of the purposes of this corporation.

I. To all other things and exercise all other powers which a non-profit charitable, educational, and scientific corporation such as this is not prohibited by general law from doing or exercising in carrying out the stated purposes of the corporation; provided, however, that notwithstanding the foregoing powers, no substantial part of the activities of this corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, nor shall any part of its net earnings or capital expenditures and distribution inure or be paid to or for the benefit of any private contributor, officer, director, or member as such, except that compensation may be paid in reasonable amounts for services actually performed; and provided further that this corporation may not exercise any power, expressed or implied, which would disqualify it from tax-exempt status under Section 501 of the Internal Revenue Code of the United States as in force at the time of the adoption hereof or as amended after the adoption hereof.

SECTION II - Application.

An applicant for membership shall complete an application form designated by the Association. The application shall then be submitted to the Board of Directors, which will accept or reject the application by majority vote. The Board of Directors may establish policies to further clarify who is eligible for membership.

SECTION III – Membership Removal Procedures.

Members may be expelled for reasons outlined in Article III, Section 3, of these Bylaws, and for good cause shown. Sufficient cause for such expulsion shall include violation of the Bylaws or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association. Removal for cause requires a majority vote of the Board of Directors and due process. Removal for cause shall occur only after the member complained against has been advised in writing of the complaint lodged against him, and has been given reasonable opportunity for defense.

ARTICLE V  
MEETINGS

SECTION I – Board Meeting

There shall be a minimum of two (2) Board meetings during the year in addition to the Annual meeting.

SECTION II – Annual Meeting

The Annual Meeting shall be held for the purpose of conducting business as outlined elsewhere in the By-laws. The annual business meeting of the Association shall be held in June of each year, unless otherwise ordered by the Board of Directors, for the purpose of election of officers and other business pertinent to the annual administration of the Association. The Board of Directors shall determine the time and place of the annual business meeting. Notice of such meeting shall be mailed to the last recorded address of each member at least ten (10) days prior to the meeting.

SECTION III – Special Meetings may be called:

- A. By the President, with approval of the Board of Directors
- B. Upon receipt of written request of twenty-five (25) percent of the members, filed with the secretary setting forth the matters of business to be discussed at such Special Meeting,

SECTION IV – Time and Place

All meetings shall be set by the President with approval of the Board of directors.

SECTION V – Quorum

One-third of the delegates shall constitute a quorum for the meeting of the Association.

SECTION VI – Authority to Ballot by Mail and Electronic Mail

When matters of business require the action of the membership and time is not available for same or feasible, specific items may be decided by mail, fax or electronic act of membership, provided such action is authorized by the Board of Directors. The method of balloting for those authorized to vote (as provided by these By-laws) shall be prescribed by the Board of Directors. There shall be provision for use of mail ballots in the annual elections of officers.

SECTION VIII - Telephone Conference. Members of the Board or any committee designated by the Board may participate in any meeting of the Board or any committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at such meeting. Members of committees designated by the Board may also act by written ballot. Action may be taken by the Board of Directors by written ballot through which at least a majority of Directors indicate themselves in agreement. Ballots may be transmitted by electronic means.

ARTICLE VI  
OFFICERS

SECTION I – Officers

The officers of the Association shall be President, Vice President, Immediate Past President, Secretary and Treasurer.

SECTION II – Election of Officers

Officers shall be elected at the annual meeting of the membership and shall take office at the beginning of the fiscal year (July 1) for a term of two years or until their successor is elected. All officers shall be elected in odd numbered years, with no individual consecutively serving longer than four years in a position.

SECTION III – Duties of Officers

A. President

1. Calling all meetings of the membership and Board of Directors.
2. Presiding over meetings of the membership and Board of Directors.
3. Appointing, with the approval of the Board of Directors, the chairpersons of all standing committees.
4. Appointing all chairpersons of special committees.
5. Appointing members of all standing and special committees.
6. Serving as ex-official member of all committees.
7. Serve as a liaison to groups that impact a majority of the members

B. Vice President

The Vice President will assist the President in the discharge of his duties and will preside at meetings of the Association and/or the Board of Directors in the absence of the President. In case of inability from any cause of the President to act, the Vice President will perform the duties of the office of President.

C. Past President

The Past President will be the member delegate who has most recently held the office of President and is available to this office. The Past President will assist the President in the discharge of his/her duties and will preside at meetings of the Associations and the Board of Directors in the absence of the President and Vice President. Incases of inability from any cause of the President and such other duties as may be directed by the Board of Directors.

D. Treasurer

The Treasurer or designee of the Board of Directors shall review the books and records of financial transactions of the Association. The Treasurer or designee shall be authorized to sign all checks, drafts, and orders of payment of money. He/she shall determine that accurate and adequate accounts of the property and business transactions of the Association are kept, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. He/she shall review the Annual Report of the financial status of the Association prepared for presentation to the membership of the Annual meeting and such other reports regarding financial plans and results of operations. He/she will serve as chairperson of the Finance/Audit Committee and will perform such other duties as the Board of Directors may from time to time designate.

E. Secretary

The Secretary or designee of the Board of Directors shall be responsible for preparation and distribution of the minutes of all meetings of the membership and the Board of Directors. The Secretary or designee shall also maintain a current list of members of the Association and shall, under the direction of the President, issue notices of meetings of the Association, and the Board of Directors, and shall perform such other duties as may required by these By-Laws or

assigned by the Board of Directors or President. The Secretary or designee shall also be responsible for filling all annual reports to the Secretary of State.

#### SECTION IV – Vacancies

A vacancy for any reason, unless specified above, shall be filled by majority vote of the Board of Directors for the unexpired term of office.

### ARTICLE VII BOARD OF DIRECTORS

#### SECTION I – Composition

The Board of Directors shall be composed of the following:

- A. President, Vice President, Immediate Past President, Secretary, and Treasurer.
- B. Five individuals elected by voting membership in accordance with election procedure as stated herein.

#### SECTION II – Compensation

No director of the corporation shall receive compensation for serving as director, but a director may be reimbursed for actual expenses incurred in connection with the performance of his duties as director.

#### SECTION III – Quorum

A majority of the Board of Directors shall constitute a Quorum providing the meeting is chaired by the President, Vice President or Immediate Past President.

#### Section IV- Nominations.

A. Nominating Committee - At least ninety (90) days prior to the annual business meeting, the Board of Directors shall appoint a Nominating Committee of three (3) persons, each of whom shall have been a member of the Association for at least two (2) years. The chairman shall be appointed by the President. Names of nominating committee members and an invitation for recommendations for candidates for nomination shall be announced to the membership at least sixty (60) days prior to the annual business meeting. The nominating committee shall submit at least one (1) name for each available elective office of the Association and said slate shall be presented, in writing, to the membership at least thirty (30) days prior to the annual business meeting and again, orally, at the annual business meeting.

B. Candidates. - All candidates shall be members in good standing.

C. Nominating Process - All nominations shall be made by either the Nominating Committee or by written petition of not less than 5 percent of the membership. The Nominating Committee shall notify the membership, in writing, of its choice not less than thirty (30) days before the annual business meeting. After this time, any member nominated by a written petition containing the signatures of not less than 5 percent of the membership will be placed on the ballot, along with the nominees of the Nominating Committee, so long as the written petition accompanied by the nominee(s)' written statement of willingness to serve is received by the Executive Director not less than seven (7) calendar days prior to the annual business meeting, not including the day of the annual business meeting.

#### SECTION V Election

At the annual business meeting, the following shall be elected:

- A. Officers.
- B. Directors.

SECTION VI - Method of Election.

A. In the event that no nominations are made by petition, the presiding officer shall cast a unanimous ballot for the candidates of the nominating committee.

B. If a petition has been properly submitted, the Executive Director shall prepare a printed ballot indicating those nominees recommended by the Nominating Committee and those recommended by petition. The presiding officer shall conduct a voting procedure at the annual business meeting, with only those members in attendance entitled to cast a ballot. Proxy voting shall not be permitted in the annual election. The presiding officer shall appoint a tellers committee of three members. The results of the election shall be announced immediately at the conclusion of the tally. Candidates receiving the highest number of votes for each office shall be declared elected.

SECTION VII - Terms.

Any director may be eligible for reelection to succeed himself or herself for one additional term. A former board member may be eligible to serve on the Board again after a one-year respite from Board membership. Officers' terms are for two years, and non-officer Directors' terms are for three years.

SECTION VIII - Removal

The membership may remove any elected officer or director from office by a majority vote.

SECTION IX - Filling of Vacancies

The Board of directors shall have authority to fill vacancies by vote of its own membership if positions become vacant between elections. Members so elected shall serve until the next annual election.

SECTION X - Conflict of Interest

Any director of GATES having any potential financial interest in the outcome of any decision that is before the Board of Directors shall make such interest apparent prior to the vote of the Board of Directors, and said director shall abstain from discussing or voting on this issue. The nature of any director's potential financial interest in the outcome of any Board decision shall be disclosed in the minute book of the corporation.

SECTION XI- Powers of the Board of Directors

The Board shall have all corporate powers to conduct and control all the business affairs of the Association subject to the limitations established by the articles of incorporation, By-laws and the actions of membership. Its duties shall include but not be limited to the following:

- A. To hire/fire an Executive Director and provide annual review of his/her performance.
- B. To adopt an operating budget and authorize its officers to carry out the activities authorized by the budget.
- C. To designate person or persons to sign or who will obligate the Association by signing of notes, orders or promises to pay.
- D. To designate banks at which the Association's funds shall be deposited and authorize the opening of bank accounts.
- E. To approve a nominating committee appointed by the President consisting of a chairperson and two members at least 60 days prior to the Annual Meeting.
- F. Election of Board of Directors. Five individuals elected by the voting membership in accordance with election procedures as stated herein to non-officer positions. Non-officer Directors will be elected for a three-year term. The election of the five non-officer Directors shall be staggered over three years so that no more than two of the positions are elected in a year.

SECTIONXII - Manner of Acting.

Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**SECTION XIII - Presumption of Assent.**

A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**SECTION XIV – Termination of Board Members**

If a board member misses two (2) consecutive Board meetings, a notice of proposed termination from the Board of Directors may be sent. All minutes of Board Meetings should reflect absences of board members whether excused or not excused with the definition of excused being a notification by phone, fax, letter or email to the board prior to the meeting. The Board member has ten (10) days to appeal the termination. If no appeal is received he/she will be terminated by the Board of Directors and action based on majority vote. If said board member is successful in his/her appeal and an additional absence occurs he/she will be immediately terminated. A board member may be removed for cause by a majority vote of the Board of Directors.

**SECTION XV - Indemnification.**

Any person who at any time serves or has served as a director, officer, employee or agent of the corporation, or in such capacity at the request of the corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding. The expenses referred to in (a) above may be paid by the corporation in advance of the final disposition of the 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 be ultimately determined that he is entitled to be indemnified by the corporation.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this section, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.

Notwithstanding the foregoing, no person shall be entitled to indemnification under this section unless such indemnification is either (a) required by law or (b) permitted by law and expressly authorized or approved by the Board of Directors.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this section.

The corporation is also empowered to purchase and maintain liability insurance on behalf of its directors, officers and employees.



ARTICLE VIII  
COMMITTEES

SECTION I – Authority

The President shall appoint committee chairpersons, and the chairpersons shall appoint the members of their committee. The Board of Directors shall approve chairpersons of said committees. From time to time, the President shall designate such additional ad hoc committees as may be necessary, and the membership thereof, with such powers and for the purposes are as designated by him/her.

SECTION II – Standing Committees

Standing Committees of the Association shall be:

- A. Nominating Committee
- B. Membership Committee
- C. Awards Committee
- D. Finance/Audit Committee
- E. Association of Rehabilitation Managers (ARMS)
- F. Executive Committee

SECTION III - Duties of Committees

A. Nominating Committee

The President, with approval of the Board of directors, will appoint a nominating committee, at least 90 days prior to the Annual Meeting, consisting of three voting members of the Association, one of whom will serve as Chairperson for the purpose of nominating person to run for all offices and positions on the Board of Directors. The nominating committee will present thirty (30) days prior to the annual meeting, the names of qualified individuals whom it recommends for election to positions that are then vacant or will be vacant at the close of the annual meeting. Said committee will nominate at least one person for each position, and with the individuals consent. This list will be mailed to the membership for their consideration. Nomination for office may also be made from the floor by a member in good standing.

B. Membership Committee

The function of the Membership Committee shall be to organize and direct the membership activities of the chapter, within policies approved by the Board and to make recommendations to the Board with respect to such membership activities. This committee will function on a fiscal year.

C. Awards Committee

The function of the Awards Committee shall be to make a study to determine what individuals and organizations should be recognized by the Associations and their outstanding contributions to rehabilitation on a state-wide basis and to recommend to the Board of Directors such individuals and organizations for such awards and recognitions as are established by the Board.

D. Finance and Audit Committee

The Finance and Audit Committee shall be chaired by the Treasurer, whose duties it is to review all records of financial transactions (see “duties of the Treasurer,” Article VI, Section III (d)). This Committee will assist the President with developing a budget for the Association, to be approved at the Annual Meeting of the membership.

E. Association of Rehabilitation Managers (ARMS)

The ARMS Committee shall elect its own officer(s). The overall purpose of the committee shall be to provide a forum to exchange ideas, share information and provide support for professional colleagues. As a means of strengthening the organization and facilitating communication, the committee shall be responsible for scheduling meetings and for providing periodic reports to the Board of Directors.

F. Executive Committee

There shall be an Executive Committee which shall consist of five (5) members of the Board of Directors of whom shall be the officers currently serving as President, Vice-President, Secretary, Treasurer and Immediate Past President. The Executive Committee shall have the power to act for the Board of Directors in cases of emergency between regular Board meetings and when it is impractical to call a special meeting of the Board. The executive committee may not elect officers or directors or amend the By-Laws. Any decisions made by the Executive Committee shall be reported to the Board at the next meeting. The affirmative vote of a majority of the Executive Committee is necessary to act as a committee.

ARTICLE IX  
FISCAL YEAR

SECTION I - Fiscal Year.

The fiscal year of the corporation shall begin on July 1 and end on June 30, unless otherwise fixed by the Board of Directors.

SECTION II - Interpretation.

Whenever the masculine gender is used in these bylaws, it shall be deemed to include the feminine gender.

SECTION III - Effectiveness.

These bylaws shall be effective upon adoption by the membership of GATES.

SECTION IV - Amendment.

These bylaws may be amended, modified, repealed or restated by affirmative vote of a majority of the Membership. The Board of Directors must recommend an amendment to the members unless the Board of Directors elects, because of a conflict of interest or other special circumstances, to make no recommendation and communicates the basis for its election to the members with the amendment. The members entitled to vote on the amendment must approve the amendment by two-thirds of the votes cast. Notice of the meeting must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. If the amendment is submitted to the members for approval by written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.

SECTION V - Parliamentary Authority.

Roberts Rules of Order shall govern the conduct of business in all cases in which they are applicable and not in conflict with the articles of incorporation and these bylaws.