

Georgia Tutoring Association Constitution & By-laws

Revised February 18, 2012

Article I – Name and Authority

- Section 1: The name of this organization shall be Georgia Tutoring Association, hereinafter referred to as GaTA.
- Section 2: Notwithstanding any other provisions of these articles, the GaTA is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.
- Section 3: No part of the net earnings of GaTA shall inure to the benefit of any member, trustee, director, officer of GaTA, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee officer of the GaTA or any private individual shall be entitled to share in the distribution of any of the organization's assets upon dissolution of the GaTA.
- Section 4: No substantial part of the activities of the GaTA shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(a)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public offices.
- Section 5: In the event of dissolution, the existing organization is to refund proportionately all monies to participating institutions from the monies collected in the last year of its existence.
- Section 6: In any taxable year in which the GaTA is a private foundation, as described in IRC 509(a), the GaTA shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the GaTA shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain any excess business holdings as defined in IRC 4943(c), (c) make any investments in such manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

Article II – Mission and Goals

- Section 1: The mission of this organization shall be to foster the recognition and importance of tutoring to enhance student academic success and retention throughout the state of Georgia.
- Section 2: The goals of GaTA shall be to:
- Provide a network through which current trends in tutoring can be identified and innovations disseminated;

- Offer continuity and training for professionals, paraprofessionals, and students working in the field;
- Stimulate research of issues in Georgia education by offering a forum at which information can be shared;
- Work collaboratively with other national, regional, and state organizations and persons having purposes supportive of, or in harmony with, the concerns of GaTA.

Article III – Membership

- Section 1: Membership is open to those individuals who are actively involved in tutoring or in tutoring program administration, or those who are otherwise interested in the purposes of GaTA.
- Section 2: A Regular Member shall be any person who pays the Regular Membership fee and is in good standing with his/her sponsoring institution and GaTA. Only Regular Members shall be eligible to vote, to hold office, or to serve as standing committee members.
- Section 3: A Student/Tutor Member shall be any person who pays the Student/Tutor Membership fees and can provide supporting recommendation from his/her sponsoring institution or a current Regular Member of the GaTA.
- Section 4: A membership shall run from annual conference date to annual conference date. Renewal memberships are available to members in good standing.
- Section 5: Non-restrictive Membership Clause. Membership in other organizations shall not be a pre-requisite for membership in the Georgia Tutoring Association (GaTA). Additionally, membership in GaTA shall not be denied based upon race, color, ethnicity, national origin, religion, sex, sexual orientation, marital status, political persuasion, disability, height, weight, or age.

Article IV – Meetings

- Section 1: The annual meeting of the membership of the GaTA shall be held each year at the annual conference.
- Section 2: Other meetings of the membership may be called by the President. Meetings shall be called by the President at the written request of three or more elected officers or at the written request of more than fifty percent of the Regular Members of GaTA.
- Section 3: Notification of all meetings other than the annual meeting shall be made in writing to all members.
- Section 4: All members of the GaTA have the right to attend all membership meetings, annual or special. They may also attend other than general meetings but only as non-voting observers.

Article V – Governance Structure

The general affairs and business of the GaTA shall be conducted by the Executive Board. The Executive Board shall be responsible for interpreting and implementing policy actions adopted at the annual conference. The Executive Board shall also be responsible for generating policies deemed necessary between annual meetings, provided that such interim policies shall not abrogate the Constitution & By-laws of the GaTA either in intent or by letter.

Article VI – Executive Board

- Section 1: The Executive Board shall be composed of the elected officers: President, President-Elect, Past President, Vice President, Secretary, Treasurer, and Standing Committee Chairs. The Immediate Past President will be considered a consultant and may not vote in Executive Board meetings.
- Section 2: The terms for all officer positions shall be one year and will be served on a rotating basis.
- Section 3: Officers shall be elected by a majority vote of the Regular Members responding by ballot. By majority vote, the coordinators attending the annual conference may call for nominations for any vacant office positions and so vote. Qualifying requirements for officers may be waived by a majority vote of standing members.
- Section 4: Meetings of the Executive Board shall be designated regular or special. Regular meetings shall be held not less than twice each year, at a time and place designated by the President. Special meetings may be called by the President and shall be called at the written request of any three officers or chairpersons or combination thereof. All minutes, except those conducted in executive sessions, shall be available to all members in good standing.
- Section 5: A majority of the members of the Executive Board shall constitute a quorum.
- Section 6: By majority vote, the Executive Board may empower the Vice President to take over the duties of the office of President in the event of a vacancy in the office of President or may appoint a President Emeritus to fill the position until the next regularly scheduled election.

Article VII – Officers

- Section 1: The President shall act as chairperson and presiding officer of the Executive Board and shall act as presiding officer at every meeting of the membership of the GaTA and at every meeting of the Executive Board. Qualifications for this office include all of the following: a certified member in good standing of GaTA and has held at least one other GaTA office or served as a GaTA chair prior to being elected to the office. In addition, the President shall:
- Develop a plan of action, in conjunction with the Executive Board, to accomplish GaTA's goals and objectives;
 - Upon consultation of the Executive Board, and within thirty days of the annual meeting, appoint committee chairpersons;

- Provide the chairpersons of the standing and special committees with a written description of their duties;
- Engage in liaison activities with other associations and institutions, to promote the goals and objectives of GaTA or appoint a representative to carry out this duty;
- Report to the membership at the annual meeting on the state of GaTA;
- Make appointments to fill vacancies arising in the offices of Vice-President, Secretary, or Treasurer until regular meetings are held;
- Serve as Chairperson of the Elections Committee for one year immediately upon becoming Past President.

Section 2: The President-Elect shall act as presiding officer of GaTA in the absence of the Vice President. The main responsibilities of the President-Elect will be to oversee the Conference Committee which plans and conducts the next annual conference. The President-Elect, working closely with the Vice President, shall conduct negotiations with conference facilities. Qualifications for this office include all of the following: a certified member in good standing of GaTA for a minimum of one year.

Section 3: The Vice President shall act as presiding officer in the absence of the President. The Vice President shall also serve as the overseer to the Program Committee Chairperson and will work closely with the President-Elect concerning facilities. Qualifications for this office include having been a member in good standing of GaTA for a minimum of one year.

Section 4: The Secretary shall be the official custodian of all documents belonging to the GaTA, shall record the proceedings of all annual and special meetings of the membership and of the Executive Board. Qualifications for this office include being a member in good standing of GaTA. The Secretary also shall:

- Correspond on behalf of the Executive Board, including notifying all Executive Board members of the time and place of Executive Board meetings;
- In conjunction with the President, prepare an annual report to be distributed to the membership at the annual meeting.

Section 5: The Treasurer shall be responsible for all the financial transactions of the GaTA. Qualifications for this office include being certified a member in good standing of GaTA a minimum of two years and served as committee chair or held previous office. A two-signature check signing policy should be in effect with a maximum of four people having power to sign. These people shall be members of the Executive Board and be approved by majority vote of the Executive Board. The Treasurer shall:

- Submit an annual operating budget to the Executive Board of approval;
- Receive and record the receipts of all dues and other income;
- Write and sign all checks for all budgeted expenditures authorized by the Executive Board;
- Submit expenditures exceeding budgetary limits for Executive Board approval;
- Make a financial report at each general and special meeting of the membership and the Executive Board;
- Supervise, monitor, and finalize all financial transactions of the annual conference;
- Help conduct negotiations with conference hotel(s).

- Section 6: The Past President shall be a non-voting consultant to the Executive Board and may be recalled by the Executive Board or the membership like any other member. If the Past President cannot service his/her term, the President is responsible for the following:
- Conduct the call for nominations, balloting, and report election results (see Article VIII, section 7).

Article VIII – Standing Committees

- Section 1: The following standing committees may exist: Constitution & By-laws, Conference, Program, Membership, and Elections.
- Section 2: Chairpersons of the standing committees shall be appointed by the President upon consultation with the Executive Board and be notified in writing of their appointment within thirty days of the conclusion of the annual meeting. Chairpersons shall receive the following list of duties in writing, along with the written charge to their committees. Chairpersons must be certified GaTA members in good standing at the time of their appointment and must maintain membership in good standing throughout their appointed terms. All standing committee chairs are granted the right to vote on Executive actions, and they may attend Executive Board meetings either in conference calls or annual business meetings. Chairpersons shall:
- Select the membership of their committees, except as otherwise noted in GaTA legislation;
 - Arrange meetings of their committees;
 - Conduct the correspondence of their committees;
 - Coordinate committee activities;
 - Submit a written report at each regular meeting of the Executive Board;
 - Recommend future committee activities;
 - Provide for a smooth transition to the new chairperson, including the transfer of records;
 - Perform other duties as requested by the President or the Executive Board;
 - Attend the annual conference;
 - Be available to work before, during, and after the annual conference as requested by the President and Conference Chairs.
- Section 3: It shall be the responsibility of the Constitution & By-laws Committee to:
- Develop by-laws as needed to govern the membership of GaTA and to regulate the affairs of the organization;
 - Oversee the development of proposals to amend the GaTA Constitution & By-laws;
 - Forward proposed amendments to the Elections Committee for distribution to the Regular Membership;
 - Oversee the approval process for proposals to amend the GaTA Constitution & By-laws.

- Section 4: It shall be the responsibility of the Conference Committee to:
- Recruit exhibitors and activity sponsors (if desired);
 - Coordinate conference publicity;
 - Coordinate audio-visual equipment activities, conference printing, hospitality sessions, entertainment, etc.
 - Set registration fees and plan a budget of expected expenditures relating to the conference;
 - Request disbursement of funds from the Treasurer to cover conference expenses;
 - Arrange accommodations, transportation, payment, etc. for keynote speakers;
 - Manage general conference logistics before, during, and after the conference;
 - Coordinate general conference activities with the Program Committee.
- Section 5: The Chairperson of the Program Committee shall be a member of the Conference Committee. It shall be the responsibility of the Program Committee to:
- Select a keynote speaker appropriate to the conference theme;
 - Issue the call for presentations;
 - Select presentations consistent with the conference theme and mission of GaTA;
 - Develop the conference program in conjunction with the Executive Board and Conference Chair;
 - Provide the Conference Chair with all information necessary to meet the audio-visual and space needs of presenters;
 - Provide on-site coordination for the conference program;
 - Conduct all correspondence and communication relevant to the conference program;
 - Design the conference brochure and any other written materials to be distributed at the conference.
- Section 6: It shall be the responsibility of the Membership Committee to:
- Develop an annual recruitment plan for the building of the GaTA's membership and implement the plan for new membership;
 - Answer all correspondence regarding GaTA membership;
 - Maintain and update the GaTA membership list on a regular basis;
 - Provide information regarding the membership list and its status at the request of the President or Executive Board.
- Section 7: The Chairperson of the Elections Committee shall be the Immediate Past President or someone appointed by the President should the Immediate Past President be unable to carry out these duties. It shall be the responsibility of the Elections Committee to:
- Issue a call for nomination of candidates for GaTA offices by a direct mailing or email to the GaTA Regular Members at least five months prior to the annual conference;
 - Provide each nominee with a written description of the duties of the office to which he/she has been nominated;
 - Obtain written or emailed consent from each nominee;
 - Supervise the solicitation of nominations from the floor of the general meeting at the annual conference and arrange for nominees to make a short presentation to the General Membership at the annual conference;

- Forward to the Executive Board for review all nominations and a recommended slate of nominees no later than three months prior to the annual conference;
- Provide, collect, and tally all ballots for the election of officers;
- Should a vacancy arise in the office of President-Elect, begin procedures for a special election within thirty days of notification, unless a regularly-scheduled election will come first;
- Provide verification for each person nominated as a GaTA member in good standing.

Article IX – Special Committees

Special committees may be created as deemed necessary by the President or the Executive Board.

Article X – Rules of Order

Robert’s Rules of Order shall govern all meetings of GaTA, except where to do so would be inconsistent with the GaTA Constitution & By-laws.

Article XI – Initiative, Referendum and Recall

- Section 1: Any officer of the GaTA may be recalled, any proposed action on behalf of GaTA may be initiated, or any action taken by the Executive Board on behalf of GaTA may be referred to the membership by means of a petition setting forth the action requested.
- Section 2: Any action or initiative, referendum or recall shall require a motion and a majority vote of the Regular Members or two-thirds of those Regular Members attending the annual conference.

Article XII – Amendments

- Section 1: Amendments to the Constitution & By-laws may originate in the Constitution & By-laws Committee or be initiated by an individual Regular Member.
- Section 2: Any Regular Member may propose an amendment to the Constitution & By-laws by sending the proposal to the Constitution & By-laws Committee at least six months before the annual meeting held at the annual conference.
- Section 3: Amendments proposed by Regular Members and approved by a simple majority of the Constitution & By-laws Committee shall be sent to the Executive Board for approval. If approved by a simple majority of the Executive Board, the Constitution & By-laws Committee shall forward the proposed amendment(s) to the Elections Committee to be included as part of the ballots for the election of officers at the annual meeting, or by special mailing from the Executive Board.
- Section 4: Amendments shall be adopted if approved by two-thirds of the Regular Members responding by ballot.