

Bylaws

of the Georgia Professional Lobbyists Association

Article I. Name and purpose. — This organization shall be known as the Georgia Professional Lobbyists Association (hereinafter referred to as the “Association”). The Association is a private, not for profit, professional organization composed of voluntary members. All meetings and records of the Association’s Board or membership are declared to be private and shall not be open to the public or any non-member. No member shall make any record of the Association public without express approval by the Board. The primary purposes of the Association are to:

- A. Promote and maintain high ethical standards in the profession of lobbying;
- B. Adopt a Code of Ethics that is subscribed to by every member of the Association;
- C. Provide a mandatory course of study relating to the regulation and ethical conduct of lobbying that must be completed as a condition of membership, and provide mandatory continuing education as a condition of ongoing membership;
- D. Provide a process for the resolution of disputes among members of the Association;
- E. Work with the legislature to develop appropriate laws governing the practice of lobbying in Georgia;
- F. Promote the profession of lobbying in Georgia with the media, educational institutions, consumer groups and other publics as identified by the Board of Directors;

Article II. Board of Directors. — The Association shall be governed by a Board of Directors elected by the membership in the manner prescribed herein. The Board of Directors shall be elected to two-year terms. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and its publications, shall determine the policies associated with the objectives of the corporation and shall be accountable for the association’s assets. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may delegate certain of its authority and responsibility to the Executive Committee.

- A. The Board of Directors shall meet at least quarterly but may meet more often at the call of the Chairman. Notice of all Board meetings shall be given to Directors not less than 30 days before a meeting is held. The Chairman may call a special meeting of the Board of Directors upon 72 hours notice to the Directors.
- B. At any meeting of the Board of Directors a majority of the voting members of the Board shall constitute a quorum for the transaction of the business of the Association. Voting rights shall not be delegated to another or exercised by proxy. The Board may take action by teleconference, bymail ballot or by electronic mail ballot, and this action shall be valid if affirmed by a vote at the next meeting of the Board.
- C. Any Board member who shall have been absent from two (2) consecutive regularly-scheduled meetings during any fiscal year shall automatically vacate this seat on the Board and the vacancy shall be filled as provided by these Bylaws. However, in special circumstances, the Board may vote to retain a Director who has exceeded the allowable number of absences in one administrative year.
- D. The Board of Directors may fill any vacancies that may occur on the Board by reason of death, resignation or otherwise, with an interim Director for the continuation of the

unexpired term. Said replacement must then participate in the next election process to secure that Director position for a full term.

- E. Any director may be removed any time by a two-thirds vote of the Board of Directors at any regular or Special meeting.
- F. The Board shall consist of up to 15 directors elected from the membership of the Association, including the officers of the Association (Chairman, Vice-Chairman and Secretary-Treasurer), whom are elected each year by the Board of Directors at their first meeting of the new fiscal year. Further, there shall be at least two board members from each type of active members and no more than three from each type.
- G. Each Director shall serve a term of two years. Directors shall take office on January 1st, following their election in the preceding year.
- H. The Board of Directors is empowered to contract an association management firm or individual with the requisite skills to carry out the following duties:
 - 1. Day-to-day management of the Association, including such matters as may be assigned by the Board.
 - 2. The preparation of minutes for the meetings of the membership, as well as the meetings of the Board of Directors; the distribution of any correspondence, notifications, or other communications that are required by these bylaws, directed by the Board of Directors, assigned by the Chairman, or otherwise appropriate to the proper administration of the Association; and such other administrative duties as may be assigned by the Board.
 - 3. Billing and collection of dues established by the Board, other fees or amounts owed to the Association, maintenance of the financial records in the Association, the payment of bills and accounts of the Association in a timely manner, and such other duties and responsibilities as might be assigned to them by these bylaws, or the Board.
 - 4. Preparation of a proposed list of the chairs and the membership of all committees which shall be submitted to the Chairman.

Article III. Officers—The officers of the Association are the Chairman, Vice Chairman and Secretary-Treasurer. Their powers and duties are:

- A. **Chairman.** — The Chairman will call and preside at all meetings of the membership and the Board of Directors. The Chairman shall also appoint, in the manner established herein, the chairs of all committees established herein or by the Board. The Chairman shall serve as the spokesman for the Association on matters directly related to or consistent with the By-laws and Code of Ethics or principles adopted by the Board. The Chairman shall also carry out such additional duties and responsibilities as maybe delegated to them pursuant to these bylaws or by the Board.

- B. Vice Chairman.—The Vice Chairman shall, in the absence or at the direction of the Chairman, assume all of the powers and duties of the Chairman. The Vice Chairman shall also carry out such additional duties and responsibilities as may be delegated to them pursuant to these bylaws or by the Board.
- C. Secretary-Treasurer. The Secretary-Treasurer shall be responsible for oversight of the financial affairs of the Association including working with a finance committee on the budget to be approved by the Board and reviewing the monthly financial statements of the Association.
- D. Election and term of office.— The Board members shall serve for a term of two years commencing on January 1st following their election in the preceding calendar year and terminating on December 31st. The officers shall be elected by the Board of Directors at the first meeting of the Board held after January 1st.
- E. Vacancies.—A vacancy in the office of Chairman will be filled by the Vice Chairman. A vacancy in the office of Vice Chairman shall be filled by the Secretary-Treasurer. A vacancy in the office of Secretary-Treasurer will be filled by the Board.
- F. Removal.—Any officer of the Association may be removed from his office at any time by a two-thirds vote of the Board of Directors.

Article IV. Executive Committee—

- A. The Executive Committee shall consist of the Chairman, Vice-Chairman, Secretary-Treasurer and two other members of the Board nominated by the officers and approved by the Board at the first meeting of the Board after January 1st. An at-large Executive Committee member shall serve a maximum of two years unless elected as an officer of the Association. The Association Manager shall serve as an ex-officio member of the Executive Committee.
- B. The Executive Committee shall meet at the call of the Chairman of the Board. The Executive Committee shall be empowered to assist the Association Manager in managing the affairs of the Association, organizing the agendas for all Board meetings, and working with the various Committee Chairs to bring matters of interest to the Board. The Executive Committee shall not be authorized to implement specific areas of policy as these responsibilities rest with the Board of Directors, unless a specific task is delegated to the Executive Committee by the Board. All actions taken by the Executive Committee are subject to Board approval and must be reported to the Board at its next subsequent meeting or by the mailing of the minutes.

Article V. Nominations—

- A. The Vice-Chairman shall appoint a Nominating Committee by August 1st of each year for the purpose of nominating Directors for election by the membership. The Nominating Committee shall consist of the Vice-Chairman, Secretary-Treasurer, two Board members and two at-large association members.
- B. The Association shall solicit nominations from the general membership for each vacant or about to expire Director position and these nominations shall be received by

September 1st to qualify for consideration. The Nominating Committee shall develop a slate of Directors to be presented to the membership by November 1st taking into consideration the diverse membership constituencies in the Association. The membership shall have 15 days to respond to this ballot. The candidates receiving the highest number of votes shall be declared elected and the membership shall be notified of the results of the election by December 31st.

Article VI. Membership.—Any person may apply for membership in the Association in one of the categories detailed below:

- A. **Active Member** – This membership classification consists of contract, in-house company, business association, non-governmental organization or governmental agency lobbyists who are actively retained or employed as lobbyists and are registered with the State Ethics Commission. Active Members receive full membership benefits, have full voting rights, and are eligible to serve on the Board of Directors of the Association.
- B. **Life Member** – This member classification consists of those members who have served a minimum of ten (10) years as a lobbyist in Georgia. The Board of Directors is empowered to grant members access in this classification on a reduced or no annual membership fee basis. The proposed member must have been a member of GPLA during the ten consecutive years of service and must be fully retired from the profession of lobbying or not receiving compensation for lobbying services. This membership category has no voting rights and is not eligible to serve on the Board of Directors.
- C. **Associate Member** – This member class would consist of those individuals, partnerships or corporations, LLC's etc. who have a special interest in GPLA members or in the profession of lobbying. Policies governing this membership category shall be determined by the Board of Directors. This membership category has no voting rights and is not eligible to serve on the Board of Directors.
- F. Active members shall be approved for membership in the Association if they:
 - 1. Agree to comply with both the letter and the spirit of the Code of Ethics of the Association;
 - 2. Agree to complete the initial education course developed by the Association in a timely manner as determined by the Board and subsequently satisfy the continuing educational requirements established by the Board.
 - 3. Confirm that they are a registered lobbyist in this state.
 - 4. Agree to participate in the dispute resolution process prescribed below and to waive any cause of action on the part of any other member arising from that member's good faith participation in any disciplinary matter that substantially complies with the process.

Article VII. Annual Meeting.—There shall be an annual meeting of the membership to be held each year at the direction of the Board. The purpose of the meeting is for the officers to report on the interim

activities of the Association and the actions of the Board of Directors in addition to the conduct of such business as may be contemplated by these bylaws.

Article VIII. Code of Ethics.—The Board of Directors shall adopt a Code of Ethics at its organizational meeting. The Code may be amended by an affirmative two-thirds vote of the entire Board. Any member of the Board may propose amendments to the Code by submitting the amendment(s) in writing to each member of the Board at least 14 days prior to its next regularly scheduled meeting. In addition, the Chairman shall appoint a standing committee that is responsible for an annual review of these bylaws and the Code of Ethics and making such recommendations to the Board of Directors for amendments as may be necessary and appropriate. Any member of the Association may make written recommendations to the committee for its consideration. In addition, any member of the Board of Directors may propose amendments to the recommendations of the committee at the Board meeting at which such recommendations are considered.

Article IX. Education.—The Board of Directors shall approve and implement the substance and duration of an initial course in the ethics and regulation of lobbying that must be completed by each member the Association as a condition of membership and within the time determined by the Board. The Board shall likewise approved the substance and duration of courses of continuing education on subjects directly relevant to the practice of lobbying that must be completed by each member of the Association as a condition of continuing membership and within the time determined by the Board. The Chairman shall elect a standing committee that is responsible for the preparation and execution of courses that meet the requirements of this paragraph and subject to the approval by the Board.

Article X.—Suspension or Expulsion of Member. In the event a member violates the GPLA code of Ethics, the Board of Directors shall have the authority to suspend or expel that member. Upon receipt of a complaint that a member has violated the GPLA Code of Ethics, the Standards and Conduct Committee shall notify the member in writing that a complaint has been received. In that notice, the member shall be informed of the substance of the complaint. The member will have 30 days to respond in writing to the notice; such response shall be sent to the Chair of the Standards and Conduct Committee at the address provided in the notice. The Standards and Conduct Committee shall meet to consider the complaint, the response of the member, and such other information the Committee deems relevant to the matter and shall make a recommendation to the Board of Directors. Such meeting of the Committee shall occur within 30 days of the receipt of the response, or if no response is received, within 60 days of the date the notice was sent to the member. The member accused of violating the GPLA Code of Ethics shall have the right to attend the meeting of the Board of Directors held to consider the recommendation of the Standards and Conduct Committee but shall not have the right to attend the meeting of the Standards and Conduct Committee.

Article XI. Matters of Legislation. It shall be proper for the Association to take an organizational stand on any proposed legislation in any United States administrative unit, in the Georgia General Assembly or any other Georgia Administrative unit, either pro or con, where or when it is deemed advisable and for the best interest of this Association by two-thirds (2/3) majority of the Board of Directors of the Association.

However, any legislative or regulatory position in behalf of the Association is subject to the provisions:

1. All legislative or regulatory positions should be approved by a two-thirds (2/3) majority of the Board of Directors in some manner to insure that all of the Board has an opportunity to vote.
2. Voting of the Board may be by meeting, letter, email, fax, telephone, or any other manner to insure the participation of the board member.

3. If the two-third (2/3) majority support is not received, the Association shall take no official position, but the individual directors and members shall be fully authorized to express their company and individual view in any legislative or regulatory hearing.
4. The Board of Directors shall establish general policy on either legislative or regulatory matters and thereafter the executive committee may approve particular proposals within the guidelines established by the Board and the Chair or designee is authorized to present those views before any legislative or regulatory body.

Article XII. Indemnification.—The Association shall indemnify any officer or director, or any former officer or director, of the corporation to the fullest extent permitted by law.

Article XIII. Insurance. – The Association shall provide adequate Board and Officers insurance

Article XIV. Amendments.—These bylaws may be amended by action of a two-thirds vote of the Board of directors or by a two-thirds vote of the membership.