

CONSTITUTION OF THE GEORGIA ASSOCIATION OF  
SCHOOL PERSONNEL ADMINISTRATORS

Adopted December 9, 1966

Amended September 23, 1977; March 1980; March 4, 1982;  
May 11, 1990; December 4, 1992; December 7, 1995; December 2008  
December 1, 2011, May 30, 2013, November 17, 2015, June 2, 2016  
November 15, 2016, May 31, 2018, November 13, 2018

Article I- Name

This organization shall be known as the Georgia Association of School Personnel Administrators (GASPA).

Article II- Purposes

The purpose of the Association shall be as follows:

- a. To provide opportunities for the interchange of ideas, data and information regarding operational practices in order to improve administration of school human resources.
- b. To strengthen lines of communication between school human resources administrators, the State Department of Education, other State agencies, elected officials and college staff members concerned with the training and placement of educators.
- c. To promote ethical human resources practices
- d. To acquaint interested agencies and citizens in general with the need for securing and retaining qualified school personnel.
- e. To provide service to members and others in human resources related functions.
- f. To cooperate with interested community agencies and professional associations in the furtherance of the aforesaid aims and purposes.

Article III- Membership and Dues

1. All persons who are concerned with the purposes of this organization may become members upon payment of annual dues.
2. All members of the Association regardless of age, race, color, national origin, gender, religion or disability shall be given equal opportunity to share in operation of the organization and to hold all positions of leadership as stated in the constitution.
3. The annual membership dues for active and retired members shall be established by the Board. Dues shall be used for the ordinary and necessary expenses incurred in operating the Association as determined by the Executive Board.
4. The membership year of the Association shall be July 1 to June 30 of the subsequent year.

Article IV- Officers

1. The officers of the Association shall be a president, a president-elect (who shall become the president and it is preferred that the president-elect shall be a member who has served on the Executive Board for a minimum of one year), an immediate past president, a secretary, a treasurer, a business partner liaison, a legislative liaison and three at-large regional

representatives, and honorary members (board members who have retired and will remain on the board without voting rights to provide historical value and continued support). Upon rotation of a GASPA member as an officer of the GAEL Executive Board, such member, if they are not already serving on the GASPA board, shall be considered an ex-officio member without voting rights on the GASPA Executive Board during the term of office on the GAEL Board.

2. The nominating committee shall be composed of three members selected by the Executive Board.
3. The term of office shall be for one year. The term of office shall be July 1 through June 30.
4. The nominating committee will seek input and nominations from the general membership and shall submit their recommendations to the Executive Board for approval.
5. Officers shall be elected at the last regularly scheduled business meeting of the membership.
6. One nominee for each office shall be presented by the nominating committee.
7. The elected and/or appointed officers shall constitute the Executive Board.
8. In the event that such elected or appointed officer becomes engaged full time in functions not primarily human resources related, such member shall tender a resignation from the duly elected or appointed position. Pending the availability of the resigning officer, the Executive Board shall retain the discretionary authority to make the decision deemed to be in the best interest of the Association as to whether or not the resignation shall be accepted.
9. In the event of a vacancy in any office, the Executive Board shall appoint a person to fill the unexpired term.
10. The Executive Board has the authority to appoint an "Executive Director" and to designate duties, responsibilities, compensation, and evaluation.
11. Indemnification of officers, directors or employees:

The corporation (GASPA) shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall insure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

#### Article V- Meetings

1. At least two regular meetings shall be held each year.
2. The business sessions of the Association shall be designated as official business meetings.
3. Special meetings of the Association may be called by the president on approval of the Executive Board.
4. Only active members of the Association shall be eligible to vote on any business to come before the Association at its meetings.

#### Article VI- Amendments

Any member of the Association may propose changes in the constitution. The proposed amendment shall be submitted in writing or electronically to the president at least sixty days prior to the business meeting at which it shall be acted upon. Copies of the proposed amendment shall be distributed to members at least thirty days prior to that business meeting. Approval of two-thirds of the members present at the business meeting shall be required for ratification of a proposed amendment.

#### Article VII- Parliamentary Authority

Robert's Rules of Order, Revised shall be the official guide on all matters of procedure not otherwise covered in the provisions of the constitution.