

**CORPORATE BYLAWS  
OF  
GEORGIA GANG INVESTIGATORS ASSOCIATION, INC.**

**ARTICLE 1. PURPOSE**

**1.1 The State of Georgia is in a state of crisis that has been caused by violent street gangs whose members threaten, terrorize, and commit a multitude of crimes against the peaceful citizens of their neighborhoods. These activities, both individually and collectively, present a clear and present danger to public order and safety, and are not constitutionally protected. The Georgia Gang Investigators Association, Inc. (GGIA) is formed in response to the increasing violent street gang activity in Georgia. The purpose of GGIA is as follows:**

**(a) To promote a free exchange of intelligence and information among investigators, with the goal of effectively impacting on the level of gang related violence perpetrated by criminal groups whose actions adversely affect and constitute a threat to public order.**

**(b) To work with government agencies and other organizations in an effort to diminish the occurrence of gang related crimes and other criminal activity.**

**(c) To develop public awareness as a means of facilitating their safety and education in the prevention of organized criminal activity.**

**(d) To advocate and encourage the development of new techniques that will aid investigators in the identification and arrests of gang members suspected of committing crimes.**

**(e) To provide training and familiarization with regards to organized crime tactics, philosophy, and modus operandi of gangs to association members and any other law enforcement agency.**

**(f) To engage in any lawful business or activities related thereto; and to engage in any lawful act or activity for which corporations may be organized under the Georgia Non-profit Corporation Code.**

**The corporation shall have such powers as may be stated in its Articles of Incorporation and such powers are now or may hereafter be granted by the Georgia Non-profit Cooperation Code, or any successor legislation, and the Corporation shall exercise all power necessary or convenient to effect the purpose for which the Corporation is organized; and to engage in any lawful business activities related thereto and for which the corporations may be organized under the Georgia Non-profit Corporation Code and the applicable laws of the United States.**

## ARTICLE 2. OFFICES

2.1 The principle office of said Corporation shall be located at 75 Langley Drive, Lawrenceville, GA 30045. (Office of the District Attorney Attn: Inv. J.E. Diaz) The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the Corporation may require.

## ARTICLE 3. MEMBERS

3.1 Membership Qualifications. Qualification for any and all classes of membership shall be determined by resolution of that Board of Directors from time to time.

3.2 Classes of Membership. The Board of Directors shall have the power to create by resolution one or more classes of members in the Corporation and, with respect to each such class, shall determine the rights, powers, and privileges and select the members thereof, and provide for the requirements of membership and the manner of selection of such members. For purposes of these Bylaws, the term "Voting Member" shall mean any member of the corporation who is entitled to vote at any meeting of the members of the Corporation.

(a) **Regular Members:**

Regular Membership in the association shall be any full-time employee or retired employee, who was an active member at the time of retirement, from the following categories:

1. Public Law Enforcement Officers
2. Probation/Parole/Corrections Officers
3. Prosecuting Attorneys
4. Judges/Judicial Assistants
5. Criminal Analysts/Evidence Technicians for a Law Enforcement Agency

Membership shall be open to all qualified persons. A Membership Application shall be completed and a Board Member should confirm an applicant's identification. Membership shall not be denied or refused based on race, ethnicity, religion, sex, national origin, or age.

Membership privileges can be denied to those persons who are removed from their respected employment offices due to criminal activity or for conduct that is counter-productive to the association. However, membership privileges shall not be denied until all due process has taken place.

Regular membership shall be subject to the approval of the Board of Directors. The General Membership of the Corporation may appeal a denial to a vote.

**(b) Associate Members:**

A person who exhibits an interest in gang activity, whose talents and interests can be of benefit to the association, can apply for an Associate Membership.

A Regular Member in good standing must sponsor an Associate Member. Associate Members are non-voting members, subject to the regulations as set forth in the Bylaws.

Associate Membership shall be subject to approval of the Association Officers. The General Membership of the Corporation may appeal a denial to a vote.

**(c) Honorary Members:**

An Honorary Membership may be conferred upon any member of an involved public agency. The Board of Directors must approve Honorary Memberships. Honorary Members are non-voting members, subject to the regulations as set forth in the bylaws.

**(d) Life Members:**

Life Memberships will be conferred upon all Board Members who have held a Board position for a minimum of Three Full Years. Life Members are exempt from paying dues and shall have all privileges remaining in effect without further remuneration.

**3.3 Duties of Members.** Each member of the corporation shall support the purpose of the Corporation, subject to additional requirements or exceptions, as the Board of Directors, in its discretion believed appropriate, and shall uphold the Articles of Incorporation, these Bylaws and the Code.

**3.4 Membership Dues.** The amount and method of collection of membership dues, if any, shall be determined by resolution of the Board of Directors from time to time. An annual membership of twenty-five dollars (\$25.00) is set for general membership and renewals per fiscal year, set forth by the Board of Directors. Life Members are exempt from paying dues and shall have all privileges remaining in effect without further remuneration.

The Board of Directors can, at their collective discretion, institute a yearly fee to offset the costs of printing membership cards, newsletters, and the assembling of a membership roster

**3.5 Suspension of Termination of Membership.** The rights and privileges of any member shall be suspended and/or terminated pursuant to the rules set forth by the Executive Committee. The Executive Committee in its sole discretion may reinstate any member suspended for non-payment of dues.

The Executive Committee shall give the member who is subject of a proposed action under this section 15 days prior written notice of the proposed suspension or termination and the reason therefore. The member may then submit a written statement to the Executive Committee regarding the proposed action not less than five days before the effective date of the proposed suspension or termination. Prior to the effective date of the proposed suspension or termination, the Executive Committee shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed suspension or termination.

**3.6 Annual Meeting.** The annual meeting of the Voting members shall be held at such time and place and such date within 120 days following the close of the Corporation's fiscal year as may be fixed by resolution of the Board of Directors from time to time. The Secretary shall give notice of annual meeting to all Voting members at least 30 days in advance. At the annual meeting, the President, Treasurer, and Secretary shall report on the activities and financial condition of the Corporation and shall transact any business that may properly come before the meeting. At the annual meeting the order of business shall be determined by the President.

**3.7 Special Meetings.** Special meeting of the Voting members may be called at any time upon written notification given to all Voting members at least ten days in advance. Such special meeting may be called at the instance of members of the Executive Committee of the Board of Directors or least fifty percent of the Voting members who sign, date and deliver to any corporate officer a written demand stating the purpose of purposes for which the special meeting is called. Any such written notice shall state the purpose or purposes of the meeting. Business transacted at all special meetings shall be confined to the purposes stated in such notice of the meeting.

**3.8 Quorum.** At all meetings of the Voting members, the presence in person of 50 percent or more of the total number of Voting members shall constitute a quorum for the transaction of business. The Voting members at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Voting members to leave less than a quorum.

**3.9 Voting.** At all meetings of the Voting members, each Voting member shall have one vote. Voting on all matters shall be by voice vote or show of hands unless any qualified voter, prior to the voting on any matter, demands vote by ballot, in which case the voting shall take place by written ballot. A Voting member may appoint a proxy to vote on behalf of such Voting member by giving to the Secretary written notice of such proxy at least three days in advance of any properly called meeting. Such written notice shall state the name of the proxy and particular meeting at which such proxy is entitled to vote. Such Voting member upon may revoke the appointment of such proxy at any time, with written notice to the Secretary of the Corporation. If quorum is present, action on matter is approved if the vote's cast favoring the action exceeds the vote's cast opposing the action unless these Bylaws or the Code requires a greater number of affirmative votes for a particular matter.

**3.10 Transferability of Membership.** The transfer, pledging or any other encumbrance of membership or any part of membership requires the consent in writing of a majority of members.

## **ARTICLE 4. BOARD OF DIRECTORS**

**4.1 General Powers.** Subject to limitations of the Articles of Incorporation, these Bylaws and the Code relating to actions requiring approval of the Voting members, the activities and affairs of the Corporation shall be conducted by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, or committees however, composed, provided that the activities and affairs of the Corporation shall at all times be managed under the ultimate direction of the Board of Directors.

**4.2 General Duties and Responsibilities.** The duties and responsibilities of the Board of Directors shall include but not limited to: (a) reviewing reports and recommendations at each meeting of the members concerning business, finances or polices of the Corporation; (b) reviewing the annual budget; (c) removing from office any officer failing to perform his or her duties and electing a successor to such office; (d) advising any standing divisions and committees; (e) determining salary of Executive Director, if any; (f) approving any expenses not specifically provided for in annual budget; (g) requiring a bond of all officer and person handling funds of the Corporation (h) insuring that the terms of the Articles of Incorporation, these Bylaws and the Code are adhered to; and (i) serving as mediators and assisting in the resolution of any misunderstanding brought before them.

**4.3 Composition of Directors.** The Board of Directors shall be the governing body of the GGIA and shall consist of three (3) or more members. The following officers shall constitute the Board of Directors:

**President  
Vice President  
Northern Region Vice President  
Central Region Vice President  
Southern Region Vice President  
Western Region Vice President  
Eastern Region Vice President  
Secretary  
Treasurer  
Sergeant at Arms  
Education Advisor  
Web Administrator**

**4.4 Specific Duties and Responsibilities of Board of Directors**

**The President shall:**

- (a) Convene and preside at all meetings of the Board of Directors and Voting members,**
- (b) Appoint all committees,**
- (c) Act as an ex-officio member of all committees with the right to debate and vote,**
- (d) Appoint any vacancy of an office arising for any reason other than removal for nonperformance,**
- (e) Authorize with signature all correspondence and contracts of the GGIA after approval by the Board of Directors,**
- (f) Provide leadership in the planning, organizing, and hosting of the annual meeting, and state conference,**
- (g) Ensure that all expenditures are appropriately authorized as set forth in the bylaws.**
- (h) Perform all duties incident to the office of president and such other duties as may be prescribed by resolution of the Board of Directors.**

**The Vice President shall:**

- (a) Assist the President in carrying out the objectives of the GGIA,**
- (b) Perform all duties of the Office of the President during the President's absence, and**
- (c) Chair committees as appointed by the President.**

**The Region Vice Presidents shall:**

- (a) Maintain regular contact with Voting members residing in each representative district,**
- (b) Represent the interests of investigators operating within the designated region, and**
- (c) Compile information about each specific region to be included in a GGIA information-sharing document.**

**The Secretary shall:**

- (a) Keep the minutes of all GGIA meetings,**
- (b) Maintain and update a roster of all members,**
- (c) Receive and transmit all correspondence in a timely fashion.**
- (d) Prepares replies to such correspondence as directed by the Board of Directors,**
- (e) Maintain corporate records and documents,**
- (f) Purge files following Board of Director's approval**

**The Treasurer shall:**

- (a) Present a membership report at the annual conference,**
- (b) Develop with the President an annual budget to be approved by the Board of Directors at the annual meeting,**
- (c) Receive all dues and assessments,**
- (d) Maintain sound accounting records of GGIA funds and recourses,**
- (e) Present a financial report at each meeting of the Board of Directors,**
- (f) Maintain a true and correct record of the assets and liabilities, and**
- (g) Prepare all checks and ensure that all checks are properly co-signed.**

**The Sergeant at Arms shall:**

- (a) Assist the presiding officer as needed,**
- (b) Preserve order during all meetings,**
- (c) Introduce visitors to the Board of Directors, and**
- (d) Serve as Parliamentarian for all meetings and conferences.**

**The Education Advisor shall:**

- (a) Present up-to-date laws and procedures to Voting members at all meetings and conferences, and**
- (b) Assist the Board of Directors on education of law enforcement personnel, dignitaries, and the public.**

**The Web Administrator shall:**

- (a) **Maintain and upkeep of the GGIA website,**
- (b) **Assist the Treasurer and Secretary on membership and donations via internet, and**
- (c) **Prepare and troubleshoot all electronic equipment during meetings and conference.**

**The Past President shall:**

- (a) **The immediate Past President shall serve as a member of the Board of Directors with voting rights.**
- (b) **The immediate Past President shall chair the President's Honorary Advisory Council consisting of former Presidents of the GGIA.**

**4.5 Election of Directors.** The Voting members at the annual meeting shall elect members of the Board of Directors, provided that the initial Board of Directors shall be set forth in the Articles of Incorporation. If there are no Voting Members, then the current Board of Directors shall continue in their position or shall appoint successors.

**4.6 Term of Office.** The term of office for each director shall be one year or until his or her successor has been duly elected and qualified, with the possibility of additional terms.

**4.7 Vacancies.** In the event that any vacancy of an office arises at any time for reasons other than removal for nonperformance, the President shall appoint a successor to fill such vacancy. In the event that any vacancy of an office arises at any time by reason of removal for nonperformance, the Board of Directors shall elect a successor to fill such vacancy. The new officer shall hold for the unexpired portion off the term or until the election of his or her successor.

**4.8 Removal.** Any Director may be removed, with or without cause, as a special meeting of the Voting members called for purpose, by the affirmative vote of two-thirds of the Voting members at a duly constituted meeting of the Voting members.

**4.9 Compensation.** No Director of the Corporation shall receive, directly or indirectly, and salary or other compensation from the Corporation either in his or her capacity as a director or in any other capacity.

**4.10 Regular Meetings.** There shall be at least one regular meeting of the Board of Directors during each fiscal year that shall be held at the call of the President.

**4.11 Special Meetings.** Special meetings of the Board of Directors may be called at any time at the request of the President or any two directors.

**4.12 Attendance at Meetings.** Directors are expected to be present at every meeting of the Board of Directors, whether regular or special. The absence of a director from three consecutive meetings whether regular or special, for which no prior written notification is given, shall constitute a resignation from the Board of Directors.

**4.13 Quorum.** At all meetings of the Board of Directors, the presence in person of less than one-half of the total number of directors shall constitute a quorum for the transaction of business.

**4.14 Voting.** At the meetings of the Board of Directors, each director shall have one vote. Voting on all matters shall be by voice or by show of hands unless any director, prior to voting on a matter. Demands vote by ballot, in which case the present action on matter is approved in the votes cast favoring the action exceed the votes cast opposing the action unless these Bylaws or the Code requires a greater number affirmative votes for a particular matter.

**4.15 Action by Directors without a Meeting.** Any action required permitted to be taken at a meeting of the Board of Directors may be taken without a meeting in a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof and delivered to the secretary for inclusion in the corporate records. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors and may be evidenced by one or more written consents describing the action taken.

**4.16 Committees.** The Board of Directors may by resolution designate one or more committees, which to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors. The chairperson shall be appointed by a vote of the Directors and must be a current member of the association.

**4.17 Rights of Inspection.** Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and to inspect the physical properties of the Corporation if 50 percent or more of the total number of Voting members approves such inspection.

**4.18 Liability.** In the absence of fraud or bad faith, the directors shall not be personally liable for debts, obligations or liabilities of the Corporation.

**4.19 Fiscal Year.** The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate, but unless otherwise so determined, shall be the calendar year.

## ARTICLE 5. FUND DISBURSEMENT

**5.1 Termination of Corporation.** Upon termination of the GGIA as a corporation, all assets and property shall first be liquidated. After all outstanding debts and expenses are paid; the reaming funds will be turned over to a to-be-determined non-profit, charitable organization(s), the determination of which will be decided by 50 percent or more of the total number of Voting members.

**5.2 Financial Contributions.** Each year, the GGIA will consider contributing monies to non-profit organizations dedicated to building self-esteem and promoting non-violence among young people. Requests must be submitted no later than July 1<sup>st</sup> of each year. Each request must be presented on official letterhead and contain information on the group's goals, plans, and anticipated usage or any granted funds. The Executive Board of the GGIA will review all requests.

**5.3 Disbursement of Funds** Funds of the Corporation shall only be disbursed as agreed upon by the Board of Directors. Disbursements over \$80.00 shall require the signature of two (2) directors.

## ARTICLE 6. INDEMNIFICATION

**6.1** The Corporation shall indemnify its officers and directors for those amounts authorized by Title 14, Chapter 3, Article 8, Part 5 of the Code; provided, however, indemnification shall only be made upon compliance with the requirements of such statutory provisions and only in those circumstances in which indemnification is authorized under those provisions.

**6.2 Insurance.** The Corporation may purchase and maintain insurance on behalf of those persons for whom it is entitled to purchase and maintain under Code section 14-3-857 against any liability asserted against such persons and incurred by such persons in any capacity as described in said statutory provision, or arising out of such persons' status as described in said statutory provision, whether or not the Corporation would have the power to indemnify such person again liability under the laws of the State of Georgia.

## **ARTICLE 7. AMENDMENTS**

**7.1** These Bylaws and Articles of Incorporation of the Corporation may be altered, amended, or repealed and new Bylaws and/or the Articles of Incorporation may be adopted by an affirmative vote of two-thirds of the Voting members at the annual meeting. If there are no Voting members, then the Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds of the Board of Directors. Any and all amendments so approved by the Voting members or Board of Directors, as the cause may be, shall at all times be maintained as an attachment to the existing Bylaws and Articles of Incorporation, as the case may be, and shall reflect the date of the change and the signature of the Secretary.

**I hereby certify that the Board of Directors of the Corporation duly adopted the foregoing Bylaws on October 10, 2007**

**Georgia Gang Investigators Association, Inc.**

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**Title: President**