Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr. Atlanta, Georgia 30334-1530

CONTROL NUMBER: 0556205

EFFECTIVE DATE: 08/17/2005

JURISDICTION :GEORGIA REFERENCE : 0170

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FORM NUMBER : 311

LOUIS HARDCASTLE

3038 EVANS MILL RD. LITHONIA, GA 30038

CERTIFICATE OF INCORPORATION

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

GEORGIA ASSOCIATION OF VETERAN CERTIFYING OFFICIALS, INC.

A DOMESTIC NONPROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

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 Cathy Cox

Secretary of State

**Articles of Incorporation**

**Of**

**Georgia Association of Veteran Certifying Officials**

**Article 1**

The name of the corporation is the Georgia Association of Veteran Certifying Officials

**Article 2**

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code

**Article 3**

The street address of the registered office is 3038 Evans Mill Road, Lithonia, Georgia 30038. The registered agent at such address is Louis B. Hardcastle. The county of the registered office is Dekalb.

The name and address of each incorporator is:

**Article 4**

Gary Harris (President) Patti Clark (Vice President)

1005 State University Drive NAS Atlanta

Fort Valley, Georgia Marietta, GA 30060-5099

LaTonya Bonner (Secretary) Clayton College

Morrow, GA 30260

The corporation will have members.

Louis B. Hardcastle (Treasurer)

% Luther Rice Seminary, Inc.

3038 Evans Mill Road

Lithonia, GA 30038

**Article 5**

**Article 6**

The principal mailing address of the corporation is 3038 Evans Mill Road, Lithonia, GA 30238.

**Article 7**

The governing document of the corporation shall be the Constitution and by-laws.

**Article 8**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This ninth day of August, 2005. 

Louis B. Hardcastle, Treasurer

**CONSTITUTION OF THE**

Georgia Association of Veteran Certifying Officials (GAVCO)

**ARTICLE I: NAME**

**The organization shall be named "The** Georgia Association of Certifying Officials

(GAVCO)"

**ARTICLE II:** **EXECUTIVE BOARD**

The Executive Board is the policy making body of the Georgia Association of

Veteran Certifying Officials (GAVCO), and shall consist of the President, Vice-President, Secretary, Treasurer, Immediate Past President, VA Education Liaison Representative (ELR), Member at Large I and II selected from the membership.

**ARTICLE III - PURPOSE**

A. To promote the professional competency, cooperation and association of Coordinators of Veterans Affairs programs and veterans certifying officials in colleges, universities, and other institutions of post- secondary education, government agencies, and job training providers concerned with the support, administration, and counseling of veterans educational program recipients.

B. To facilitate communication between educational institutions and sponsors of veterans programs through an exchange of ideas, information and experience.

C. To promote such systematic studies, cooperative efforts, conferences, and other related activities as may be desirable or required to fulfill the purposes of this Association.

**ARTICLE IV: OFFICERS**

SECTION I.

The Georgia Association of Veteran Certifying Officials (GAVCO) shall have the following elected officers:

President

Vice-President Secretary Treasurer

Member-at-Large

Member-at-Large II

For future officers, the Executive Board will seek the names of individuals interested as serving as officers no less than 30 days prior to the annual conference. After meeting to review the list of candidates, the Executive Board will present its recommendations to membership during the conference. During the conference, nominations for office will also be accepted from the floor.

SECTION II.

The administrative responsibility of this Association shall be vested in an Executive

Board as defined in the By-Laws.

SECTION III.

The term of office shall be two (2) years beginning with the election start of the fiscal year. The term begins at the conclusion of the convention.

The President, Vice President, Secretary, Member-at-Large I, Member-at-Large II, Historian and Treasurer may be re-elected for a second consecutive term.

SECTION IV.

Any officer may be removed by 2/3 votes by the members. Any officer may appeal in writing to the membership within thirty days for reinstatement to the association.

SECTION V.

Should the office of President become vacant, the Vice-President shall assume the responsibilities of the office.

SECTION VI.

 Should the Office of President and the Office of Vice-President become vacant, the highest-ranking officers would call a meeting of the Executive Board to fill vacancy or vacancies for the remainder of the current term.

SECTION VII.

Should any office become vacant, the President has the authority to appoint a person to fill the office pending approval of the Executive Board, only after Article IV, Section V has been invoked.

 SECTION VIII.

The Board shall have the right, power and authority to set minimum requirements for Board attendance and participation including without limitation rules and criteria for Board members. Should any board member violate such requirements without sending a communication to the President or Secretary stating his or her reason for so doing, or if his or her excuse should not be accepted by the Board, or if any board member fails to be present at two (2) consecutive Board meetings, such board member will be deemed to have resigned. The vacancy will be filled according to provisions in SECTION VII.

SECTION VIIII.

Executive Board members when on authorized official business of the Organization and with approval shall be reimbursed for transportation expenses and other expenditures as defined and fixed by the Executive Board (as agreed to by the majority of the Board).

Reimbursement of expenses incurred by Executive Board in connection with their duties shall be paid from the Treasury of the Association in conformity with Association policies and the annual budget.

**ARTICLE V: MEMBERSHIP** SECTION I.

1. **Regular membership** shall consist of veterans certifying officials in colleges, universities, and other institutions of post- secondary education, government agencies, and job training providers concerned with the support, administration, and counseling of veterans educational program recipients within the State of Georgia.
2. **Institutional Membership** shall consist of veterans certifying officials in colleges, universities, and other institutions of post- secondary education, government agencies, and job training providers concerned with the support, administration, and counseling of veterans educational program recipients within the State of Georgia. Institutions requesting this membership may list up to five (5) people on their membership from their institutions within the state.
3. **Honorary membership** will consist of any person whom the Executive Board feels has made outstanding contributions to the advancement area of veterans' programs Officials and other persons deemed worthy, upon retiring by their acts and concern in the interest of veterans, service members and their dependents may also be granted an Honorary Lifetime Membership.

SECTION II.

To remain in good standing a member's dues and fees must be paid as defined in

Article VI.

SECTION III.

The fiscal year shall begin on October 01 and end on September 30.

**ARTICLE VI: DUES AND FEES** SECTION I.

The Executive Board shall determine the annual membership fee.

SECTION II.

All educational institutions in the State of Georgia with an active Veterans' Club or organization may contribute a portion of funds raised by said organizations. If there is not an organization as mentioned above, or if there is an inactive club present, you may contribute individually or collectively.

**ARTICLE VII: VOTING** SECTION I.

Each member having paid required annual membership dues has full voting privileges, that being one (1) vote.

SECTION II.

A quorum will be a majority of total membership present. A quorum will be required for all elections.

SECTION III.

No proxy votes allowed.

SECTION IV.

Election of officers shall be conducted by secret ballot. Elections will be by the highest total number of votes cast.

SECTION V.

Majority rule will be in effect on all other voting matters.

 **ARTICLE VIII: DUTIES OF OFFICERS**

SECTION I.

The President shall:

1. Be Chief Executive Officer of the Georgia Association of Veterans Certifying Officials (GAVCO);
2. With the approval of the Executive Board, may direct the budget;
3. President shall be the official spokesperson and/or representative of the Association at all activities and functions in which the Association is involved. The President may appoint any Board Member to be the official spokesperson in his/her absence. This appointment will be on a case by case basis for specific events and/or business;
4. The President shall have and perform other such duties which from time to time may be assigned to him/her by the Executive Board.
5. The President may elect to become Immediate Past President after the two-year term of service or elect to reapply for the position of President if the Vice-President will not assume his/her new role as President for an additional term. Any President electing the Immediate Past President role will stay on the board for (1) year in an advisory capacity and maintain their voting status.

SECTION II.

The Vice-President shall:

1. Be the official representative of the President at all meeting which the President is unable to attend;
2. Be responsible for all GAVCO committees;
3. Ensure a conflict of interest does not exist as it relates to committee assignments;
4. Perform other duties as directed by the President;
5. Be responsible for coordinator of all efforts to increase the membership of the organization;
6. Being responsible for all GAVCO committees, it will be the responsibility of the Vice President to ensure a conflict of Interest does not exist as it relates to Committee assignments.
7. The Vice-President will succeed to the presidency the year following the term as Vice-President. With the exception of Vice-President, there is no automatic progression from any one position on the Executive Board to another, according to provisions in ARTICLE IV.

SECTION III.

The Secretary shall:

1. The Secretary shall keep all records of business proceedings, minutes of meetings, official reports, records of elections, and correspondence of the Association;
2. The Secretary shall perform other such duties as from time to time may be assigned by the President, Vice-President, and/or the Executive Board;
3. In the case of the temporary absence or disability of the President and the Vice-President, the Secretary shall exercise the powers and perform the duties of the President.
4. Provide a copy of the minutes to membership.

SECTION IV.

Treasurer shall:

1. Record, and maintain records of, all financial transactions of GAVCO;
2. Prepare financial statements for GAVCO Board and any other relevant entities;
3. Facilitate filing of the annual tax return and/or other pertinent tax forms with the Internal Revenue Service;
4. Prepare audit material for annual independent audit;
5. Discuss financial state of GAVCO at annual meeting;

SECTION V.

Member-at-Large I

Is an elected position that will provide representation of the general membership.  Persons elected to this position can attend Executive Board meetings, and has voting privileges. The member at large I will serve as the annual conference coordinator and will be responsible for membership training and professional development. This position shall also be responsible for coordinating and implementing professional development activities as needed by the membership. The term of this position will be two years. Under the direction of the Member-at-Large I shall be:

* + - * 1. Annual Conference Committee: The Annual Conference Committee shall be responsible for the coordination and organization of all aspects of the Annual Conference. This shall be assisted by association members representing the host region, and it shall prepare a complete report of said conference, including financial data, to be submitted to the Executive Board.
				2. Registration Sub-Committee: The Registration Sub- Committee shall be responsible for the design and implementation of registration procedures to be used at the Annual Conference, and to coordinate with the Treasurer to institute financial accounting procedures that will insure fiscal responsibility concerning the intake and receipt of monies paid to the Association at said conference.
				3. Operations and Entertainment Sub-Committee: The Operations and Sub-Committee shall be responsible for the organizing and staging of a display area at each Annual Conference for the purposes of disseminating pertinent information and promoting the sharing of expertise and knowledge about veterans’ programs.
				4. Membership Training and Professional Development Sub-Committee: The Membership Training and Professional Development Committee shall be responsible for the coordination of annual training sessions throughout the year to include the annual conference. The committee shall consist of (5) members who represent the different institutional types within the organization. The types are Public, Private, Technical, Tuition Assistance representatives.

Section VI.

Member-at-Large II

Is an elected position that will provide representation of the general membership.  Persons elected to this position can attend Executive Board meetings, and has voting privileges. The Member at Large II will serve as the **Rick Middleton Scholarship** committee chair creating a committee of at least (4) members to evaluate and review scholarship recipients’ applications and confirming (1) scholarship recipient each year. This position shall also be responsible for serving as the organization Historian and have such other duties as may be assigned by the President or Board.

The term of this position will be two years. Under the direction of the Member-at-Large II shall be:

1. Rick Middleton Scholarship Sub-Committee: The Rick Middleton Scholarship committee shall be responsible for the evaluating and reviewing scholarship applications. Confirming (1) scholarship recipient per year. Coordinating the award ceremony for the annual conference.
2. Historian: Shall be responsible for keeping a record or history of GAVCO activities and achievements during the year. Take pictures at annual conferences, socials, trainings and special events. Assisting with preparing award nominations and should be compiling award nominations throughout the year.

Other Committees: Additional standing committees or special committees may be created or dissolved at the pleasure of the Executive Board and/or at the request of the general membership. Sub-Committees of these committees may also be created and/or dissolved by the Chairperson of each committee or by the Executive Board.

ARTICLE IX: AMENDMENTS

This Constitution may be amended by a two-thirds majority of those voting at a regularly scheduled meeting, or by electronic vote. An amendment may occur provided it has been proposed in writing to the Secretary by the Executive Board, by a committee authorized by the Association or by petition of any ten voting members of the Association. Furthermore, a copy of the proposed amendment shall have been posted to the GAVCO website and distributed electronically to the GAVCO membership via notification to the listserv at least thirty days before the vote is called by the Executive Board.

ARTICLE X: BY-LAWS

SECTION I.

Meetings of the entire membership shall be held annually during the Conference. Conference sites will be selected by the previous convention or at an Executive Board meeting. Periodic meetings may be called at the discretion of the Executive Board so as to address issues of concern.

SECTION II.

Charter members of the Georgia Association of Veteran Certifying Officials

(GAVCO) may be representatives of:

STATE COMMUNITY COLLEGES STATE TECHNICAL COLLEGES

TECHNICAL COLLEGE AND INSTITUTES BUSINESS COLLEGES

FOUR-YEAR UNIVERSITIES AND COLLEGES

PRIVATE AGENCIES AND OTHER INSTITUTIONS