



BYLAWS
THE BOARD OF TRUSTEES OF
THE GEORGIA MILITARY COLLEGE

ARTICLE I: TERMS AND DEFINITIONS

Section 1: As used in this document, the term:

1. "Board of Trustees," "board of trustees," or "Board" means the Board of Trustees of the Georgia Military College.
2. "College" or "GMC" means Georgia Military College, which includes the Preparatory School, Junior College, and Global Online Leadership College
3. "O.C.G.A." means Official Code of Georgia Annotated.
4. "Consent decree" means the Consent Decree in Civil Action No. 88-262-1-MAC in the United States District Court, Middle District of Georgia, Macon Division, filed May 12, 1989.
5. "Board Chairperson" or "Chairperson" means the Chairperson of the Board of Trustees.
6. "President" or "President of the College" means the President of Georgia Military College.

ARTICLE II: SOURCE OF AUTHORITY

Section 1: The Board of Trustees of Georgia Military College derives its authority from the approved acts of the General Assembly of Georgia.

Section 2: The O.C.G.A. Section 20-3-560, amended and enacted April 22, 2014, authorizes Georgia Military College to be a state-wide institution and provide education to the level of the second year of postsecondary study and to the fourth year of postsecondary study with Bachelor degree programs.

ARTICLE III: LEGISLATIVE HISTORY

Section 1: The legislative history of the institution dates from an act approved October 14, 1879.

Section 2: The legislative history of a publicly elected Board of Trustees of Georgia Military College dates from an act approved August 1, 1922.

Section 3: Acts approved August 12, 1920; August 1, 1922; March 24, 1939, March 2, 1970, and April 22, 2014 have delineated the authority and powers of the Board of Trustees of Georgia Military College.

ARTICLE IV: AUTHORITY

Section 1: The O.C.G.A. Section 20-3-541 enacted 1990 establishes the Board of Trustees of Georgia Military College as "a public authority, a body corporate and politic which shall be deemed an instrumentality of the state and public corporation."

Section 2: The O.C.G.A. Section 20-3-561 enacted 1990 provides that "the government, control and management of the Georgia Military College shall be vested in the Board of Trustees of the Georgia Military College."

Section 3: The O.C.G.A. Section 20-3-546 enacted in 1990 defines the authority of the Board of Trustees of Georgia Military College as:

1. "To make such reasonable rules and regulations as are necessary for the performance of its duties;
2. To elect or appoint professors, educators, stewards, or any other officers necessary for the Georgia Military College; to discontinue or remove them as the good of the College may require; and to fix their compensations;
3. To determine the policy and shape of conduct of the College;
4. To receive donations, bequests, and contributions to the College;
5. To sign, execute, and deliver in the name of the College all bonds that may be required of the College or its officers or trustees;
6. To execute and deliver in the name of the College all contracts that may be needed or necessary;
7. To borrow money, execute and deliver the note of the College, and to secure the same;
8. To make purchases;
9. To erect buildings and equip them on lands belonging to the College, on land loaned or leased to the College and on the lands of the state therefore or hereafter granted to or set apart for use of the College;
10. To administer scholarships, loans, and financial assistance programs as may become available; and
11. To exercise any power usually granted to such board, necessary to its usefulness, not inconsistent with the Constitution and the laws of this state."

This authority will be exercised through and in consideration of specific recommendations from the President of the College as the executive head of the institution and of all its departments and shall exercise such supervision and direction as will promote the effective and efficient operation of the institution.

Section 4: The O.C.G.A. Section 20-3-562 enacted 1990 and amended 1996 provides:

"Any trust or property, real, personal, or mixed, that may have been created prior to July 1, 1996, by will or otherwise, as a fund, gift, donation, or devise to any prior board of trustees of the College or to any executor or trustee to and for the benefit, use, or behoove of the College shall not lapse by virtue of any of the provisions of this article, but such trusts shall remain valid and of full force and effect; and the beneficial interest under any such deed of gift, will, or other conveyance shall vest in the board of trustees as trustee to and for the use, benefit, and behoove of the College. In any case where provisions of any deed of gift, will, or other conveyance referred to in this Code section require a trustee and no trustee shall in any contingency exist,

the board shall be and become a substituted trustee to carry out the beneficial purposes of such gift, devise, or conveyance. "

Section 5: The O.C.G.A. Section 20-3-562 enacted 1990 provides:

"Title to all real, personal and mixed property of whatever nature of the Georgia Military College is vested in the board of trustees to be held by the board in trust for the benefit and use of the college"

Section 6: The O.C.G.A. Section 20-3-564 enacted 1990, amended 1996 provides:

"All properties owned or held by the board of trustees pursuant to this article which have been declared to be public property of the state may be sold, leased, or otherwise disposed of by the board, whenever the board may deem such sale, lease, or other disposition in the best interest of the college, if the board shall first determine that such property can no longer be advantageously used by the college; provided, however, that where any such property has been granted or conveyed to the college or the board for specific uses, such property shall only be sold, leased, conveyed, or otherwise disposed of for similar use or purposes, which shall be in conformity with any use or trust declared in any such grant or conveyance; provided, further, that every sale, lease, or other disposition of real property shall be subject to the approval of the Governor."

Section 7: The O.C.G.A. Section 20-3-565 enacted 1990 provides:

"In case of any sale, lease, or disposition of property under Code Section 20-3-564, the board of trustees, through its proper officers, and the Governor, on behalf of the state, shall execute and deliver such written evidence of title or the creation of a leasehold interest as may be necessary."

Section 8: The O.C.G.A. Section 20-3-566 enacted 1990 requires:

"The proceeds arising from any sale or lease of property under Code Section 20-3-564 shall be used for the support of the college or for the payment of any debts thereof as the board may determine."

Section 9: According to a 1997 Opinion of the Attorney General of the State of Georgia, OP 97.9:

"The Board of Trustees of the Georgia Military College cannot pledge the real property to which it holds the title. "

Section 10: The O.C.G.A. Section 20-3-567 enacted 1990, amended 1996 provides:

- a. *"The board of trustees shall have the authority to grant to qualified students such scholarships as available funds allow. The board of trustees shall establish rules and regulations governing the eligibility for awarding of such scholarships; provided, however, that all such scholarships which are funded by money appropriated by the General Assembly of Georgia shall be granted only to qualified students who are citizens*

and bona fide residents of this state and shall be apportioned on an equal basis by congressional districts."

- b. *"The funds necessary to provide for the program of scholarships authorized by this Code section shall come from funds appropriated or otherwise made available to the board of trustees for such purposes; provided, however, that nothing in this Code section shall be construed to require the General Assembly to appropriate any such funds. "*

Section 11: Under the power granted to the Board by the O.C.G.A Section 20-3-546 enacted 1990 by enumerated authorities 1 and 11 the Board of Trustees reserves the authority to prescribe fees and charges for students upon recommendation of the President of the college.

Section 12: As a public authority, the Board of Trustees complies with the Code of Ethics for Government Service established in O.C.G.A. Section 45-10-1 and the provisions of O.C.G.A. Section 45-10-3.

Section 13: As a publicly elected body, the Board of Trustees complies with the O.C.G.A. Section 45-10-20 through 45-10-28 regarding conflict of interest.

Section 14: Members of the Board shall sign Conflict of Interest Declarations and update their declarations as necessary.

ARTICLE V: MEMBERSHIP

Section 1: As provided in the consent decree, entered in May 12, 1989, in the Civil Action No. 88-262-1-MAC, United States District Court, Middle District of Georgia, Macon Division and confirmed by the O.C.G.A. Section 20-3-542 enacted 1990 and revised 1996:

The Board of Trustees will be composed of the mayor of the City of Milledgeville and six additional members, one of which shall be elected from each of the six municipal voting districts of the City of Milledgeville that were established by the consent decree referenced.

Section 2: As provided in the O.C.G.A. Section 20-3-543, enacted 1990, 1992 and revised 1996, and in the consent decree, Civil Action No. 88-262-1-MAC referenced above; and qualified by the O.C.G.A. Section 21-3-64 of the Georgia Municipal Code:

1. The six members of the Board of Trustees shall be elected at the regular municipal elections held for the Mayor and Alderman of the City of Milledgeville.
2. Such elections will be held on the Tuesday next following the first Monday in November. Members of the Board of Trustees will take office on the first day of January following the regular municipal election.
3. The term of office for the Mayor of Milledgeville and the Board of Trustees shall be the same as the term of office for the Mayor of Milledgeville.
4. The term of office for the six members of the board elected from the election districts of the City of Milledgeville shall be four years.

Section 3: As specified in the consent decree, Civil Action No. 88-262-1-MAC, as referenced in section 1 of this article:

1. Each member of the Board of Trustees shall reside in the respective election district from which a said member is elected.
2. If a member removes his or her place of residence during the term of office from the election district from which elected, a vacancy will thereby be created. Such vacancy shall be filled by a qualified resident of the election district wherein the vacancy exists.
3. There will be no durational residency requirement as a condition to qualify as a candidate for voting District 1-6 for the Board of Trustees other than as expressed in the laws of the State of Georgia.
4. All candidates for election to the board must meet all other qualifications as set forth by state law.
5. The members of the Board of Trustees shall be elected by receiving a majority of the votes cast by the electors in their respective district. If no candidate receives a majority of the votes cast, a runoff election shall be held as specified by state law.

Section 4: Under the power granted to the board by the O.C.G.A. Section 20-3-546, under enumerated authorities 1 and 11, the Board of Trustees shall have the authority to:

1. Create an advisory board, which shall be a separate, non-binding voting entity;
2. Appoint up to five members to the advisory board;
3. Set the term of the advisory board members at four years or concurrent with the term of the appointing body if the appointing body is the Governor, Lieutenant Governor, or Speaker of the House, whichever is shorter;
4. Set qualifications of advisory membership to be:
 - a. Two advisory members, who are Georgia Military College alumni or, have previously served as a member of the Georgia Military College Foundation or the Board of Trustees, or have been former Georgia Military College employees, shall be appointed by the GMC Board of Trustees Chair;
 - b. Three advisory members (one each) appointed by the Governor, Lieutenant Governor, and Speaker of the House;
 - i. All appointments from the Governor, Lieutenant Governor, and Speaker of the House will be members of the Georgia General Assembly and for the tenure of their term in office, but at any time they will have the discretion to remove their appointment and make a new appointment.
 - ii. In the event that the Governor, Lieutenant Governor, or Speaker of the House is no longer in office for any reason, their respective appointee will retain their seat until they are removed or a new appointment is made.
 - iii. If the Governor, Lieutenant Governor, and Speaker of the House decide not to appoint an advisory member, those advisory member seats will remain vacant.
5. Determine the nature of the input of advisory membership to the Board.

Section 5: "Removal or dismissal of any duly elected member of the Board of Trustees shall be controlled and governed by the laws of the State of Georgia regarding the removal and dismissal of publicly elected officials as provided under Article 2, Section 2, Paragraph 4 of the Constitution of the State of Georgia and the O.C.G.A. Section 21-4-1 et seq."

Section 6: Under the power granted to the board by the O.C.G.A. Section 20-3-546, under enumerated authorities 1 and 11, the Board of Trustees qualifies any citizen, male or female, of the City of Milledgeville, who is not less than 21 years of age and residing in the appropriate municipal voting district shall be eligible to be elected and hold the office of trustees.

Section 7: Any vacancy that occurs during a term shall be filled for the unexpired term by a special municipal election as provided by the O.C.G.A. Section 21-3-51 et seq. (the Georgia Municipal election Code).

ARTICLE VI: ORGANIZATION

Section 1: Unless otherwise referenced the general powers of the Board derive from the enumerated broad authorities given to the Board in the O.C.G.A. Section 20-3-546 enacted 1990.

Section 2: Pursuant to the O.C.G.A. Section 20-3-544 enacted 1990; the Board of Trustees of the Georgia Military College shall elect a Chairperson, who shall serve a two year-term. Such Chairperson shall be elected from among their number by a majority vote of the board.

Section 3: The Board of Trustees shall elect from their number by a majority vote, a Vice-Chairperson and Secretary following each election of the members of the Board.

Section 4: Committees shall be appointed by the Chairperson of the Board of Trustees as needed and action pertaining thereto announced and recorded in the minutes of the next meeting of the board.

Section 5: Following each election of a Chairperson of the Board of Trustees, existing committees of the Board shall either be confirmed by the new Chairperson or appropriate changes made. Such confirmation or changes will be announced by the Chairperson of the Board and noted in the minutes of the appropriate Board meeting.

Section 6: Four committees will comprise the standing committees of the Board:

1. The Finance Committee will review the records, books, and financial documents of the institution, as presented by the chief financial officer and the President of Georgia Military College before each regular meeting of the Board of Trustees.
2. The Preparatory School Committee monitors the activities of the GMC Preparatory School for the purpose of keeping the full Board informed. The Committee will meet at the call of the Board Chairman or Committee Chairperson, when matters dictate, but at least once per year
3. The Junior College Committee monitors the activities of the Junior College for the purpose of keeping the full Board informed. The Committee will meet at the call of the Board Chairman or Committee Chairperson, when matters dictate, but at least once per year.

4. The GMC Online College Committee monitors the activities of the Online College for the purpose of keeping the full Board informed. The Committee will meet at the call of the Board Chairman or Committee Chairperson, when matters dictate, but at least once per year.

ARTICLE VII: FISCAL POLICY

Section 1: As required by the O.C.G.A. Section 20-3-547 enacted 1990 the fiscal year of the Board of Trustees and of Georgia Military College is July 1 in each year through June 30 in the following year.

Section 2: In compliance with the O.C.G.A. Section 20-3-548 enacted 1990 the Board of Trustees or its designated representative "*shall submit to the Governor annual reports of its transactions, together with such information as is necessary to show the condition of the Georgia Military College and with such suggestions as it may deem conducive to the good of the college.*"

ARTICLE VIII: BOARD PROCEDURES

Section 1: The Chairperson of the Board of Trustees shall preside at meetings of the Board.

Section 2: The Vice-Chairperson of the Board of Trustees, in the absence or disability of the Chairperson of the Board, shall perform all of his or her duties.

Section 3: In the absence of the Board Chairperson and the Vice-Chairperson from a Board Meeting, the Secretary shall preside.

Section 4: In the absence of all three officers from a Board meeting, the senior trustee in the length of service on the Board will preside.

Section 5: The Secretary will be responsible for monitoring and reporting of the minutes of the meeting of the Board of Trustees; appropriate utilization for the Board of the official seal; and other such duties as the Board Chairperson may prescribe.

Section 6: The order of business shown by agenda may vary from time to time but will usually include corrections and adoption of minutes of previous meetings, consideration and action on reports of standing and special committees, reports of the President and other officials of Georgia Military College, further consideration of old business, and consideration of new business.

Section 7: The Board of Trustees may adopt such procedural rules as it desires for conducting its business, but in the absence of stated rules, the parliamentary procedure described in Roberts Rules of Order shall be followed.

Section 8: Four members of the Board of Trustees are required to constitute a quorum for the transaction of business.

Section 9: Members may not vote by proxy at Board meetings.

Section 10: Whenever there is conflict arising between personal or professional interests and the interests of the college, the Trustee so affected must identify such conflict to fellow members and abstain from voting on any resolution that would further such personal or professional interests.

ARTICLE IX: SCHEDULING OF BOARD MEETINGS

Section 1: All meetings of the Board of Trustees will comply with the O.C.G.A. Section 50-14-1 et seq. (Georgia open meetings laws).

Section 2: All official meetings of the Board of Trustees to transact business shall be held in Milledgeville, Georgia, on the grounds of Georgia Military College. According to O.C.G.A. §50-14-1(b)(f), in the event a quorum of members cannot be physically present on the grounds of Georgia Military College, the Georgia Military College Board of Trustees shall be authorized to conduct an official meeting by teleconference, provided that any such meeting is still conducted in compliance with the Open Meetings Act of Georgia.

Section 3: Regularly scheduled meetings of the Board of Trustees shall normally be held quarterly. The time and place of the meetings shall be convenient for the Board members and adequate notice should be given. Should the Board Chairperson designate a different date, time, and location in advance of the specific meeting, such notice must be given with at least one week notice to Board members and must be published by public posting and a press release no later than 24 hours before the designated meeting.

Section 4: Special meetings of the Board of Trustees may be called as needed by the Board Chairperson with the requirement that a minimum of 24 hours' notice will be given to all available members and that such notice will also be published by public posting and press release. Where emergency conditions require a special meeting time that precludes the 24-hour period the Board Chairperson or trustee acting in his/her stead must certify in writing for the record that emergency conditions would not permit such notice and specify the nature of the emergency.

ARTICLE X: POWERS AND EXPECTATIONS OF THE BOARD

Section 1: In addition to the powers outlined in Article IV, Section 3 and pursuant to O.C.G.A. Section 20-3-546 (1990), the Board of Trustees, with recommendations from the President of the College, shall:

- A. Approve changes to the Georgia Military College mission;
- B. Approve proposed academic programs and recommendations for curricular change that require a change of the college mission;
- C. Approve policy;
- D. Approve tuition and fees;
- E. Approve the Georgia Military College Foundation, Inc. By-laws;
- F. Approve budgets;
- G. Confer degrees and diplomas, and certificates;

- H. Approve all the constitutions, by-laws, and policy manuals of the Alumni Association, Bulldog Family, and Booster Club and authorize establishment of groups/organizations of this nature;
- I. Approve the number of grades within the GMC Preparatory School;
- J. Approve College graduation requirements;
- K. Approve minimum entrance requirements;
- L. Approve extensions of all long and short-term notes;
- M. Approve the dedication or naming of any building or facility as recommended by the President;
- N. Ensure that, as accepted policy, GMC employees, while in the performance of their duties, shall not engage in any partisan political activities (as provided by state and federal law).

Section 2: The roles and responsibilities of the Board of Trustees also include taking an active role in supporting the mission of Georgia Military College. Such responsibilities generally entail the following:

- A. Being an active advocate and Ambassador of Georgia Military College and therefore knowledgeable about GMC programs, services, events, and activities;
- B. Attend and actively participate in GMC events and activities, with an expectation to attend, at a minimum, at least five events and/or activities a calendar year;
- C. Partnering with the College's leadership team and being responsive to their needs and requests;
- D. Upholding exemplary ethical standards;
- E. Maintaining strict confidentiality and communicating with discretion at all times;
- F. Lending their time, talent, treasure, and expertise toward advancing the goals of GMC.
- G. Ensuring 100% Board philanthropic participation.

Section 3: The Board of Trustees and the administration of the college will comply with the intent of the General Assembly as expressed in the O.C.G.A. Section 20-3-560 by:

1. Maintaining Georgia Military College as a statewide institution dedicated to high-quality education of the youth of this state;
2. Providing educational programs to the level of two-year and four-year postsecondary study
3. Targeting an enrollment that shall reflect as closely as possible the racial and demographic makeup of the state.

Section 4: The Board of Trustees annually evaluates the performance of the President of the College.

Section 5: The Board of Trustees is responsible for defining and evaluating its responsibilities and expectations at least every three years.

ARTICLE XI: POWERS AND DUTIES OF THE PRESIDENT

Section 1: The President of Georgia Military College shall have the power and authority to administer and conduct the affairs of the Georgia Military College, including the authority to direct the programs of the institution unless specifically limited herein.

- A. The President shall develop and maintain a set of policies and regulations for the internal organization of the college.
- B. The President may delegate to subordinate officers or employees of the College such powers the President may deem appropriate to be exercised under the President's supervision and direction.

Section 2: The President shall exercise discretionary authority in carrying out the responsibilities of the position and will perform the following functions:

- A. To keep the Board informed of all action taken under the authority delegated to the President;
- B. To issue official reports;
- C. To act as the chief administrator and fundraiser of the College, responsible for the organization of the college and all executive and administrative duties in connection with the operation of the College;
- D. To implement administrative regulations and procedures designed to execute Board approved policies;
- E. To maintain faculty, staff, and student handbooks and college catalogs within the policies adopted by the Board;
- F. To appoint all personnel and take final action on resignations, dismissals, and requests for leaves of absences;
- G. To establish salaries of all employees, except his/her own, and arrange for proper promotions, subject to annual review of the Board of Trustees, and subject to State Budgetary limits and guidelines, and in harmony with salary guidelines which may be adopted from time to time by the Board of Trustees;
- H. To manage academic affairs of the College;
- I. To recommend to the Board curriculum programs deemed to be in the best interests of the State of Georgia and within the Mission of the College;
- J. To collect and disburse funds;
- K. To manage scholarships; and
- L. To ensure continued accreditation of the College.

Section 3: In the President's absence or disability, the Chief of Staff of the College shall serve as acting President with all duties, privileges, and authorities of the President while so acting.

Section 4: All administrative officers, faculty, and staff and students of the college are ultimately responsible to the President of the College, who shall be the official medium of communication between them and the Board.

Section 5: The authority, responsibility, and duties of administrators and of the faculty shall be those commonly delegated to those officers in astutely managed, accredited colleges and schools

and shall be outlined in the policies and regulations that govern Georgia Military College and are approved by the President of the College.

Section 6: It is standard policy of Georgia Military College that all applicants for employment shall be considered equally, based upon their qualifications, and will not be discriminated against on the basis of race, sex, age, religion, national origin, or any other category protected by local, state, or federal law.

ARTICLE XII: COMPENSATION, LIABILITY AND INDEMNIFICATION

Section 1: In accordance with the O.C.G.A Section 20-3-545 enacted 1990:

"Members of the Board of Trustees shall receive the sum provided by Code Section 45-7-21 for each day of actual attendance at meetings of the Board or for each day of travel, within or outside the state, as members of a committee of the Board, which travel has been authorized by the Board Chairman or by action of the Board, plus reimbursement for actual transportation cost while traveling by public carrier or the legal mileage for the use of a personal automobile to and from the place of meeting or places of visits inspections. No member shall be authorized to receive the sums, expenses, and cost provided by this Code section for more than 60 days per year. Such sums, expenses, and costs shall be paid from the funds appropriated to or otherwise available to the Board."

Section 2: In accordance with state laws governing the liability of the state and public institutions and specifically quoting the act of the Georgia General Assembly approved March 2, 1970:

"No trustee or officer of the Board shall be personally liable in exercising the powers granted herein."

Section 3: Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of the institution, by reason of the fact that he or she is or was a Trustee and/or officer) shall be indemnified by the Board of Trustees against expenses including reasonable attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such actions, suit or proceeding, if he/she acted in good faith in a manner he/she reasonably believed to be in or not opposed to the best interests of the Board of Trustees and Georgia Military College (and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful), to the maximum extent permitted by, and in the manner, provided by Georgia law for state and institutions.

Section 4: The Board of Trustees in its discretion may authorize indemnification of its employees and agents to the maximum extent permitted by, and in the manner provided by Georgia law for state and public institutions.

ARTICLE XIII: OFFICIAL SEAL

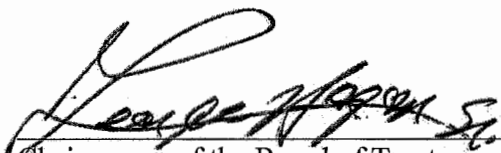
Section 1: The official seal of the Georgia Military College shall be used to authenticate official documents of the Board of Trustees when an official seal is needed. The seal carries the words "Georgia Military College" and "Character Above All" in the outer circle with an image of the Old Capitol Building and the date 1879 within the circle.

Section 2: The Official seal of the Georgia Military College will be in the custody of the President of the College or such officer as designated by the President.

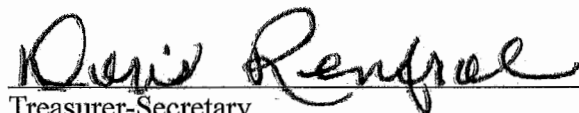
ARTICLE XIV: ADOPTION AND AMENDMENT OF THE BYLAWS

Section 1: These bylaws may be amended or repealed at any regular or special meeting of the Board provided fourteen (14) days' notice in writing of any proposed change been given before a vote is taken thereon. A two-thirds (2/3) majority vote of all Board members present and voting, or a majority vote of all board members, whichever is greater, shall be required to amend or repeal these bylaws.

Section 2: These bylaws, adopted by the Board of Trustees in session this 3rd day of December, 2024 shall supersede all previous bylaws and repeal those in conflict herewith.



Chairperson of the Board of Trustees of the Georgia Military College



Treasurer-Secretary