



Board of Directors Guidelines

General Information and Responsibilities

Effective Date: June 13, 2017 | Revision Date: November 15, 2024

GAPPT Mission Statement and Association Overview:

Mission Statement: “To promote education to public retirement system fiduciaries.”

The Georgia Association of Public Plan Trustees is a nonprofit organization formed to promote and develop education for public retirement system fiduciaries in the areas of:

- Applicable Laws
- Trustee Roles, Duties, and Responsibilities
- Ethics
- Plan Governance and Administration
- Investments
- Actuarial Principles

The GAPPT was established to offer a forum for discussing retirement plan issues, to foster a network for sharing solutions and resources, and to provide support and information for education, training, advancement, and accreditation for public retirement fiduciaries and personnel. Individuals elected or appointed to serve on the Board of one of a public retirement plan or plan staff members may join the Association. The GAPPT also welcomes affiliates who serve public retirement plans.

GAPPT Bylaws and Articles of Incorporation:

The Articles of Incorporation and a current version of the GAPPT Bylaws are on the website.

Board of Directors General Oversight:

As the highest leadership body of the GAPPT and to satisfy its fiduciary duties, the **Board of Directors** is responsible for:

- Creating and implementing Board procedures.
- Ensuring compliance with the Association’s bylaws.
- Selecting and evaluating the performance of the Executive Director.
- Providing strategic direction, including regular reviews of the Association’s mission, vision, and values, and active maintenance and delivery of strategic plans.
- Ensuring strong fiduciary oversight and financial management.
- Approving and monitoring GAPPT educational programs.
- Approving the appointment of Standing Committee chairs and vice chairs.
- Advocating for and promoting the GAPPT.
- Assessing its performance as the governing body of the Association.

Each **board member** is responsible for:

- Knowing the Association’s mission, policies, programs, and needs.
- Following the Association’s Bylaws, policies, and Board resolutions.
- Reading and understanding the Association’s financial statements.

- Serving as an advocate and ambassador for the Association and fully engaging in identifying and securing the resources and partnerships necessary for the GAPPT to advance its mission.
- Preparing for, attending, and conscientiously participating in Board meetings.

Board of Directors Fiscal Oversight:

The Board of Directors must provide broad fiscal oversight, including adopting an annual budget, regular review of revenue and expenses, and the annual financial statements audit. Board members are expected to serve in a fiduciary capacity, utilizing their judgment and discretion to benefit the GAPPT.

Board Qualifications:

To serve on the Board of Directors, an individual must be a GAPPT Plan Sponsor or Emeritus member in good standing. The exception is for the Affiliate Committee Chair, who must be a GAPPT Affiliate member in good standing.

Refer to the GAPPT Bylaws and Election Policy for additional information.

Officer Job Descriptions:

In addition to the responsibilities required of a GAPPT Board member, Officers are expected to fulfill their position's specific responsibilities.

The job descriptions for Officers are derived from the GAPPT bylaws.

President: The President is expected to provide leadership to and manage the Board of Directors, ensuring that the Board fulfills its legal and financial obligations and that individual Board members meet their responsibilities. The President facilitates communication and decision-making within the Board. Specific responsibilities include, but are not limited to:

- Presiding at all Board meetings.
- Participating in Board meetings as a voting member.
- Working with the Board and Executive Director to ensure all orders, resolutions, and other actions are implemented.
- Ratifying the establishment of committees and serving as an ex-officio member on all committees.
- Calling special meetings, as necessary.
- Approving Board meeting agendas.
- Overseeing the search for a new Executive Director, as necessary.
- Coordinating the Executive Director's annual performance evaluation.
- Working with the Board Development Committee to recruit new Board members.
- Acting as an alternate spokesperson for the Association.
- Consulting with Board members on their roles and ensuring their active participation.

Vice President: The Vice President understands the responsibilities of the President and should be able to perform the President's duties if required due to absence. Other responsibilities include, but are not limited to:

- Participating in Board meetings as a voting member.
- Presiding at Board meetings in the absence of the President.
- Presiding as Chair of the Rules Committee.
- Performing other duties as assigned by the President or Board of Directors.

Secretary: The Secretary is responsible for properly recording all proceedings of the Board of Directors. Other responsibilities include, but are not limited to:

- Participating in Board meetings as a voting member.
- Reviewing and approving the Minutes of the Board meetings.
- Presiding at Board meetings in the absence of the President and Vice President.
- Performing other duties as assigned by the President or Board of Directors.

Treasurer: The Treasurer is responsible for monitoring and recording the financial status of the GAPPT. Other responsibilities include, but are not limited to:

- Participating in Board meetings as a voting member.
- Presiding as Chair of the Finance Committee.
- Maintaining the financial records of the Association.
- Ensuring financial policies are being followed and suggesting changes.
- Creating, presenting, and monitoring the annual budget.
- Preparing any necessary tax returns and filings.
- Compiling and distributing financial information to the Board of Directors.
- Establishing and maintaining the Association's bank accounts.
- Working with the GAPPT staff to ensure bank deposits are made promptly.
- With the President's input, approving all withdrawals and disbursements.
- Providing all documentation to the Audit Committee for examination.
- Providing regular financial oversight and alerting the Board of Directors if concerns arise.
- Performing other duties as assigned by the President or Board of Directors.

Job Descriptions for Other Board Members:

In addition to the responsibilities required of all Board members, Directors at Large and the Affiliate Committee Chair are expected to fulfill their position's specific responsibilities.

Directors at Large: A Director at Large will represent the interests of the GAPPT membership, regardless of their point of view. Other responsibilities include, but are not limited to:

- Participating in Board meetings as a voting member.
- With the other Directors at Large, calling special meetings as necessary.
- Presiding as Chair of a Standing Committee, if needed.
- Performing other duties as assigned by the President or Board of Directors.

Affiliate Committee Chair: The Affiliate Committee Chair will represent the interests of the Affiliate membership, regardless of their point of view. Other responsibilities include, but are not limited to:

- Participating in Board meetings as a voting member.
- Presiding as Chair of the Affiliate Committee.
- Communicating Board policies and actions to the Affiliate members regularly and as needed.
- Performing other duties as assigned by the President or Board of Directors.

In the absence of the Affiliate Chair, the Affiliate Vice Chair may assume the Chair's responsibilities, including voting privileges.

Officer and Board Member Tenure:

Officers and Board members serve until their successor is installed at the Annual Business Meeting. The exception is the outgoing Treasurer, who may serve as an ad hoc member for up to ninety (90) days to assist with the financial transition. Officers and Board members may serve successive terms if elected by the membership. The terms of Officers and Board members are staggered to provide continuity of service to the Association.

President, Vice President, Secretary, and Treasurer – Elected by eligible GAPPT Membership

- Two Year Term

Director at Large (Positions 1-4) – Elected by eligible GAPPT Membership

- Three Year Term

Affiliate Committee Chair – Elected by the GAPPT Affiliate Membership

- Two Year Term

Officers and Board members may serve on GAPPT committees. Only Directors at Large may hold another leadership position, such as a Committee Chair or Vice Chair, unless specifically defined in the bylaws.

Officer and Board Member Elections:

Elections are held every year before the Annual Conference.

Refer to the GAPPT Bylaws and Election Policy for additional information.

Board Member Resignation or Removal:

A Board member may resign by giving written notice to the President. Additionally, a member will forfeit their Board position if they are no longer associated with the organization that served as the basis for their GAPPT membership. A Board member may also be removed from their position for cause by a majority vote of the remaining Board of Directors. Reasons for removal include, but are not limited to:

- Engaging in conduct prohibited by the Bylaws.
- Abusing the authority of their office.
- Failing to disclose a conflict of interest concerning any matter involving the GAPPT.
- Failing to disclose a conflict of interest concerning any transaction by any person with the GAPPT.
- Failing to attend four (4) regularly scheduled Board of Directors meetings in a calendar year.
- Failing to attend three (3) consecutive regularly scheduled meetings of the Board of Directors.
- Being convicted of any felony or crime involving moral turpitude.
- Being unable to serve due to a medical infirmity or other incapacity.

Refer to the GAPPT Bylaws and Election Policy for additional information.

Compensation and Expense Reimbursement:

Board members serve without compensation. Members may be reimbursed for reasonable expenses incurred while conducting or engaged in duties as allowed by GAPPT policy and with the Board of Directors' approval.

Master Calendar and Planning Dates:

The GAPPT Master Calendar will be given to the Board of Directors before January 1st. Any additions or changes should be submitted to the GAPPT staff for inclusion.

Thank you for serving on the Board of Directors. Questions or concerns may be directed to info@gappt.org.