JEKYLL ISLAND CITIZENS ASSOCIATION

P.O. Box 13101 Jekyll Island, Georgia 31527

CONSTITUTION & BYLAWS

Revised April 2025

CONSTITUTION

Article I

Name and Object

Section 1. This Association shall be called: ''The Jekyll Island Citizens Association."

Section 2. Its purposes are to:

1) foster the development of community life and the realization of its benefits and responsibilities;
2) render constructive civic services that promote the health, safety and wellbeing of the community, citizens, property owners and lessees of Jekyll Island;
3) present the views of the Association and its membership to various government, public, private and other organizations;
4) inculcate civic consciousness through active participation in projects that protect the interest and/or improve the community, state and nation; and
5) strive to assure equal and just treatment under all applicable laws and ordinances, to all citizens, property owners, and lessees of Jekyll Island.

Article II

Government

Section 1. The government of the Association shall be vested in a Board of Directors consisting of nine (9) members elected as provided in the By-Laws, together with the immediate past President of the Association who shall have full voting privileges.

Article III

Membership

Section 1. Membership in the Association shall be limited to those Persons either who live on Jekyll Island or who are owners or lessees of property on Jekyll Island and who have paid the appropriate annual dues specified in the By-Laws.

Article IV
Amendments

Section 1. This Constitution may be amended by a total affirmative vote of two-thirds of those members of the Association present at a regular or called meeting, a quorum having been established as defined in *Article Four, Section* 3, of the By-Laws, and of those who are voting by absentee ballot, provided that a notice setting forth the proposed amendment(s) and the reason(s) therefore shall have been sent to each member at least two (2) weeks prior thereto. Absentee ballots and instructions for their submission shall be enclosed in the notice sent to non-resident members of the Association. Resident members have the option, upon written request, of voting by absentee ballot, provided they are absent from the area on the date of the meeting. Such absentee ballots shall be opened, validated, and counted by the tellers at the time of voting. Alternatively, this Constitution may be amended solely by letter ballot, provided that a notice setting forth the proposed amendment(s) and the reason(s) therefor shall have been sent to each member of the Association at least three (3) weeks prior to the voting date set by the Board of Directors. In such amendment by letter ballot, an affirmative vote of two thirds of those returning the letter ballots within the specified time shall be required.

By-Laws

Article One
The Board

Section 1. Three (3) members shall be elected to the Board by the Association each year to serve three (3) years each and to supply the places of retiring members. A plurality of votes shall be required to elect. New Board members shall assume their duties at the first meeting of the year following their election.

Section 2. At the September meeting it will be announced that anyone interested in running for a Board position may submit their intent to run, their reasons for running and a brief bio to the Board for distribution to membership. Following the meeting, the Secretary shall cause notice to be sent to membership. In the event that not enough candidates submit their intent to run, the Board can appoint a nominating committee to solicit candidates.

Section 3. All candidates' information shall be communicated to membership two weeks prior to the elections. The Board shall determine the manner in which the elections shall be conducted. A plurality of votes cast shall be required to elect.

Section 4. Vacancies occurring on the Board shall be filled for the unexpired term by a majority vote of the remaining members of the Board. Notice of its action in filling such vacancies shall be made by the Board to members as soon as practicable thereafter.

Section 5. The Board shall manage and conduct the affairs of the organization, carry out policies adopted by the organization, initiate agreed upon actions on behalf of members, and generally promote the purpose of the Association and its work. The Board shall not incur any debts or liability in excess of five hundred dollars ($500.00) unless expressly authorized by an affirmative vote of at least seven (7) of its members.

Section 6. The fiscal year of the Association shall be January 1 through December 31.

Section 7. The Board may elect annually, from among its members, an executive committee of three (3), and delegate to this committee power to transact, at such times as it is difficult or inappropriate to consult with or convene the entire Board for such purpose, business on behalf of the Association, except that no debts or liability shall be incurred, as specified in *Section* 5, above. All three (3) members of such executive committee shall agree on any course of action taken by them under this provision and shall report fully to the other members of the Board as soon as practicable any actions taken or agreements entered into by them on behalf of the Association. The records of the executive committee shall be incorporated into and become a part of the official minutes of the full Board.

Article Two

Officers and Committees

Section 1. Officers of the Association shall be a President, Vice President, Secretary and Treasurer. All officers shall be elected annually by the Board from among its members for a term of one year, commencing February 1.

Section 2. The President (or in the President's absence, the Vice-President) shall preside at all meetings of the Association and the Board. In the absence of both, a temporary presiding officer shall be elected by the Board from among its members present. The President shall appoint all committees of the Board, unless otherwise specifically provided or ordered herein, and the President shall exercise general supervision over all the affairs of the Association. Committees of the Association shall be appointed by the Board as needed and can be dissolved at the discretion of the Board at any time.

Section 3. The President shall be a member, ex-officio, of all committees, but the President shall not be counted in determining the quorum thereof.

Section 4. The Secretary shall keep a complete record of all proceedings and correspondence of the Association and of the Board. The Secretary shall cause notices of meetings to be sent to members of the Association and the Board as required.

Section 5. The Treasurer shall keep a complete record of all monies received and expended and shall otherwise perform the duties usually assigned to this office. The Treasurer shall make payments only for expenditures properly approved by the Board, and all checks shall bear the signature of the President or the Treasurer. In the absence or incapacity of the Treasurer, the Treasurer's power to sign checks may be delegated by the Board to another of its members.

Section 6. Contracts and other formal documents, duly approved by the Board, shall be signed by the President and one other member of the Board.

Article Three
Dues

Section 1. The annual dues of the Association shall be determined by the Board and shall be payable at the commencement of each fiscal year.

Article Four
Meetings of the Association

Section 1. The first meeting of the year shall be reserved for the presentation of new Board members and the transaction of general business of the Association and shall be held during the month of January each year.

Section 2. Special meetings of the Association may be called at any time by the President or, in the President's absence, by the Vice President, upon the written request of a majority of the Board, or upon the written request of not less than twenty-five (25) members of the Association. Five (5) days' notice of any special meetings must be given to members of the Association and the notice must state the object of the meeting.

Section 3. Ten (10) percent of the paid membership current at the time shall constitute a quorum at meetings of the Association.

Article Five
Meetings of the Board

Section 1. The Board may elect to meet regularly on the first Monday of each month, unless otherwise scheduled by the board.

Section 2. The President may call a special meeting of the Board at any time, and a special meeting must be called upon the written request signed by any two (2) members of the Board. At least one (1) day's notice of such meeting must be given to the members of the Board and the notice must state the object of the meeting.

Section 3. Special meetings of the Board may also be called upon request of at least twenty (20) members of the Association, provided the request is submitted in writing to the President and states fully the reason(s) for the meeting. At least-one (1) day's notice of such meeting must be given to the members of the Board and the notice must state the object of the meeting.

Section 4. The Board may, at its option, extend to Association members present as observers at its meetings, the courtesy of participation in discussion of items on its agenda for that meeting.

Section 5. Five (5) members shall constitute a quorum for the meetings of the Board.

Article Six

Amendments

Section 1. These By-Laws may be amended by a total affirmative vote of two-thirds of those members of the Association voting.

Article Seven

Meeting Rules and Communication

Section 1. Robert's Rules of Order shall govern the proceedings of all meetings except when such rules are at variance with the provisions of these By-Laws, in which event the By-Laws shall prevail.

Section 2. The President may designate a Parliamentarian, pro tempore, to serve at each meeting of the Association.

Section 3. All communications of the Association shall be distributed in such a manner that facilitates the broadest dissemination of information and maintain the integrity of any voting processes. Information may be distributed at meetings, in printed form, sent electronically or via the JICA website. Any reference within our Constitution or By-Laws to “written notices”, “written ballots”, “mailed ballots”, “mailed notices”, etc., shall include either electronic or hard copy distribution at the discretion of the Board.

Article Eight

Conflict of Interest Policy

Section 1. Purpose

The purpose of this Conflict of Interest Policy is to ensure the integrity and accountability of the Jekyll Island Citizens Association (JICA) and to protect its interests when entering into transactions or arrangements that might benefit a board member, officer, or key member financially or personally. This policy is intended to supplement, but not replace, any applicable Georgia state laws governing conflicts of interest in nonprofit organizations.

Section 2. Definition of Conflict of Interest

A **conflict of interest** exists when a director, officer, committee member, or key individual (or their immediate family members or business entities they control) has a financial or personal interest that could unduly influence their ability to act in the best interests of JICA. This includes, but is not limited to:

1. **Financial Interests**: Any direct or indirect financial benefit derived from a transaction involving JICA.
2. **Competing Interests**: Engagement in activities that may impair objectivity in JICA-related decisions.
3. **Personal Relationships**: Transactions with family members or close associates that could result in personal gain.

Section 3. Duty to Disclose

Any individual covered by this policy must promptly disclose any actual or potential conflicts of interest in writing to the Board of Directors. Such disclosure shall include the nature of the conflict and all relevant facts.

Section 4. Review and Recusal

Upon disclosure of a potential conflict of interest:

1. The Board (or a designated committee) shall review the matter and determine whether a conflict exists.
2. If a conflict is found, the individual must recuse themselves from any discussion or vote related to the matter.
3. The Board shall determine whether the transaction or arrangement is fair, reasonable, and in the best interests of JICA before proceeding.

Section 5. Recordkeeping

The minutes of all board and committee meetings shall document:

1. The disclosure of any conflicts of interest.
2. The deliberations and decisions made regarding the conflict.
3. Any abstentions from voting due to the conflict.

Section 6. Violations

If the Board determines that a member has failed to disclose a conflict of interest, appropriate disciplinary actions may be taken, including removal from office if necessary.

Section 7. Compliance with Georgia Law
This policy shall be interpreted and enforced in accordance with the laws of the State of Georgia governing nonprofit organizations.

Article Nine
Payment of Donations, Gratuities, and Facility Fees

Section 1. Authorization of Payments
The Board of Directors of the Jekyll Island Citizens Association (JICA) is authorized to approve and disburse funds from appropriate JICA accounts for the purpose of making donations, gratuities, or facility use fees as deemed necessary for the proper functioning of the organization. Such payments may include, but are not limited to:

1. **Facility Use Fees** – Payments for the rental or use of venues or facilities for JICA meetings, events, or other authorized activities.
2. **Gratuities** – Voluntary payments to individuals or organizations that provide services or assistance to JICA without a formal contractual obligation.
3. **Donations** – Contributions to nonprofit or charitable organizations that align with JICA's mission and community engagement efforts, provided such donations comply with applicable laws.

Section 2. Approval and Disbursement Process

1. The amount and necessity of any payment under this provision shall be determined by a majority vote of the Board of Directors at a duly convened meeting.
2. Payments shall only be made if sufficient funds are available in JICA accounts and if such disbursements do not conflict with JICA's financial obligations.
3. All payments must be documented in the official meeting minutes, specifying the recipient, purpose, and amount.
4. The Treasurer shall ensure that payments comply with all federal, state, and local laws, including Georgia's nonprofit financial regulations.

Section 3. Compliance with Georgia Law
All payments authorized under this section must comply with:

1. Georgia Nonprofit Corporation Code (O.C.G.A. § 14-3-101 et seq.), ensuring that disbursements align with JICA's nonprofit purpose and do not result in improper private benefits.
2. Applicable tax-exempt regulations under the Internal Revenue Code, if JICA is a registered tax-exempt entity.
3. Any reporting or filing requirements imposed by Georgia state law or the IRS regarding nonprofit expenditures.

Section 4. Restrictions and Limitations

1. No payments shall be made that could be construed as a conflict of interest or personal benefit to any officer, director, or member, except as expressly permitted under JICA's Conflict of Interest Policy.
2. The Board shall have the discretion to set annual limits or guidelines on such payments to ensure financial prudence.
3. Any payments exceeding $1,000 (or an amount as otherwise determined by Board resolution) shall require a recorded vote and approval by at least two-thirds (⅔) of the Board members present.

Section 5. Financial Oversight

1. The Treasurer shall maintain accurate records of all such payments, ensuring transparency and accountability in financial reporting.
2. An annual financial review shall include an assessment of payments made under this section to ensure compliance with JICA's mission and legal obligations.
3. Any member may request an explanation of such disbursements, provided the request is submitted in writing to the Board

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