

**BYLAWS  
OF THE  
GOVERNMENT INVESTMENT OFFICERS ASSOCIATION  
A Nevada Non-Profit Corporation**

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**ARTICLE I. NAME**

The name of this organization shall be the GOVERNMENT INVESTMENT OFFICERS ASSOCIATION (hereafter referred to as "GIOA", and/or the "Association").

**ARTICLE II. PURPOSE and MISSION**

The purpose and mission of GIOA shall be to promote the educational and professional development of investment officers in state and local government.

**ARTICLE III. STRUCTURE**

**Section 1. Board of Directors**

GIOA is governed by a Board of Directors (hereafter referred to as the "Board") for the benefit of the general membership. The composition and functioning of the Board is designed to bring about the educational and professional development goals of the organization. The Board is granted wide powers to explore, plan, and execute opportunities that might be available to achieve these goals.

**Section 2. Board Diversity**

GIOA will seek to achieve geographic and public entity diversity in the formulation of the Board, with the membership serving on committees.

**Section 3. Broker-Dealer Community**

GIOA will seek to integrate participation from the broker-dealer community in developing programs and events, and to provide content to benefit the public investment professional membership.

**ARTICLE IV. MEMBERSHIP**

**Section 1. General.**

**The Association shall have three membership classes: Government Members, Corporate Members, and Charter Members.**

**Section 2. Government Members.**

Any government employee may become a Government Member.

"Government" shall be defined as cities, counties, states, special districts, federal organizations, and nonprofit corporations whose membership is confined to government agencies.

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**Section 3. Corporate Members.**

Any private sector brokerage firms or individuals that provide investment or investment-related services to government entities may become a Corporate Member.

**Section 4. Charter Members.**

The Board can from time to time bestow a Charter membership to an individual in recognition of distinguished service to GIOA or the field of public investment management.

**ARTICLE V. Board of Directors**

**Section 1. Board Members and Non-Board Member Directors**

The GIOA Board shall consist of the President Emeritus, Vice-President Emeritus, the President, the President-Elect, the Secretary, the Treasurer, Past-President, and At-Large Board Member(s), following (NRS 82.266-82.341).

- **President Emeritus** - The President Emeritus shall advise the Board on strategic planning and operations and oversee all the activities of the Executive Director.
- **Vice President Emeritus** – The Vice President Emeritus shall have all the rights, duties, and requirements of the other members of the Board who hold offices, and shall perform all of the duties of the President Emeritus in the absence, disability, or resignation of the President Emeritus.
- **President** - The President shall preside over the annual meeting and all Board meetings, and shall administer the Association’s daily business affairs.
- **President-Elect** - The President-Elect shall perform all of the duties of the President in the absence or disability of the President, and all duties assigned by the President.
- **Secretary** – The Secretary shall record the minutes of the annual meeting, and all Board Meetings.
- **Treasurer** - The Treasurer shall prepare the annual budget, and submit it to the Board for approval. In conjunction with the Executive Director, the Treasurer shall prepare a comprehensive financial report annually.
- **Past-President** – The Past-President will have all the rights, duties, and requirements of the other members of the Board who hold offices.

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**Non-Board Member Directors and Other Positions:**

- **Executive Director** – The Executive Director is a Non-Board Member Director and shall retain all GIOA-related records, schedule meetings and conference calls, and coordinate all event-related planning as directed by the Board. Under the direction and review of the President Emeritus, the Executive Director shall collect and receive all monies, make disbursements, manage banking relationships, and prepare the monthly financial statements. The Executive Director shall prepare a monthly reconciliation of the bank accounts and present it to the Treasurer monthly. The Executive Director shall prepare and present to the Board a comprehensive financial report annually in conjunction with the Treasurer.
- **Corporate Liaison Director** – The Corporate Liaison Director is a Non-Board Member Director and shall participate in Board meetings to provide suggestions to the Board regarding GIOA activities. Additionally, the Corporate Liaison Director shall facilitate corporate member support of GIOA activities.
- **Member At Large** – This is an optional position, which serves at the discretion of the Board for a length of two years.

**Section 2. Board Powers**

The Board shall have the power to appoint per (NRS 82.231), dismiss, and replace the President, the President-Elect, the Secretary, the Treasurer, the Past President, and the Executive Director, Corporate Liaison Director, and Member At Large. Grounds for dismissal shall include, but shall not be limited to, misfeasance, malfeasance, nonfeasance, or unethical conduct. A majority vote by the Board is required to take such action.

**Section 3. Term of Office**

The President Emeritus and Vice President Emeritus will hold their office until they resign or are unable to fulfill their responsibilities. The Executive Director shall serve at the pleasure of the Board. The Past-President will serve for two years. Other Board members shall hold their office for two years and will rotate offices subsequent to their two-year incumbency as follows:

- Treasurer will become Secretary
- Secretary will become President-Elect
- President-Elect will become President
- President will become Past-President

No officer shall hold two offices at the same time.

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The Corporate Liaison Director shall serve for a two-year period.

The time period of officer/director changes shall be March of each year. Changes will be enacted at the conclusion of the GIOA Annual Conference.

**Section 4. Board Meetings.**

The Board shall supervise, direct, and control the Association's business affairs between annual meetings. The Board shall conduct at least quarterly conference calls to plan and execute the business. The Board shall meet at least once a year during the annual meeting. The President or a majority of the Board members may call for a meeting or conference call at any time. A majority of the Board members shall constitute a quorum. No alternates or proxy voting shall be allowed. The Board members who cannot attend a meeting may participate and vote by telephone conferencing. Open meeting laws or guidelines are not required.

**Section 5. Board Member Replacement.**

If an appointed or elected Board member cannot finish his/her term, the President Emeritus or President may appoint a replacement to finish the term. The replacement may subsequently stand for election as a Board member once the prior Board member term expires. A majority vote by the Board is required to fill Board member replacement positions.

**Section 6. Open Board Positions.**

Any open positions on the Board for the coming year will be filled by nomination and vote of the Board members at the annual meeting or at a quarterly Board meeting. Nominations shall be presented by any Board member. A majority vote by the Board is required to fill open Board positions. A previous Board member may be nominated to serve on the Board again after a one-year period as a non-Board member.

**ARTICLE VI. COMMITTEES**

**Section 1. General**

The Board may establish committees at any time for any purpose.

**Section 2. Powers**

The Board shall have the power to appoint, and replace all committee chairpersons. The Board shall have the power to appoint and replace committee members. The Board shall approve all committee chairs and committee members by a majority vote.

**Section 3. Committee Members**

Board members may serve as committee chairpersons and committee members. No Board member shall serve as a committee chairperson for more than one committee at

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the same time. Additionally, the committee chairperson might enlist the participation from the Government, Corporate, or Charter membership to serve as a committee member, as deemed necessary, after approval by Board. Committee chairpersons and committee members may serve up to three years on a specific committee.

**Section 5. Meetings**

The committee members may call for a meeting at any time. A majority of committee members shall constitute a quorum. Committee members who cannot attend a meeting may participate, and vote, by telephone conferencing. Committee items shall be approved by a majority committee vote. The Board may overrule a committee vote by a majority. Open meeting laws or guidelines are not required.

**Section 6. Standing and Select Committees**

Standing Committees shall perform work on a continuing basis, and shall remain in existence permanently. Select Committees shall cease to exist after they have completed the specific task for which they were established or discontinued by a majority vote of the Board.

**Section 7. Committee Recommendations**

Both Standing and Select Committees will present recommendations to the entire Board for approval, prior to instituting any changes in the policies, procedures or functioning of GIOA due to their committee's work.

**ARTICLE VII. ANNUAL MEETING**

**Section 1. General**

Under (NRS 82.266-82.341) the Association's annual meeting shall be held in conjunction with its annual conference.

**ARTICLE VIII. PARLIAMENTARY PROCEDURE**

**Section 1. General**

All meetings shall be conducted in accordance with (NRS 82.266-82.341) and the parliamentary procedures in the latest edition of *Robert's Rules of Order*.

**ARTICLE IX. AMENDMENT OF CONSTITUTION AND BYLAWS**

**Section 1. Amendments and Repeals**

The bylaws may be amended or repealed by a majority vote of the Board, provided the Board members have received the bylaws at least 10 days prior to the vote written notice of the proposed amendments.

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**ARTICLE X. FINANCIAL RECORDS**

**Section 1. General**

The Organization shall keep correct and complete books and records of account of the activities and transactions of the Organization including, a minute book which shall contain a copy of the Organization's application for tax-exempt status (IRS Form 1023), copies of the organization's IRS information and/or tax returns (For example, Form 990 and all schedules thereto), and a copy of the Articles of Incorporation, Bylaws, and Amendments.

The Organization shall also keep minutes of the proceedings of its annual business meeting and of its Board meetings, and any committees. Any Member or Members or his or her agent or attorney may inspect all books and records of the Organization, for any proper purpose at any reasonable time. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax form 990. All financial records of the Organization shall be available to the public for inspection and copying to the fullest extent required by law.

**Section 2. Fiscal Year**

The GIOA fiscal year shall run from January 1st to December 31st.

**ARTICLE XI. DISSOLUTION**

**Section 1. General**

The Association may be dissolved by a two-thirds vote of the Board, provided the Board members have received at least 10 days prior written notice of the proposed dissolution.

**Section 2. Distribution of Assets**

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose which has a similar purpose of GIOA. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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As of March 2022



Rick Phillips, President Emeritus

3-24-2022

Date



Tonya Dazzio, Vice President Emeritus

3-24-2022

Date



Nicole Muegge, President (Ending March 2023)

3/24/2022

Date



Hubie White, President-Elect (Ending March 2023)

3/24/2022

Date



Shawn Nydegger, Secretary (Ending March 2023)

03/24/22

Date



Arthur Whitten, Treasurer (Ending March 2023)

3/24/22

Date



Chris Daniel, Past-President (Ending March 2023)

3/29/22

Date

**Non-Voting:**

Jenifer Felger, Executive Director

Laura Glenn, Corporate Liaison Director (Ending March 2023)

Board Member At-Large (vacant)

