

*Georgia Council of Graduate Schools (GCGS)*

*Georgia Council of Graduate Schools*

*Publications*

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Georgia Southern University

*Year 2013*

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Georgia Council of Graduate Schools -  
Articles of Incorporation

Charles Patterson

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**ARTICLES OF INCORPORATION  
OF  
THE GEORGIA COUNCIL OF GRADUATE SCHOOLS**

**Article I.**

The name of the corporation is The Georgia Council of Graduate Schools, Inc.

**Article II.**

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

**Article III.**

The street address of the initial registered office of the corporation is 261 Forest Drive, Statesboro, GA, 30458 in Bulloch County, and the initial registered agent of the corporation at such address is Dr. Charles E. Patterson.

**Article IV.**

The name and address of each incorporator is:

Anna Holloway  
Dean, College of Graduate Studies & Extended Education  
Fort Valley State University  
1005 State University Drive  
Fort Valley, Georgia 31030

Maureen Grasso  
Dean, Graduate School  
University of Georgia  
320 E. Clayton Street, Suite 400  
Athens, Georgia 30302-4401

Charles E. Patterson  
Dean, Jack N. Averitt College of Graduate Studies  
Georgia Southern University  
1770 Southern Drive, Suite 1001  
Statesboro, Georgia 30458

Nikki Palamiotis  
Director, Graduate Studies  
Southern Polytechnic State University  
1100 South Marietta Parkway  
Marietta, Georgia 30060

Charles Amlaner  
Vice President of Research and Dean of the Graduate College  
Kennesaw State University  
1000 Chastain Road, #9109  
Kennesaw, Georgia 30144-5591

### **Article V.**

This corporation is organized exclusively for educational purposes, more specifically to serve as a state-wide resource to advance graduate education in the State of Georgia. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

### **Article VI.**

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **Article VII.**

The corporation shall have members consisting of educational institutions, corporations, non-profits and persons with interest in graduate education and higher education pursuits.

The management of the affairs of the corporation shall be vested in an Executive Committee, as defined in the corporation's by-laws. No Executive Committee member shall have any right, title, or interest in or to any property of the corporation.

The number of Committee members constituting the first Executive Committee is five (5), their names and addresses being as follows:

President: Maureen Grasso  
Dean, Graduate School  
University of Georgia  
320 E. Clayton Street, Suite 400  
Athens, Georgia 30302-4401

Vice President: Greg Domin  
Associate Provost  
Columbus State University  
4225 University Avenue  
Columbus, Georgia 31907

Secretary: Nikki Palamiotis  
Director, Graduate Studies  
Southern Polytechnic State University  
1100 South Marietta Parkway  
Marietta, Georgia 30060

Treasurer: Margaret Ellington  
Associate Professor, English and Modern Language  
Department of English and Modern Language  
800 Georgia Southwestern State University Drive  
Americus, Georgia 31709

#### **Immediate Past President**

(Unfilled until 2014 Elections)

### **Article VIII.**

No officer or Committee member of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation, provided, however, the above provision shall not apply to the personal liability of a director of the corporation:

- (1) for any appropriation, in violation of his/her duties, of any business opportunity of the corporation;
- (2) for any acts or omissions not in good faith or which involve intentional misconduct or knowing violations of the law; or
- (3) for any transaction from which the director received an improper personal benefit.

Any repeal or modification of this Article by the corporation shall not adversely affect any right or protection of a director or the corporation existing at the time of such repeal or modification.

## **Article IX.**

Upon the dissolution of the organization, 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. Any such assets not disposed of by the District Court of the county in which the principal office of the organization 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.

## **Article X.**

These Articles of Incorporation may be altered, amended or repealed by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

In witness whereof, the undersigned has executed these Articles of Incorporation.

This 22nd day of May, 2013.



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Maureen Grasso  
President