

Revised Edition, Approved April 14th, 2005

**GEORGIA MUTUAL AID GROUP
(GMAG)**

ADMINISTRATIVE AND OPERATIONAL GUIDELINES

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GEORGIA MUTUAL AID GROUP (GMAG) ADMINISTRATIVE AND OPERATIONAL GUIDELINES

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II. BY-LAWS OF THE GEORGIA MUTUAL AID GROUP (GMAG)

ARTICLE I
REGISTERED AGENT AND REGISTERED OFFICE

The name and the address of the registered agent, which is the same address of the registered office, is:

Chief Bill Lewis
Executive Director
Georgia Mutual Aid Group (GMAG)
2575 Chantilly Drive, N.E.
Atlanta, GA 30324-3712

The corporation may have other offices or branches as determined by the Executive Board or the Board of Directors.

ARTICLE II
FISCAL YEAR

The fiscal year of the corporation begins on January 1st and ends on December 31st of each calendar year.

ARTICLE III
BOARD OF DIRECTORS

1. MEMBERSHIP AND AUTHORITY.

The Board of Directors shall be the governing body of the GMAG. It shall have the

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power to purchase, sell and acquire equipment and property, receive and disburse funds, and to employ and fix the compensation of such agents and employees as it shall

deem necessary. The Board of Directors shall have full and complete authority over all affairs of the GMAG and may delegate any part of said authority. The Board of Directors membership shall consist of the Fire Chief of each member jurisdiction or the Chief's duly recognized or appointed delegate or proxy or the Chief Executive Officer of other organizations that have been approved as Members because they provide emergency resources or personnel to support GMAG in execution of its Mutual Aid Box Alarm System (MABAS). Director's meetings shall be held at the registered office of the corporation or another location determined by the Board of Directors or Executive Board and stated in the notice of the meeting. Alternate or additional meeting locations will be based upon business necessity, convenience for the Membership and availability of tele-conferencing and/or video-conferencing capability.

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2. ANNUAL AND QUARTERLY MEETINGS.

The annual meeting of the Board of Directors shall be on the second Thursday in January at approximately 10:00 A.M. or as stated in the meeting announcement. If the date falls on a legal holiday then the annual meeting shall be held on the next business day. Quarterly meetings will normally be held the second Thursday of April, July and October. Additional meetings may be conducted as needed. If a meeting is postponed due to weather, operational demands or other unforeseen circumstances, the make-up meeting will be scheduled with proper notifications in a timely manner.

3. PURPOSE.

The purpose of the annual meeting shall be to elect Members for the Executive Board and transact other business as may come before the meeting. Quarterly meetings will transact other business as may come before the meeting.

4. SPECIAL MEETINGS Special meetings may be called by the President or any two other Members of the Executive Board. A special meeting may be called anytime for any business purpose, unless otherwise prohibited by statute, but is normally called for emergent or urgent business purposes that would not be in the interest of the organization to defer until a quarterly or annual meeting. Special meetings shall be held at the registered office of the corporation or at other location(s) approved by the Executive Board based on business necessity, convenience to Members and availability of tele-conferencing and/or video-conferencing capability.

5. NOTICE OF MEETINGS

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Written notice stating the place, day and time of the meeting, and the purpose or purposes for which the meeting is called shall be delivered not less than 14 nor more than 60 calendar days before the date of the meeting. Explanatory materials for agenda items will be provided prior to the meetings whenever possible to permit Members to review and consider the material. The GMAG web site will be the primary method of providing notice and disseminating information as long as it is operational. Notices and materials are considered provided when they are posted on the GMAG web site, transmitted by E-mail, transmitted by facsimile, hand delivered, and/or mailed via United States mail. Electronic transmissions are considered delivered when sent to the electronic address(es) or telephone number(s) as they appear on the records of the corporation. If mailed, such notice shall be considered to be delivered when deposited in the US Postal Service, addressed to the Director at his/her address as it appears on the records of the corporation, with the correct amount of first class postage on it.

6. QUORUM At meetings of the Board of Directors, a minimum of one third of Directors entitled to vote, represented in person, by delegate or by proxy shall constitute a quorum. A Director is considered present in person when he/she is either on site at the main meeting location or is at an approved remote site from which he/she can effectively interact with the main site via teleconference or video conference technology.

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The names and organizations of persons attending via teleconference or video conference or by proxy will be recorded on the record. Unless instructed otherwise by a respective Director, organizational delegates will include any recognized senior organizational representative (e.g., Deputy Chief, Assistant Chief, District Chief, Battalion Chief or NFPA 1021 equivalent), or any other organizational representative authorized in writing by the respective Director. Delegation authorizations must be on file with the Secretary. No business may be transacted on behalf of the corporation in the absence of a quorum. The Directors present in person, by delegate or by proxy at such meeting may continue to do business until the adjournment even if this means withdrawal of enough directors to leave less than a quorum. If a quorum is not present, the Directors present in person or by proxy may adjourn to a date they agree upon.

7. PROXIES At all meetings of the Board of Directors, a Director may vote by proxy executed in writing by the Director or his/her duly authorized agent. Persons who are authorized to sign proxies and other official documents, including Purchase Orders, for the Director must have a written authorization signed by the Director on file with GMAG. Proxies are written documents instructing the Executive Board to cast and record the organization's vote on specific agenda issues, and/or authorizing the Executive Board or another Director to vote in behalf of the proxy organization. A proxy is not valid after the

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expiration of 11 months from its date unless otherwise stated in the proxy. Proxies must be provided to the Secretary, who will maintain a copy with the minutes of any meeting upon which relevant action was transacted.

8. VOTING Each Director is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally, or in writing in person, or by delegate or proxy. All elections for Directors shall be decided by a plurality vote of those Directors casting a vote from a quorum; all other matters shall be decided by a majority vote of those Directors casting a vote from a quorum.

9. ACTIONS WITHOUT MEETINGS.

Any action that may be taken at an annual, quarterly or special meeting may be taken without a meeting if the corporation delivers a written or electronic ballot to every member entitled to vote on the matter. A written or electronic ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than election of directors, and specify the time by which a ballot must be received by the corporation in order to be counted. Approval by written or electronic ballot without a meeting shall be valid only when at least one third of Directors entitled to vote return a completed ballot and a majority of at them concur.

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10. ORDER OF BUSINESS The order of business at all meetings of the Board of Directors shall generally be as follows. The President or Presiding Officer may adjust the order of business as may be beneficial for the efficient conduct of the meeting.

- a. Roll call
- b. Determination of Quorum
- c. Proof of notice of meeting or waiver of notice
- d. Ratification of New Members (if applicable)
- e. Approval of short, non-controversial business matters (if applicable)

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- f. Special Presentations or Guests
- g. Action to read and/or approve the minutes of the preceding meeting
- h. Reports of officers
- i. Reports of Areas, Sections and Committees
- j. Election of officers (if applicable)
- k. Old business
- l. New business
- m. For the Good of the Order
- n. Adjournment

11. PARLIAMENTARY PROCEDURE. ROBERT'S RULES OF ORDER shall guide the conduct of all business. The President or Presiding Officer may allow deviations when he/she deems that appropriate for the proper function of the organization.

ARTICLE IV EXECUTIVE BOARD

1. GENERAL POWERS

The corporation shall be managed by the Executive Board. The Executive Board shall consist of the President, Vice President, Secretary, Treasurer, the Member at Large,

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each being a principal officer, and the Area Coordinator of each activated area once that Area Coordinator has been selected by the respective area and ratified by the Board of Directors. Ratification will normally be done at the next Annual or quarterly meeting of the Board of Directors following the selection of the Area Coordinator by the respective Area. The Director of the Georgia Office of Homeland Security/Georgia Emergency Management Agency (GOHS/GEMA) or his/her designated Representative may serve as a non-voting Ex-Officio Member. The Executive Board shall carry out such responsibilities as directed by the Board of Directors, and may specifically prepare an annual budget for the operation of the GMAG with an equitable formula for appropriating the funds

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necessary to support the Georgia Mutual Aid Box Alarm System (GAMABAS) and other functions and activities of the GMAG. Such budget shall be submitted to the Board of Directors by the first week in June each year. The Executive Board shall, when necessary, select and recommend to the Board of Directors, candidates for the position of President and other principal officers for the Executive Board.

2. NUMBER AND TENURE OF DIRECTORS ON THE EXECUTIVE BOARD

The number of Directors shall be at least three (3). Members of the Executive Board shall normally serve for three years or until their successors are elected and qualified.

To establish and maintain continuity, terms of office shall be staggered so that the President and the Secretary are elected during one year (2004, 2007, etc); the Vice-President and Treasurer are elected during one year (2005, 2008, etc); and the Director at Large is elected during one year (2006, 2009, etc). Terms of office for Area Coordinators may be annual, or as designated by the respective Area, not to exceed the limits of the terms for the primary members of the Executive Board (President, Vice-President, Secretary, Treasurer and Member at Large). Terms of office for Directors on the Executive Board shall not exceed six consecutive years, or until the Director's successor is elected and qualified. If any Director is unable to complete his or her term of office, the President may designate another Director to perform those duties until a special election can be conducted to fill the vacant office for the completion of the term.

3. REGULAR AND SPECIAL MEETINGS

a. Regular meetings may be held with notice as determined by the Executive Board and must be held at least annually. Regular meetings may be conducted on site

at a designated meeting place, or via electronic communication, video conferencing, or teleconferencing, or by proxy.

b. Special meetings may be called by the President or at least two (2) members of the Executive Board. Board Members are to be provided at much advance notice as practicable to enable scheduling and preparation. For emergent issues, they should be provided at least 24 hours advance notice. For all other issues they will be provided at

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least 72 hours advance notice. Notice may be provided by E-mail, facsimile, telegram, wire or other similar communications device. A brief indication of the nature of the business to be transacted shall be made part of the announcement. If the notice is sent via the above stated telecommunications systems, it shall be considered to be delivered when delivered to the communications company. The persons authorized to call special meetings of the Executive Board may fix the place for holding any special meeting of the Executive Board called by them. Depending upon the complexity and nature of the meetings, they may be held at a designated site, or be conducted via electronic communications, tele-conferencing or video-conferencing.

4. QUORUM A quorum shall consist of a majority of the Executive Board, including the principal officers and each Area Coordinator who has been selected and ratified by the Board of Directors. If less than such majority is present at an on-site meeting, either in person or via teleconference, video-conference or by proxy, a majority of the Directors present may adjourn the meeting without further notice.

5. ACTION APPROVALS.

In addition to on-site meetings, the Executive Board may conduct business using electronic communications, tele-conferencing or video conferencing. Approval of items

of business by the Executive Board shall require approval by a majority of the Executive Board. Such items of business shall be communicated to all members of the Executive Board. The Secretary will document the item of business submitted for approval, and the response of each member, and will notify each member of the results of the action. If any Member of the Executive Board judges a specific issue to too complex or controversial to be decided in any manner other than an on-site meeting, he or she may request the President to convene an on-site meeting. The President may approve the request or submit the request for a vote by the Executive Board.

5. OFFICERS

The officers of the corporation shall be a President, Vice-President, Secretary, Treasurer, the Member at Large, and Area Coordinators who have been designated by their Respective Area and ratified by the Board of Directors.

6. REMOVAL

a. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation will be served.

b. An officer or agent elected by the Board of Directors may be removed only by a vote of the Board of Directors, but the authority of such officer or agent to act for the corporation may be suspended by the Executive Board for cause. An officer or agent designated or appointed by the Executive Board may be removed by either the Executive Board or the Board of Directors.

7. PRESIDENT.

The President shall be the Chief Executive Officer of the GMAG and shall preside at all meetings of the general membership, Board of Directors, and the Executive Board. The President shall appoint all standing and special committees and shall have general supervision of the GMAG. The President shall have authority to institute or defend legal proceedings when the Directors are deadlocked.

8. VICE PRESIDENT

In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President shall have all the power and functions of the President. The Vice President shall coordinate media coverage of GMAG events and accomplishments to promote improved knowledge of GMAG to the public and the Membership and to foster recruitment of prospective Members. He/she shall assist the President in the application of Robert's Rules of Order and shall perform such other duties as the President or Board of Directors shall determine.

9. SECRETARY

The Secretary shall:

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- a. Attend all meetings of the Board of Directors and of the Executive Board, and may attend GOHS/GEMA Command Staff meetings.
- b. Record all votes and minutes of all proceedings and authenticate official records.
- c. Give notice of meetings and special meetings of the Board of Directors, and notice
of meetings of the Executive Board.

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- d. Keep in safe custody the seal of the corporation and affix it to any instrument
when authorized by law, duty, the Executive Board or the Board of Directors.
- e. Keep all documents and records of the corporation as required by law or otherwise in a proper and safe manner.
- f. Amend and keep current the content of the By-laws based on changes authorized
by the Board of Directors. The Secretary, in his/her discretion, may amend or
correct format and grammar of standing documents providing the meaning or
content is not altered.
- g. Maintain copies of current proxies and delegations authorized by respective Directors.
- h. Designate, at his/her discretion, uncompensated assistant(s) to help in the accomplishment of duties.
- i. Perform such other duties as may be assigned by the President.

10. TREASURER

The Treasurer shall:

- a. Have the custody of the corporate funds.
- b. Keep full and accurate account of the receipts and disbursements in the
corporate books.

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- c. Deposit all money and other valuables in the name of and to the credit of the corporation in such depositories as may be designated by the Board of Directors or the Executive Board.
- d. Disburse the funds of the corporation as may be ordered or authorized by the Executive Board or Board of Directors and keep vouchers for such disbursements.
- e. Give to the President, Executive Board and Board of Directors at the regular and special meetings or whenever they require it, an account of all his/her transactions as Treasurer and of the financial condition of the corporation.
- f. Coordinate periodic audits of the financial records as may be required by law or regulation, or requested by the Executive Board or Board of Directors.

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- g. Perform other duties assigned by the President.
- h. With approval of the Executive Board, the Treasurer may designate one or more assistants to assist in the management of the organization's funds and fiscal transactions. Such assistants shall be qualified by virtue of training, education and/or aptitude for such duties.

11. MEMBER AT LARGE.

The Member at Large shall assist the President in coordinating and maintaining the corporate strategic and annual plans, and in coordinating area activities to insure that they are consistent with the State strategic plan, the GAFC 5-Year Plan, the GMAG Strategic and annual plans and each other. He/she shall perform other duties as designated by the President or the Board of Directors.

12. AREA COORDINATORS.

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Area Coordinators will be the primary coordinator between their respective areas and the Executive Board to insure that actions between the State Strategic Plan and GMAG area plans are consistent. They will keep the Board informed of their Area's functions, actions and needs. They will promote recruitment, retention and cooperation of Departments in their Area. They will perform other duties as designated by the President. Upon ratification by the Board of Directors, the Area Coordinator will establish and maintain a Unified Command relationship with the GOHS/GEMA Area Coordinator.

ARTICLE V AGENTS AND EMPLOYEES

Within the limits of funds available, the Executive Board may employ and fix the compensation of such agents and other personnel as the Board deems necessary to carry out the coordinating functions and other responsibilities of the corporation. Such personnel shall include an Executive Director and a Purchasing Agent who shall serve at the pleasure of the Executive Board and who shall have and exercise such powers as the Executive Board may delegate.

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ARTICLE VI PROCUREMENT ACTIONS

The Procurement Agent shall be qualified by reason of education, training, experience and/or aptitude. Purchasing actions shall comply with laws of the State of Georgia and the GMAG Procurement Policy.

ARTICLE VII LIABILITY OF THE PACT

1. FAILURE TO RESPOND

There shall be no liability imposed by law on the Georgia Mutual Aid Group or any member jurisdiction or its personnel for failure to respond for the

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purpose of extinguishing or controlling any fire or other immediate response emergency.

2. FIREFIGHTERS AND OTHER PERSONS

Any firefighter or other person who is an employee or member of a jurisdiction of a pact while engaged in a duty or activity in connection with this chapter or pursuant to orders or instructions of his superiors, shall be entitled to all rights, privileges, exemptions, and immunities to which he would be entitled if the duty or activity were performed within that firefighter's or other person's home jurisdiction.

3. LOSS OF PERSONNEL OR EQUIPMENT

The loss of personnel or equipment while in operation under a mutual aid agreement shall be borne as if the loss occurred in the person's or equipment home jurisdiction. This provision is waived when operating under a declaration by the State or federal government.

4. COMPENSATION FOR AID

Equipment, personnel, and/or services provided pursuant to this agreement for periods or durations not exceeding 24 hours shall be at no charge to the party requesting aid with the exception of expendable items such as foam which shall be replaced by the party requesting aid; however, any expenses recoverable from third parties shall be equitably distributed among responding parties. Nothing herein shall operate to bar any recovery of funds from any state or federal agency under any existing statutes.

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5. HOME RULE

It is understood and agreed that the existing mutual aid fire units shall work under the direction of the Fire Chief or other authorized persons directing the operations for the jurisdiction that requested the mutual aid.

ARTICLE VIII APPROPRIATION OF FUNDS

1. APPROPRIATIONS

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Jurisdictions belonging to the Georgia Mutual Aid Group may raise and appropriate money for the purpose of implementing and operating the pact. The pact may receive, hold, and use gifts, bequests and devices, either outright or in trust, consistent with its stated purposes. The Georgia Mutual Aid Group may enter into agreements with appropriate state and federal agencies to participate in programs which make assistance available to local fire departments.

2. ASSESSMENTS

The Board of Directors may assess each member, based on the calendar year, an annual amount based upon an equitable distribution formula, as its proportionate share of funds necessary for administering the GMAG. Assessments are not refundable. Providing that adequate funding is received for these purposes through GOHS/GEMA or other sources, a refundable \$25.00 per year administrative fee may be collected from all members of the corporation to help pay administrative costs and maintain a contingency balance. If further Assessment is required, advance notice will be provided to Members as soon as possible and no assessment will exceed \$500.00 per year.

ARTICLE IX FORMATION OF THE GMAG; JOINING THE GMAG; RE-ADMISSION TO THE GMAG

1. MEMBERSHIP.

The membership of the corporation shall consist of the jurisdiction signatory to the petition for the formation of this corporation, as represented by their fire departments or in the absence of a fire department, the local emergency management agency. Other agencies/jurisdictions may be admitted to membership as provided by law, and

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in the by-laws. Any organization, public or private, that provides operating resources for the GAMABAS may be approved as a Member. Each member shall be entitled to one vote in the governance of the affairs of this corporation. Any city or town requesting membership in the corporation shall meet the requirements as outlined in Article IX, Sections 2 through 4 below.

2. LOCAL AUTHORIZATION

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Any jurisdiction or organization seeking membership shall present written proof of authorization to join by the legal governing authority of said jurisdiction or organization.

3. PRE-REQUISITES

All members shall, within a time set by the Board of Directors, agree to participate in, meet the requirements of, and support by fiscal assessment for such mutually beneficial services as voted by the GMAG.

4. PARTICIPATION

Agree to participate in scheduled mutual aid exercises, adopt operating guidelines in compliance with National Incident Management System (NIMS), and achieve, in a mutually agreed upon time, compliance with existing Georgia Fire Academy and Georgia Firefighter's Standards and Training Council Guidelines as to training and certification.

5. MEMBERSHIP APPROVAL

Upon satisfactorily complying with Sections 2 through 4, the jurisdiction or organization petitioning for membership shall be admitted upon majority vote of the Board of Directors casting a vote at a quorum.

6. RE-ADMISSION

Any department or organization seeking re-admission to the GMAG shall be treated as a new applicant and must meet all the requirements of a jurisdiction or organization petitioning for new membership.

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7. ASSOCIATE MEMBER:

An associate membership is a personal or an organizational membership granted by the Executive Board to said person or organization that is interested in the activities of the Georgia Mutual Aid Group (GMAG). Such membership will have no voting or motion making rights. Associate members may attend and participate in all regularly scheduled GMAG meetings and

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other meetings approved by the Executive Board. Issues requiring a timely vote may preclude associate members from providing input. Associate level dues for an organization or their designee, are \$500.00 per year and an individual associate membership will be \$500.00 per year.

8. SPONSORS:

A Sponsor is any corporation, organization or group who aligns themselves and their interests with the Georgia Mutual Aid Group (GMAG), and who provides financial support for GMAG as approved by the Executive Board. This financial support may be in goods or services, providing the Executive Board of GMAG approves a value for these goods and services. Sponsorship shall have the following designations and associated privileges:

1 st Alarm	2 nd Alarm	3 rd Alarm	4 th Alarm	5 th Alarm
\$1,000.00	\$2,000.00	\$3,000.00	\$4,000.00	\$5,000.00

Sponsors through 4th Alarm may only use we are "Sponsor of the Georgia Mutual Aid Groups". Sponsors of 5th alarms or greater are entitled to use the Georgia Mutual Aid Group Logo.

All sponsors through 4th are allowed one representative at business meetings. All 5th alarm sponsors may have two representatives at all business meetings. Attendance by additional Sponsor representatives is dependant upon the capacity of the meeting site and approval of the Executive Board.

9. HONORARY MEMBERSHIP: The Executive Board may recommend Honorary Membership to GMAG based on past support, services, or contributions to the organization. Recommendations must be voted and passed by a majority vote of the membership. Honorary members will have the same privileges as associate members.

10. VOTING

No members other than regular members shall have voting privileges.

11. CONCURRENT MEMBERSHIPS

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Nothing shall prevent persons, groups or organizations from being both Associate members and sponsors concurrently. However, the dues and sponsorship requirements shall remain separate and privileges shall be restricted to sponsors with regard to number(s) of representatives allowed to meetings.

ARTICLE X WITHDRAWAL FROM THE GMAG; EXPULSION FROM GMAG

1. WITHDRAWAL

Any jurisdiction or organization may withdraw from membership by giving notice in writing (from the governing authority of the jurisdiction or organization) to the Board of Directors: provided, however, that the withdrawal of any member jurisdiction shall not be effective until (1) year after said notice shall have been received by the Secretary.

2. EXPULSION

Any member department or organization of the GMAG may be expelled from the GMAG for the following: violation of the by-laws; failure to meet fiscal obligations; or such actions as may be identified by the Board of Directors. Removal shall take place by a majority vote of the Board of Directors after a full and impartial hearing before the Board of Directors.

ARTICLE XI DISTRICT BOUNDARIES

1. MEMBER BOUNDARIES

The Georgia Mutual Aid Group District shall be established along the boundaries of the counties in which member jurisdictions are located within existing GOHS/GEMA Areas. Non-member jurisdictions located within the boundaries of the Georgia Mutual Aid Group must become a part of the pact should they desire to participate in GMAG activities and functions. The Executive Board may grant exceptions on a case by case basis when requested by a Partner organization with which GMAG has a current Memorandum of Understanding.

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2. RENDERING ASSISTANCE

Such association shall not prohibit any member of the GMAG from rendering assistance to nonmember agencies or departments, public or private.

ARTICLE XII RESPONSE BOUNDARIES

The designated response area for GMAG as an organization is primarily within the State of Georgia. Within the organization's capabilities, the Executive Board may authorize case by case response to assist neighboring States, especially with those with whom GMAG has established a current MOU and have been coordinated through the current GOHS/GEMA EMAC agreements as part of the National Response Plan.

ARTICLE XIII MEMORANDUMS OF UNDERSTANDING

The Executive Board is authorized to enter into Memorandums of Understanding (MOU) with other Agencies, Organizations and Institutions when the MOU does not require a commitment of member resources or when commitments will enhance the capability of GMAG to fulfill its mission and objectives within the State of Georgia. Any MOU that will require non-reimbursable commitment of resources outside the State of Georgia requires the approval of the Board of Directors.

ARTICLE XIV AMENDMENT

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of the majority of the Board of Directors at any annual, quarterly or special Board of Directors meeting for which the proposed change or amendment has been stated in the notice of such meeting, or without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter in accordance with OCGA Section 14-3-708.

ARTICLE XV EFFECTIVE DATE

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This comprehensive revision of the By-Laws was approved by the Board of Directors on January 9th, 2003 and April 14th, 2005. They supersede all prior By-laws and changes thereto. They are effective immediately except that the election procedures and term limits for the principal officers of the Executive Board remain effective through January 1, 2004.