

**FIRST AMENDED BYLAWS**  
**OF**  
**HANDS UNITED FOUNDATION, INC.**

ARTICLE I: NATURE, PURPOSE, AND MISSION OF FOUNDATION

1.1 Nonprofit Organization. As a nonprofit Foundation organized pursuant to the provisions of the Georgia Nonprofit Foundation Code, HANDS UNITED FOUNDATION, INC. (hereinafter "Foundation") shall have no capital stock and no shareholders. No part of the net earnings, income, or profit of the Foundation shall inure to the benefit of or be distributable to its members, directors, officers, or other private individuals except that the Foundation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its corporate purposes.

1.2 Purposes. The Foundation is organized and shall be operated for charitable purposes to provide assistance to members of the pest control industry in Georgia, and their families, in cases of unexpected catastrophic events that cause financial burdens including, but not limited to, loss of life, natural disaster, or debilitating injury, and for such related exempt purposes as may be permitted to Foundations which are organized and operated under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"), and the Georgia Nonprofit Foundation Code.

1.3 Mission. The Foundation is committed to assisting in meeting the needs of those from the Georgia Pest Control Industry impacted by some of life's most devastating catastrophic events.

ARTICLE II: MEMBERS

2.1 Classes of Members. The Foundation shall have a single class of members. Any person, association, or entity, regardless of organizational structure, engaged in the pest control business in the State of Georgia shall be eligible for membership. Only active members are entitled to voting rights.

2.2 Election of Members. Members shall be elected by the Board of Directors upon submission of an application for membership in such form as may be prescribed by the Board of Directors.

2.3 Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

2.4 Termination of Members. The Board of Directors, by affirmative vote of a majority of all the members of the Board, may remove a member from membership for

conduct detrimental to the interests of the Foundation.

2.5 Resignation of Membership. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning from the obligation of such member to pay any dues or other charges theretofore accrued and unpaid, if any.

2.6 Transfer of Membership. Membership in the Foundation is not transferable or assignable. However, an association, business, or other entity may be represented by an officer or employee of that entity, which representative may change depending on that entity's needs. Such association, business or other entity which is a member of the Foundation shall be represented by only one such officer or employee at any Foundation meetings or other functions.

2.7 Annual Meeting. An annual meeting of the members for the purpose of electing the Board of Directors and transacting such other business as may be brought before the meeting shall be held in October of each year on such date and at such place and time as the Board of Directors may determine. The Foundation shall notify the members of the place, date, and time for such annual meeting by first-class mail, electronic mail or fax no fewer than seven (7) days and no more than sixty (60) days before the meeting date. A notice of such meeting shall include a description of any matter or matters that must be approved by the members. Any annual meeting may be held at any place within or without the State of Georgia.

2.8 Special Meetings. Special meetings of the members may be called only by the Board Chairman or by a majority of the members of the Board of Directors, with no less than seven (7) days' notice to each member of the Board. Notice of the place, date, and time of such special meeting shall be by first-class mail, electronic mail or fax. Any special meeting may be held at any place within or without the State of Georgia.

2.9 Quorum. The members holding five percent (5%) of the votes entitled to be cast on a matter shall constitute a quorum on that matter. When a quorum is present, the vote of a majority of members present shall be the act of the members, unless a greater vote is required by law, the Articles of Incorporation, or these Bylaws.

### ARTICLE III: BOARD OF DIRECTORS

3.1 Board Members. The members of the Board of Directors shall be elected by the members of the Foundation. The Board of Directors shall be composed of no fewer than three (3) members and no more than fifteen (15) members. The Board of Directors may by resolution fix the precise number of members between the stated limits, but any reduction in the number of members of the Board shall take effect only at the expiration of the term of office of the members whose offices are to be eliminated or upon their earlier resignation.

Until the Board of Directors fixes a different number, there shall be three (3) members of the Board of Directors. The current Chairman of the Board of the Georgia Pest Control Association shall serve as a non-voting Chairman of the Board of Directors who shall not count as a member of the Board of Directors for board composition purposes, but shall be entitled to attend all board meetings with notice as otherwise required for board members.

3.2 Term of Office of Directors/ Corporate Officers/ Succession. The term of office of each member shall be three (3) years and terms shall be staggered so that terms for no more than one-third (1/3) of the Directors shall expire in the same year. Whenever the Board of Directors shall by resolution increase or decrease the number of members of the Board of Directors, such increase or decrease shall be arranged so that, as nearly as possible, the terms of office of one-third (1/3) of the members of the Directors/Corporate Officers shall continue to expire each year thereafter. The term of office of each member shall commence upon the adjournment of the annual meeting at which such member is elected. Directors/Corporate Officers may serve multiple terms if duly elected by the Board.

3.3 Qualifications of Board Members. Members of the Board of Directors shall be persons eighteen (18) years of age or older who by virtue of their experience are able to assist in establishing policy for and achieving the objectives of the Foundation. Board members may reside within or without the State of Georgia at the time of their election. It is not necessary that they be members of the Foundation.

3.4 Authority. The business and affairs of the Foundation shall be managed under the direction of the Board of Directors, which may exercise all powers of the Foundation, subject to any restrictions imposed by law, the Articles of Incorporation, or these Bylaws.

3.5 Meetings of Board of Directors. The annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may be brought before the meeting shall be held each year in October immediately following the meeting of the members of the Foundation. The Board of Directors may by resolution provide for the time and the place of other regular meetings. Notice of the place, date, and time of such regular meeting shall be by first-class mail, electronic mail or fax. Special meetings or emergency meetings of the Board of Directors may be called by the President or by any two (2) members of the Board of Directors. Notice of the place, date, and time of such special or emergency meeting shall be by first-class mail, electronic mail or fax. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be stated in the notice although an agenda must be prepared and available prior to the scheduled starting time for the meeting. Any meeting may be held at any place within or without the State of Georgia.

3.6 Quorum. A majority of the directors in office at any time shall constitute a quorum for the transaction of business at any meeting. When a quorum is present, the vote of a majority of directors present shall be the act of the Board of Directors, unless a greater vote is required by law, the Articles of Incorporation, or these Bylaws.

## ARTICLE IV: OFFICERS

4.1 In General. The officers of the Foundation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers or assistant officers as may be elected by the Board of Directors. Each officer shall hold office until the end of the annual meeting of the Board of Directors next following the date of his or her election and until his or her successor has been elected and has qualified, or until his or her earlier resignation, removal from office, or death. Any two or more offices may be held by the same person, except that the same person shall not be both President and Secretary.

4.2 President. The President shall be the Chief Executive Officer of the Foundation and shall give general supervision and direction to the affairs of the Foundation, subject to the direction of the Board of Directors.

4.3 Vice President. The Vice President shall act in the case of the absence or disability of the President and shall have other duties as may be assigned by the President or the Board of Directors.

4.4 Secretary. The Secretary shall give notice of all meetings of the Board of Directors for which notice is required, shall keep the minutes of the proceedings of the Board of Directors, and shall maintain the general records of the Foundation. If the Foundation employs a director or other such employee, such person shall be Secretary.

4.5 Treasurer. The Treasurer shall be responsible for the maintenance of proper financial books and records of the Foundation, and shall have custody of its funds and other assets.

4.6 Other Authority and Duties. Each officer, employee, and agent of the Foundation shall have such other duties and authority as may be conferred upon him or her by the Board of Directors or delegated to him or her by the President.

4.7 Removal. Any officer may be removed at any time by the Board of Directors, and such vacancy may be filled by the Board of Directors.

4.8 Compensation. No salaries shall be paid to members of the Board of Directors or officers for their services in such capacity, but the Board of Directors may authorize reimbursement of expenses incurred by them on behalf of the Foundation. The Board of Directors may authorize reasonable compensation for the services of any officers who serve as employees or agents of the Foundation.

## ARTICLE V: DEPOSITORIES, SIGNATURES, AND SEAL

5.1 Depositories. All funds of the Foundation shall be deposited in the name of the Foundation in such bank, banks, or other financial institutions as the Board of Directors may from time to time designate and shall be drawn out on checks, drafts, or other orders signed on behalf of the Foundation by such persons as the Board of Directors may from time to time designate. At all times, there will be a two-signature requirement for all such checks, drafts, or other orders. Any such order in excess of \$500.00 must be approved by a majority of currently-serving Board Members prior to signature, although it is not required that such approval be obtained by vote of the Board.

5.2 Execution of Legal Instruments. All contracts, deeds, and other instruments shall be signed on behalf of the Foundation by the President or by such other officer, officers, agent, or agents as the Board of Directors may from time to time provide. At all times, there will be a two-signature requirement for all such contracts, deeds, or other instruments. Any such instrument which obligates the Foundation for an amount greater than \$500.00 must be approved by a majority of currently-serving Board Members prior to execution, although it is not required that such approval be obtained by vote of the Board.

5.3 Seal. The seal of the Foundation shall be as follows:

## ARTICLE VI: INDEMNITY

6.1 Actions Against Directors and Officers. The Foundation shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Foundation Code and, if applicable, Section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a director or officer of the Foundation against liability incurred in the proceeding, if such individual conducted himself or herself in good faith, and (1) in the case of conduct in his or her official capacity, reasonably believed his or her conduct was in the best interests of the Foundation, (2) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best interests of the Foundation, and (3) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

5.2 Advance for Expenses of Directors and Officers. The Foundation shall pay for

or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding because such individual is a director or officer in advance of final disposition of the proceeding, if:

(1) The director or officer furnishes the Foundation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Article 5.1 above or that the proceeding involves conduct for which liability has been eliminated by the Foundation's Articles of Incorporation; and

(2) The director or officer furnishes the Foundation a written undertaking to repay any advances if it is ultimately determined that the director or officer is not entitled to indemnification.

The written undertaking required by paragraph (2) above must be an unlimited general obligation of the director or officer but need not be secured and may be accepted without reference to financial ability to make repayment.

## ARTICLE VII

### AMENDMENT OF ARTICLES OF FOUNDATION OR BYLAWS

The Board of Directors shall have the power to alter and amend the Articles of Incorporation or Bylaws and to repeal the Bylaws or to adopt new Bylaws. Action by the directors with respect to the Articles of Incorporation or Bylaws shall be taken by an affirmative vote of two-thirds (2/3) of all of the directors then in office.

Approved and adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2018 by the Board of Directors.

Attested to by: \_\_\_\_\_  
President, Hands United Foundation, Inc.

\_\_\_\_\_  
Secretary, Hands United Foundation, Inc.