

## BYLAWS OF GEORGIA CONFERENCE BOARD

### ARTICLE I NAME

**Section 1 -- Name:** The organization shall be known as the **Georgia Conference (A Georgia Nonprofit Corporation)**, doing business as the Georgia Safety, Health, and Environmental Conference.

### ARTICLE II PURPOSES

**Section 1 -- Nature of Corporation:** The **Georgia Conference** is a nonprofit corporation formed under the O.C.G.A. §§ 14-3-301 through 14-3-180 (2012), which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued there under.

**Section 2 -- Primary Purposes:** The **Georgia Conference** is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Further, said organization is organized for the purpose to organize, direct and promote the Annual Conference for professional development education in the areas of Occupational Safety, Workplace Health, Human Resources, Environmental, and related areas, as set forth in its Articles of Incorporation which are filed with the State of Georgia within the geographic boundaries of the State of Georgia.

**Section 3 – Dissolution:** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of §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 shall be disposed of by a court of competent jurisdiction in 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. Specific dissolution terms are provided in Addendum #1.

### ARTICLE III MEMBERSHIP

**Section 1 – Membership:** Membership on the **Georgia Conference Board** is open to

those individuals employed within the geographical area and request membership in it. Membership requests must be reviewed by the executive board or designated subcommittee and shall be approved by a majority of the conference board. Membership is personal and not transferable. All members are eligible to vote on all matters submitted to the membership. A quorum is required for all votes.

#### **ARTICLE IV MEMBERSHIP MEETINGS**

**Section 1 – Membership Meetings:** Meetings shall be held at the time and place designated by the Executive Board of Directors. The officers shall meet as necessary to conduct business of the board and the Conference Board should meet at least quarterly, or more frequent, as deemed necessary.

**Section 2 -- Notification of Meetings:** Membership will be advised of the location and time prior to the scheduled meeting via e-mail no less than 10 days before the date of the meeting.

#### **ARTICLE V BOARD OF DIRECTORS**

**Section 1 -- General Powers:** The Board of Directors (to be known as the Executive Board) shall have the general power to manage and control the affairs and property of the **Georgia Conference Board**, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Executive Board.

**Section 2 -- Number, Election, and Term of Office:** The Board of Directors shall consist of (4) officers as specified in Section 3. Excluding the Officers, general membership on the conference board will be limited, as deemed appropriate by the executive board. All Board Members must be residents of the State of Georgia or be principally employed in Georgia. Election to the Conference Board or Board of Directors shall be by majority vote of the members, which shall occur at any scheduled meeting or via an electronic tool. The term of office will be 2 years for officers and other designated members.

All existing and interested members of the previous conference board shall be reappointed to the new conference board, subject to reaffirmation.

The local chapters of the American Society of Safety Engineers (ASSE GA Chapter), the Georgia Local Section of the American Industrial Hygiene Association (GLS-AIHA), and the Georgia State Employer Committee will have at least one permanent seat on the conference board. These organizations shall recommend appointees to the Board of Directors and the Conference Board must approve by a majority vote.

**Section 3 – Officers:** The conference board shall designate through an election

process a President, Vice-President, Treasurer, Secretary, and such other officers as it may consider appropriate with such duties as it may prescribe.

**Section 4 – Vacancies:** Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

**Section 5 -- Annual and Regular Meetings:** The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings. The meetings shall be conducted following Robert's Rules of Order.

**Section 6 -- Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or outside the State of Georgia, as the date, hour, and place for holding any special meeting of the Board called by them.

**Section 7 -- Notice:** Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by e-mail, or other means of electronic transmission to each Director at his address as shown in the records of the **Georgia Conference**.

**Section 8 -- Quorum:** A majority of the total number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 9 -- Manner of Acting:** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 10 -- Compensation:** The Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the **Georgia Conference** in any other capacity and receiving compensation therefore.

**Section 11 -- Resignation; Removal:**

(a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the **Georgia Conference** or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors.

(b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause,

by the vote of a majority of the Directors then in office.

## **ARTICLE VI REGULAR COMMITTEES**

**Section 1 – Purposes:** The Executive Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

**Section 2 -- Number, Election, and Term of Office:** The number of members of each regular committee shall be determined by the Executive Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Executive Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

**Section 3 – Officers:** The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

**Section 4 – Vacancies:** Vacancies in the membership of any committee shall be filled by the Board of Directors.

**Section 5 -- Quorum:** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

**Section 6 -- Rules:** Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

**Section 7 – Powers:** Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

## **ARTICLE VIII OFFICERS AND TERMS**

**Section 1 -- Officers:** The Officers of the **Georgia Conference** shall be a President, Vice President, Secretary, Treasurer, Conference Operations Officer and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person.

**Section 2 -- Election and Term of Office:** The Officers of the **Georgia Conference** shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every annual meeting of the Board thereafter, except that

new offices may be created and filled at any meeting of the Board of Directors. Annual meeting may take place either during the Annual Conference (typically held in the September/October time frame) or shortly thereafter. Each Officer shall hold office for a term of two (2) years and thereafter until his successor shall have been duly elected and qualified. No officer shall serve more than 2 consecutive terms.

**Section 3 – Removal:** Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of the **Georgia Conference** would be served thereby.

**Section 4 – Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5 -- President:** The President shall be the chief executive officer of the **Georgia Conference** and, in general, shall supervise and control all of the business and affairs of the **Georgia Conference**. The President resides over all meetings of the Board of Directors and the Annual Conference. The President may sign, with the Secretary or any other proper Officer of the **Georgia Conference** authorized by the Board of Directors, any contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6 -- Vice President:** In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

**Section 7 – Secretary:** The Secretary shall keep the minutes of the meetings of the Board of Directors; list of attendees, see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Secretary is responsible for sending out the minutes of the previous meeting to the Board of Directors before the next scheduled meeting.

**Section 8 – Treasurer & Conference Operating Officer:** The Treasurer shall be responsible for all funds and securities of the **Georgia Conference**; receive and give receipts for monies due and payable to the **Georgia Conference** and deposit all such monies in the name of the **Georgia Conference** in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Treasurer shall prepare a preliminary financial report and submit to the Board of Directors annually in the last meeting of the year.

The Conference Chair shall be responsible to plan, coordinate and execute the Annual Conference as directed by the President. The Conference Chair shall oversee and assign duties to Committees and individual Board of Directors as needed to assist in the coordination and execution of the Annual Conference.

## **ARTICLE IX CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1 – Contracts:** The Board of Directors may authorize any Officer or Officers, agent or agents of the **Georgia Conference**, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the **Georgia Conference**, and such authority may be general or confined to specific instances.

**Section 2 -- Checks, Drafts, and Similar Documents:** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the **Georgia Conference**, shall be signed by such Officer or Officers and/or agent or agents of the **Georgia Conference** and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Any distribution of \$5,000 or more shall have two approved signatures on checks and all such expenditures shall be approved by the executive board. All financial transactions are subject to audit.

**Section 3 -- Deposits:** All funds of the **Georgia Conference** shall be deposited from time to time to the credit of the **Georgia Conference** in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4 -- Gifts and Contributions:** The Board of Directors may accept on behalf of the **Georgia Conference** any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the **Georgia Conference**. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Georgia, and any other relevant jurisdiction.

**Section 5 – Fidelity Bonds/Insurance:** The Board of Directors shall insure that Director's and Officer's insurance/bonds are obtained to protect the officers and the conference.

## **ARTICLE X BOOKS AND RECORDS**

The **Georgia Conference** shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

**ARTICLE XI  
FISCAL YEAR**

The fiscal year of **Georgia Conference** shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE XII  
AMENDMENTS TO BYLAWS**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

Approved on November 4, 2013 by a unanimous majority of the Georgia Safety, Health, & Environmental Conference Board.

Georgia Conference, Inc.  
Articles of Incorporation for a Non-Profit 501(c)(3)

Addendum #1 (Effective on 12/15/2015) - Voluntary Dissolution

This plan of dissolution of assets of Georgia Conference, Inc. has been adopted by the Board of Georgia Conference, Inc. and provides for the following distributions of assets as follows:

1. All liabilities and obligations of Georgia Conference, Inc. shall be paid and discharged, or adequate provisions shall be made thereof;
2. Any assets held by Georgia Conference, Inc. upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
3. Assets received and held by Georgia Conference, Inc. subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving Georgia Conference, Inc.;
4. Other assets, if any, shall be distributed in accordance with the Articles of Incorporation and Bylaws to the extent that the Articles of Incorporation or Bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and;
5. Any remaining assets may be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations as may be provided in the plan of dissolution;
6. A corporation described in paragraph (2) of subsection (a) of Code section 14-3-1302 shall comply with the following additional requirements:
  - A. It shall give the Attorney General written notice of its intent to dissolve at or before the time it deliver Articles of Dissolution to the Georgia Secretary of State;
  - B. It shall not transfer or convey any assets as part of the dissolution process until 30 days after it has given the written notice to the Georgia Attorney General required by paragraph (1) of this sub-section; and;



- C. When all or substantially all of the assets of Georgia Conference, Inc. have been transferred or conveyed, it shall deliver to the Georgia Attorney General a list showing those (other than creditors) to whom the assets were transferred or conveyed. This list shall indicate the address of each person (other than creditors) who received assets and indicate what assets each received.
- D. Georgia Conference, Inc. has decided not to merge with any other tax-exempt corporation, and should a plan of dissolution become necessary, it will liquidate all retained assets per the requirements of Georgia Code - Title 14 - Chapter 3- Part 1;
- E. Georgia Conference, Inc. further stipulates the date of dissolution and the Plan of Dissolution have been approved by the members of the Board of Georgia Conference, Inc. and that once the Georgia Secretary of State has approved the authorization to dissolve, Georgia Conference, Inc. shall deliver to the Georgia Secretary of State a certificate verifying the request for publication of the notice of intent to dissolve and follow the procedure for publishing such notice similar to that provided for for-profit corporations. Once all known obligations of Georgia Conference, Inc. have been discharged. Georgia Conference, Inc. may dissolve by delivering the Articles of Dissolution to, the Georgia Secretary of State for filing, which sets forth the name of the non-profit corporation, the date when the notice of intent to dissolve was filed and that it has not been revoked; a statement regarding the satisfaction of all debts and obligations, a statement regarding the distribution of any remaining assets, and a statement regarding any pending actions against Georgia Conference, Inc.
- F. Georgia Conference, Inc. has designated Kids' Chance of Georgia, Inc., 2024 Powers Ferry Road S.E., Suite # 225, Atlanta, Georgia, 30339, Tax ID#: 58-1827365, <http://kidschancega.org>, Tel #770-933-7767 as partial receiver of any funds or assets remaining as of the approved dissolution of Georgia Conference, Inc. Kids' Chance of Georgia is a 501(c)(3) charity that provides educational assistance to the family of Georgia workers who are killed or disabled in work related accidents. As part of our annual conference, we run a silent auction benefiting this organization. Kids Chance of Georgia would be 20% receiver of any funds or assets remaining at the time of dissolution of Georgia Conference, Inc. Georgia Conference, Inc. further stipulates that the remaining 80% of any funds or assets remaining at the time of dissolution be tendered to Georgia Chapter, American Society of Safety Engineers (ASSE), 1300 Dungan Drive, Kennesaw, Georgia, 30152, Tax ID#: 23-7148116, <http://georgia.ase.org>, with the stipulation that these funds or assets be used by the Georgia Chapter ASSE to fund a conference within the State of Georgia to provide educational opportunities, in a major forum, to share

ideas, skills, personal knowledge, information and solutions that can best benefit Georgia employers and employees. Any funds or assets not used for these purposes, shall be distributed, in whole to Kids' Chance of Georgia.

- G. Georgia Conference, Inc. does retain Directors & Officers Insurance and Event Insurance that is annually renewed from our broker, in the event of any alleged damage or injury caused to an individual, or company, by Georgia Conference, Inc.

Approved on December 15, 2015 by a unanimous majority of the Georgia Safety, Health, & Environmental Conference Board.