

BYLAWS OF GEORGIA CONFERENCE BOARD

ARTICLE I NAME

Section 1 -- Name: The organization shall be known as The Georgia Conference, Inc. (“**Georgia Conference**”), which is incorporated as a **Georgia Nonprofit Corporation** doing business as the Georgia Safety 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 and operates for the purpose of organizing, directing and promoting 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.

ARTICLE III MEMBERSHIP

Section 1 – Membership: Membership on the **Georgia Conference Board** is open to those individuals employed within the geographical area who request membership in it. Membership requests must be reviewed by the Executive Board of Directors 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 Directors shall meet as necessary to conduct business of the Georgia Conference, and the Conference Board should meet at least quarterly, or more frequently, as deemed necessary. In some cases, meetings may be conducted by teleconference or remote conference video/audio.

Section 2 -- Notification of Meetings: Membership will be advised of the meeting location and time prior to the scheduled meeting via e-mail and not less than 10 days before the date of the meeting. Under urgent circumstances, the Executive Board of Directors may meet or call a meeting with less than 10 days prior notification.

ARTICLE V EXECUTIVE BOARD

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**, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Executive Board and the Conference Board.

Section 2 -- Number, Election, and Term of Office: The Executive Board shall consist of (5) Directors as specified in Section 3. Excluding the Directors, general membership on the Conference Board will be limited, as deemed appropriate by the Executive Board. All Executive Board Directors and Conference Board Members must be residents of the State of Georgia or be principally employed in Georgia. Election to the Conference Board or Executive Board shall be by majority vote of the Conference Board members, which shall occur at any scheduled meeting or via remote electronic means. The term of office will be 2 years for Executive Board Directors. Conference Board members have 1 year terms and renewable by annual vote.

Section 3 -- Officers: The Conference Board shall elect the Executive Board Directors, including a President, Vice-President, Treasurer, Secretary, and Conference Operations Officer (COO), and such other Directors as it may consider appropriate with such duties as it may prescribe. This election shall be held annually in the quarter following the Annual Conference.

Section 4 -- Vacancies: Any vacancy occurring on the Executive Board prior to the expiration of the Director's term shall be filled by such person as shall be elected by the remaining Executive Board 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 Executive Board shall hold an annual meeting at such time and place as it shall by resolution prescribe. The Executive Board may by resolution prescribe the time and place of its other meetings, including meetings by remote audio/visual conferencing as deemed necessary. The meetings shall be conducted following Robert's Rules of Order.

Section 6 -- Special Meetings: Special meetings of the Executive Board may be called by or at the request of the President or any other two Directors. The person or persons authorized to call special meetings of the Executive Board 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 Executive Board 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 Safety 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 Executive 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 service on the Executive Board or in their capacity as a Director 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. Subcontractors working on behalf of the Executive Board or the Conference Board, including as a subcommittee, must be approved by vote annually.

Section 11 -- Resignation; Removal:

(a) A Director may resign from the Executive Board 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 Executive Board.

(b) Except as otherwise provided by law, at any meeting of the Executive Board called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the board of Directors then in office.

**ARTICLE VI
REGULAR COMMITTEES**

Section 1 – Purposes: The Executive Board 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. Members of each regular committee shall be elected by the affirmative vote of a majority of the Executive Board and shall serve until resignation or removal by the affirmative vote of a majority of the Executive Board.

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 Executive Board.

Section 5 -- Quorum: Unless otherwise provided in a resolution of the Executive Board 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 an 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 Executive Board.

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

ARTICLE VII OFFICERS AND TERMS

Section 1 -- Officers: The Officers of the **Georgia Conference** shall be from the ranks of the Executive Board and shall include 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 Executive Board at the organizational meeting and at every annual meeting of the Executive Board thereafter, except that new offices may be created and filled at any meeting of the Executive Board. Annual meetings may take place either during the Annual Conference (typically held within the same 90-day 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. The term begins Dec. 31 after the annual board meeting.

Section 3 – Removal: Any Officer may be removed upon an affirmative vote of two-thirds of the entire Executive Board, 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 Executive Board for the unexpired portion of the term.

Section 5 -- President: The President shall also be the Chief Executive Officer (CEO) of the **Georgia Conference** and, in general, shall supervise and control all of the business and affairs of the **Georgia Conference**. The President presides over all meetings of the Executive Board and the Annual Conference. The President may sign, with the Secretary or any other proper Officer of the **Georgia Conference** authorized by the Executive Board, any contracts, or other instruments or documents which the Executive Board has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Executive Board 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 Executive Board elects a successor to the President and shall perform all such other duties as may be prescribed by the Executive Board from time to time.

Section 7 – Secretary: The Secretary shall keep the minutes of, and a list of attendees at, the meetings of the Executive Board; 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 or her by the President or by the Executive Board. The Secretary is responsible for sending out the minutes of the previous meeting to the Executive Board before the next scheduled meeting.

Section 8 – Treasurer 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 shall perform such other duties as from time to time may be assigned to him or her by the President or by the Executive Board. The Treasurer shall prepare a preliminary financial report and submit to the Executive Board annually in the last meeting of the year. In addition, the Treasurer will submit a budget for the next year by Dec. 15. To be voted on and approved before the end of the calendar year. If there is any overage of the budget of 5% or more, the executive board must vote on amending the budget. Any overage of 15% or more must be brought to the attention of the general board.

Section 9 –Conference Operations officer: The Chief Operations Officer (“COO”) shall be responsible to plan, coordinate and execute the Annual Conference as directed by the President. The COO shall oversee and assign duties to Committees and individual Executive Board Directors as needed to assist in the coordination and execution of the Annual Conference.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 – Contracts: The Executive Board 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 negotiate 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 as directed.

Section 2 -- Checks, Drafts, and Similar Documents: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness that are 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 Executive Board.

Any distribution of \$5,000 or more shall have documented approval by a majority of the Executive Board, 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 Executive Board may select.

Section 4 -- Gifts and Contributions: The Executive Board 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 Executive Board shall ensure that Director's and Officer's insurance/bonds are obtained to protect the assets of those Directors, Officers, and the Georgia Conference to the extent allowed under law. This shall include Directors & Officers Insurance and Event Insurance that is annually renewed to cover alleged damages or injury caused to an individual or entity by a Director, Officer, or the Georgia Conference.

ARTICLE IX 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 Executive Board, the Conference Board, and committees having any of the authority of either of those Boards.

ARTICLE X 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 XI AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by majority vote of the Executive Board 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.

Section 1. Spouses are encouraged to attend the conference and sponsored evening events. The board recognizes the support they provide during the year, and actual help during the conference. To maintain a head count for meals and seating, spouses should register for events they will be attending. A code can be obtained from the webmaster.

ARTICLE XII VOLUNTARY DISSOLUTION

The distributions of assets shall be as follows:

Section 1 - All liabilities and obligations of Georgia Conference, Inc. shall be paid and discharged;

Section 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;

Section 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.;

Section 4 - Other assets, if any, shall be distributed in accordance with the Articles of incorporation and Bylaws; and

Section 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 developed and approved by the Executive Board.

Section 6 - A corporation described in paragraph (2) of subsection (a) of section 14-3-1302 of the Official Code of Georgia 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 subsection (a) of section 14-3-1302 of the Official Code of Georgia; 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.

Section 7 - 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 Title 14, Chapter 3, Part 1 of the Official Code of Georgia.

Section 8 - The date of dissolution and the Plan of Dissolution shall be approved by the Executive Board of Georgia Conference, Inc.

Section 9 - 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.

Section 10 - 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.

Section 11 – Any remaining assets may be distributed to such non-profit entities as may be designated in a plan of dissolution (“Plan”) developed and approved by a majority of the Executive Board of Georgia Conference, Inc. at the time, provided such Plan complies with applicable tax law.

Georgia Conference, Inc.

Articles of Incorporation for a Non-Profit 501(c)(3)

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

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:
 - D. 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;

- E. 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;
- F. 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.
- G. 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;
- H. 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.
- I. 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 Professionals (ASSP), 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 ASSP 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.

- J. 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.

Georgia Conference, Inc.
2022 summary of changes of ByLaws

1. COO The position of Conference Operating Officer was added to the executive board. This makes the Executive board a 5 member group for voting.
2. Article XI section one deals with spouses attending a meeting or conference.
3. Minor word changes in distribution/dissolution, including ASSE to their new name ASSP. Removed duplicate statements from XI that already are in Add #1 H and I regarding distribution/dissolution. Also, made name of Conference more consistent within the Bylaws as it had several variations.
4. Article VII -Executive board terms are for two years and Conference board members are for 1 year.
5. Article VII section 2. Elected Exe. Officers term begins Dec. 31 after the annual meeting.
6. Article V section 2, removed the requirement for having a board member from ASSP, Ga. Employers Association, or any other agency.
7. Article VII section 8, Treasurer will submit a budget for the next year by Dec. 15. To be voted on and approved before the end of the calendar year. If there is any overage of the budget of 5% or more, the executive board must vote on amending the budget. Any overage of 15% or more must be brought to the attention of the general board.