

HANDS UNITED FOUNDATION BYLAWS

Giving Hope When Life Happens



MAY 17, 2022

HANDS UNITED FOUNDATION, INC.

511 TEXTBOOK COURT, LAWRENCEVILLE, GA 30044

**Bylaws Of
The Hands United Foundation**

**ARTICLE I
Name, Offices, and Registered Agent**

- 1.1 The Hands United Foundation herein after referred to as the "Foundation".
- 1.2 Physical location:
- 1.3 The Foundation may have such other offices in the State of Georgia as the Board of Directors, herein after referred to as "Board" may determine or as the affairs of the Corporation may require from time to time.
- 1.4 The Registered Office and Agent are: Hands United Foundation, Inc., Connie Rogers, Agent
511 Textbook Court, Lawrenceville, GA 30044.

ARTICLE II
Mission and Purpose

2.1 Mission

The Foundation is committed to assisting members of the pest control industry when their lives are impacted by life's most unexpected and catastrophic events.

2.2 Purpose

Said Foundation is organized exclusively for charitable and such purposes, the making of distributions to persons that qualify as determined by set criteria and determined validity of need by a dedicated selection committee. The business and purpose of the corporation shall be to provide assistance to the members of the pest control industry in Georgia and their families in cases of unexpected catastrophic events that cause financial burdens such as loss of life, natural disaster, or debilitating injury.

ARTICLE III
Board Membership

3.1 Board of Directors Membership

3.1.1 The Foundation will have voting members consisting of no less than five (5) and no more than eleven (11), but always an odd number of which a majority shall be from the pest control industry in Georgia.

3.1.2 The initial Board shall have seven (7) voting members.

ARTICLE IV

Board of Directors

4.1 Authority of the Board of Directors

The Foundation shall be managed by its Board of Directors. All Directors have voting rights. The responsibilities of the Board of Directors include:

- Creating a mission statement and ensuring implementation
- Approval of human resource policies
- Setting policy to oversee the overall programmatic, administrative, fiscal, and legal functions of the organization
- Establishing the qualifications, authority, and duties of the Executive Director
- Appointing, evaluating, and replacing the Executive Director

4.2 Number of Directors

The Board shall consist initially of seven (7) members to serve as long as they are deemed fit and wish to serve.

4.3 Qualifications and Board Composition

Members of the Board of Directors shall be persons eighteen 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 organization. Individuals serving as Directors are required to attend Board meetings, to serve on committees, to make appropriate recommendations or take such actions as required to provide individual financial support to the agency, and to fulfill any responsibility or tasks assigned in a timely manner. The Board shall seek a diverse membership including pest control industry members with an interest in the mission of the organization as well as business and human service professionals with specific skills useful in the organization's development and sustainability. The Board Positions shall be:

- Past President
- President- Chairperson of the Board
- Vice-President
- Secretary
- Treasurer

4.4 Term of Office

Members of the Board shall serve as long as they are deemed fit and able and choose to serve.

- In the event of the loss of the President the Vice-President would fill the position of the President.
- In the event of the loss of the Vice-President the Secretary would fill the position of the Vice-President.
- In the event of the loss of the Secretary, the Treasurer would fill the position of Secretary.
- In the event of the loss of the Treasurer, there would be an announcement posted and applications submitted to the Board for review and selected by a majority vote of the Members of the Board of Directors.

4.5 Nomination and Election of Board Candidates [See Appendix A]

4.6 Attendance

A member who is absent without permission from the Board meeting for three board meetings during a calendar year may be considered to have tendered his/her resignation.

4.7 Removal

A member may be removed by a two-thirds (2/3) vote of the Board when, in the Board's judgment, it would be in the best interest of the Foundation.

4.8 Resignation

A member may resign at any time by giving written notice of resignation to the Board.

- The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date.

4.9 Vacancies

All vacancies on the Board may be filled by an appointment of the Board at any regular meeting of the Board by a majority vote of those present.

4.10 Indemnification of Directors

The Foundation shall indemnify any director, officer, or former director or officer of the Foundation or any person who may have served at its request against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been an officer or director of the corporation, except in relation to matters as to which he or she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the Foundation.

ARTICLE V
Meetings of the Board

5.1 Place of Meetings

Meetings will be held at a place to be determined and may be held remotely by electronic means such as Zoom. From time to time the Board may determine that an alternate meeting place is preferable.

5.2 Annual Meeting

An annual meeting of the Board shall be held in October of each year, on such date and at such place and time as the Board may determine.

5.3 Regular Meetings

There shall be open quarterly meetings of the Board each year.

5.4 Special Meetings

Special meetings may be held upon call of the President or a majority of Directors, with no less than seven (7) days' notice to each member of the Board. Notice shall be provided in writing by mail, and may also be provided by electronic mail or fax.

5.5 Executive Session

The Board reserves the right to call itself into Executive Session (closed to public, staff, or any other specific persons) by a majority vote of the Board present or by order of the President.

5.6 Quorum and Voting

A majority of the Board of Directors members shall constitute a quorum for the transaction of business at any meeting of the Directors. Each Director shall be entitled to one vote.

5.7 Action by Board

A majority vote of the Directors present and voting at the meeting at which a quorum is established shall be the act of the Foundation. An exception is when a greater number of votes is required by law, by these Bylaws, or by contracts entered into by the Board.

5.8 Compensation

Directors shall not receive any stated salaries or compensation for their services. Service shall be voluntary and without compensation.

- The Foundation shall cover the costs for Board members to attend conferences for the purpose of training and/or the purpose for promoting the Foundation for the sole benefit of the Foundation.

5.9 Rules of Order

The President or officer presiding at any meeting of the Board will determine the rules of order to govern the meeting in concurrence with Robert's Rules of Order. The rules of order shall govern the organization in all cases in which they are applicable and do not conflict with the Bylaws or applicable law.

ARTICLE VI
Elected Officers

6.1 General

The elected officers of the Foundation shall be the President, Vice-President, Secretary and Treasurer.

- The officers shall constitute the Executive Committee of the Board.
- The Board may create such other offices as they may consider necessary.
- The Past President is not an elected office but is an honor bestowed upon the previous President.

6.2 Election and Term of Office

- Each officer of the board shall hold office and shall serve a one (1) year term.
- At the end of each one (1) year term the Foundation Board of Directors will select a Treasurer, as the President will fill the position of Past- President and the Vice-President will fill the position of the President, and the Secretary will fill the position of the Vice-President, and the Treasurer will fill the position of the Secretary unless it is demonstrated they are unable or unfit to do so.
- No two board members shall be employed by the same Employer nor shall they be in a partnership whether conjugal or corporately.

6.3 Removal

Any officer elected by the Board may be removed by a two-thirds vote of the Board when, in the Board's judgment, it would be in the best interest of the Foundation.

6.4 Vacancies

A vacancy in any office may be filled by the Board for the unexpired portion of the term.

6.5 President

The President shall be the principal Executive Officer of the Foundation and shall, in general, supervise and control all of the business of the Foundation. The President shall preside at all meetings of the Board and shall be the Chairperson of the Board. The President may sign, with the Agent (see article VIII) or any other Officer of the Foundation authorized by the Board, any legal instrument which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, or by state to the Agent of the Foundation.

6.6 Vice-President

In the absence of the President, or in the event of his/her inability as determined by a two-thirds (2/3) vote of the members present, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers and be subject to all the restrictions of the office of the Chairperson.

6.7 Secretary

The Secretary shall transcribe the minutes of each meeting and present for approval at the next meeting of the Board. After approval by the Board, the Secretary shall place the minutes in the Corporate Book of the Foundation. The Secretary shall maintain the accuracy of the corporate books of the Foundation. The Secretary shall give proper notice of any meeting of the Foundation to the members of the Board. The Secretary shall have custody of true and accurate records of all acts and proceedings of the Foundation.

6.8 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds of the Foundation; receive and give receipts for monies due and payable to the Foundation from any source; and deposit all such monies in the name of the Foundation in such banks as shall be selected in accordance with the provision of the Bylaws or Board policy.

6.9 Past President

The Past President of the Board shall serve in an advisory capacity to the board but shall still be a voting member.

ARTICLE VII
Committees

The Directors may, by resolution duly adopted under a quorum, establish such committees as they may deem necessary to assist them in their work. The resolution establishing such committees shall state the purpose, timeline, and authority of each committee. The designation and appointment of any such committee and the delegation thereto of authority shall not relieve the Directors of any responsibility imposed by law.

7.1 Selection Committee

The Foundation Board of Directors shall select five members to serve on the Selection Committee charged with the duties of receiving, reviewing, and the investigation of requests for financial aid. The selection committee shall be comprised of three active pest control industry members and two other Board Members.

ARTICLE VIII Management

8.1 President

- The President shall be the manager of all Foundation activities and shall be responsible to the Board for the application and Implementation of policies established by the Board in the operation of the Foundation.
- The President shall lead the Board and shall cause to be prepared an Annual Report, which includes full disclosure of Foundation control, fiscal information, major programs, and a summary of activities.

8.2 Annual Budget

The Treasurer shall cause an annual budget to be prepared and submitted to the Board at the time designated by the Board for the purpose of discussion, modification, and approval.

8.3 Annual Audit

At the end of each fiscal year, the President shall determine whether an audit is appropriate or necessary for the Foundation. The Board shall receive a report on the financial management of the Foundation on an annual basis.

8.3.1 Auditing & Management

The Board shall ensure adherence to Sarbanes-Oxley requirements for financial accountability; as well as, the Foundation must maintain PCI Compliance when processing contributions.

8.4 Insurance Coverage

The President shall cause to be submitted to the Board for approval, a program of appropriate insurance coverage for the protection of the Board, staff, officers, directors and the physical facility (if any).

8.4.1 Coverage shall be all encompassing to cover

- Liability
- Director and officer's liability insurance
- Employment & Staff
- Alliance of Nonprofits for Insurance (ANI-RRG) (www.ani-rrg.org)

ARTICLE IX
Anti-Discrimination

The Foundation shall not discriminate or allow unlawful harassment on the basis of race, color, nation origin, gender, sexual orientation, religion, political affiliation, age, size, marital status, disability or military status, in any of its activities or operations. These activities include, but are not limited to, all employment decisions, selection of volunteers, selection of vendors, access to services, and the provision of services.

ARTICLE X
Dissolution

Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XI
Amendments

The Board shall have the power to amend these Bylaws at any regular or special meeting of the Board by a two-thirds (2/3) vote of the Board members attending the meeting. Written notice of the proposed amendment is to give to each member of the Board by US mail no less than ten (10) days and no more than thirty (30) days prior to the meeting where action is to be taken. These Bylaws shall be reviewed for necessary revisions and amendments at least once every two (2) years.

These Bylaws were approved at a meeting of the Board of Directors of The Hands United Foundation on

Date: _____

Appendix A

SKILLS NEEDED ON THE BOARD:

- Administrative/business
- Planning
- Fundraising
- Financial
- Public relations/media
- Legal knowledge
- Human resources (Facilitation)
- Program/services expertise

STRATEGIC BOARD RECRUITMENT

Identify the board member skills and experience your organization needs

Job Description & Training

Review current board members' skills and talent

Identify what talents are missing

Recruit new members with the specific talents & abilities needed to make the board successful

LEGAL RESPONSIBILITIES

Duty of Care: Each board member has a legal responsibility to participate actively in making decisions on behalf of the organization and to exercise his or her best judgment while doing so

Duty of Loyalty: Each board member must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision making capacity. The organization's needs come first.

Duty of Obedience: Board members bear the legal responsibility of ensuring that the organization complies with the applicable federal, state, and local laws and adheres to its mission.

FUND DISPERSAL [SELECTION] COMMITTEE

The Give Hope Fund Board shall select a five-person committee to oversee the dispersal of funds to those in need and in accordance to the adopted criteria approved by the board:

- Three Board Members shall be industry members
- Two Board Members shall be allied members

FUND DISPERSAL

The Give Hope Fund is not intended to be any type of insurance replacement or supplement but is an act of benevolence made possible by the caring kindness of the Georgia Pest Industry Members, it's business partners, allied members, and caring individuals who perceive the worthiness of the opportunity to serve a fellow member of the ever growing Georgia Pest Control family.

- The Give Hope Funds shall be dispensed by the selection committee after careful consideration of an applicant's needs based on a catastrophic life-changing event such as but not limited to the death of a family member, a debilitating illness not covered by their insurance, or to assist with payment of the deductible due to financial hardship, loss or impairment for a natural disaster or crimes perpetrated upon a person.
- Funds may be made available for dispersal to members of the pest control industry, their spouse, their children or stepchildren, and their grandchildren.

- The funds shall not be dispensed beyond the immediate family as set forth in the previous clause to included cousins, and in-laws.
- No funds shall be dispensed for elective medical procedures.

PUBLIC INFORMATION

There are a few documents that nonprofits are legally obligated to share with the public or their members.

- Form 990 With some exceptions, every tax-exempt nonprofit must share this form from the last three years with anyone requesting it. Form 990-T indicates in what types of unrelated business activities the organization was involved.
- Forms 1023 and 1024 are the tax-exemption application forms that also must be readily available. These forms explain the original purpose of the organization and allow those interested to verify that the primary mandate is still being respected.
- Specific financial documents must be made available to members as state laws specify. Know your state requirements if you have a formal membership organization.
- Board meetings, meeting notices, and minutes Must be open or available to the public if the organization is covered by state sunshine laws.

PRIVATE INFORMATION

- There is no legal obligation for nonprofits to share their strategic planning documents, though many do.
- Confidential Material that would jeopardize the reputation or integrity of an individual must remain undisclosed.
- The financial statements demonstrate how the organization's budgetary plans came to life and they take the role of serving as indicators of the financial activities that took place.
- Executive session minutes- these should be distributed only to board members or anyone else present at the meeting.
- Donors have a right to remain anonymous. If a donor makes this request, his/her name should not be disclosed to anyone outside the Executive Director and any employees of the Foundation. The list of all donors that is attached to Form 990 is not part of public disclosure.
- Private addresses of board members- if board members (or key employees) cannot be reached via the organizational address, another address must be disclosed on Schedule O of the Form 990.
- Personnel files- even board members normally should have no need to see them.
- Patient and client information- in the health-care field, the Health Insurance Portability and Accountability Act (HIPAA) protects medical records.