

CERTIFIED PEST CONTROL OPERATORS OF GEORGIA INC

BY LAWS

CERTIFIED OPERATORS OF GEORGIA, INC shall operate an organization for the purposes stated hereinbelow.

ARTICLE ONE

Name: The name of the Corporation is Certified Pest Control Operators of Georgia Inc. Certified Operators of Georgia Inc will also dba CPCO of GA.

- 1.1 **Nonprofit and Tax-Exempt Status:** The Corporation is organized as a non-profit corporation under the Georgia Non-Profit Corporation Code, O.C.G.A. 14-3-101 et. Seq., and is a tax-exempt organization under Sec 501(c)6 of the Internal Revue Code of 1986, as amended. CPCO of GA is a public benefit and shall have perpetual duration and succession.
- 1.2 **Membership Qualifications:** Any person, firm or corporation engaged in pest management or providing direct support through training and/or consulting in the business of pest management within the State of Georgia may become a member of CPCO of GA by submitting an application thereto and tendering annual dues. Upon approval of such application by the Board of Directors (BOD) or their designee, such applicant shall become a member.
- 1.3 **Membership Dues:** The BOD shall set annual dues in an amount sufficient to meet the needs of CPCO of GA which shall be payable as a lump sum or installments with BOD approval. Any member who becomes delinquent by more than sixty (60) days in the payment of dues shall cease to be a member, and no member who is delinquent in the payment of dues may exercise voting rights.
- 1.4 **Purposes:** The purposes for which CPCO of GA is organized, as stated in its Articles of Incorporation are as follows:
CPCO of GA is organized for certified pest control operators and their associates for the purpose of promoting industry stewardship through education, legislation involvement, and fellowship.

ARTICLE TWO

OFFICES

CPCO of GA shall at all times maintain a registered office in the State of Georgia and a registered agent at that address but may have other offices located within or without the State of Georgia as the BOD shall determine. The registered office of the Corporation shall be 134 Hurricane Shoals Road NE, Suite D, Lawrenceville, GA 30046 with Ms. Glenda Lehmborg as Registered Agent for the Corporation. The principal mailing place of the business shall be PO Box 490164, Lawrenceville, GA 30049. CPCO of GA may change its registered office or its registered agent from time to time in the manner required by law.

ARTICLE THREE

BOARD OF DIRECTORS

- 3.1 **General Powers:** All corporate powers shall be exercised under the authority of the BOD.
- 3.2 **Chairman of the Board:** The immediate past President shall be named as Chairman of the Board of Directors for a term of two (2) years.
- 3.3 **Number of Directors:** The number of directors shall be no more than eleven (11) as determined by the BOD. At no time shall there be less than 4 Certified Pest Control Operators on the BOD. Similarly, and in the event of the number of Directors being increased as provided in these Bylaws, the additional Directors so provided for shall be elected by a majority of the entire Board of Directors already in office and shall hold office until the next annual meeting of the BOD.

3.4 **Term of Directors:** The directors shall be elected at each annual meeting of the members and shall serve for a term of two (2) years and until their successors have been elected. The term of the Directors shall be staggered with the two (2) year terms commencing on different years such that no more than one-third to one-half of the terms shall expire during any one year. All members of the Board of Directors must be and shall be members in good standing in the CPCO of GA. There shall be no more than two directors elected from the same company.

Similarly, and in the event of the number of Directors being increased as provided in these Bylaws, the additional Directors so provided for shall be elected by a majority of the entire Board of Directors already in office and shall hold office until the next annual meeting of the BOD.

3.5 **Election of Directors:** The Directors shall be elected at the annual meeting. Each Director shall serve a term of two (2) years beginning on January 1 following the annual meeting. Each Director shall be required to be a certified operator, owner, or general manager of a pest control company or an industry representative.

Similarly, and in the event of the number of Directors being increased as provided in these Bylaws, the additional Directors so provided for shall be elected by a majority of the entire Board of Directors already in office and shall hold office until the next annual meeting of the BOD.

3.6 **Resignation of Directors:** A Director may resign by written notice to the BOD, President, or Secretary of the Corporation. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the BOD may fill the pending vacancy before the effective date if the Board provides that the successor does not take the office until the effective date.

3.7 **Removal of Directors:** A Director may be removed for cause at a meeting called for that purpose. In addition, a Director may be removed by the affirmative vote of a majority of the Directors then in office for failure to attend three (3) consecutive meetings of the BOD.

3.8 **Vacancies:** If a vacancy occurs in the BOD, a replacement may be named by the majority of the BOD. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

3.9 **Number of Officers:** The officers of the organization shall be a President, Vice-President, a Past-President, a Treasurer and a Secretary. Two or more offices may be held by one person. The President may not serve concurrently as a Vice-President.

3.10 **Compensation:** Directors do not receive compensation but would be allowed reasonable expenses for attendance at regular or special meetings or any Committee meetings of the BOD.

3.11 **Fiduciary Duty:** Fiduciary duty requires board members to stay objective, unselfish, responsible, honest, trustworthy and efficient. Board members must always act for the good of the organization, rather than for the benefit of themselves. The directors should be good stewards of available funds and actively strive to build and preserve the financial resources necessary to the accomplishment of CPCO of GA's mission both short term and long term. If any conflict of interest arises for a director, the director shall abstain from voting on such conflict.

ARTICLE FOUR MEETINGS OF DIRECTORS

4.1 **Place of Meetings:** The BOD may hold their meetings and keep the books of the Corporation either within or outside the State of Georgia, at such place or places as they may from time to time determine by resolution or by written consent of all of the Directors. The BOD may hold their meetings by conference telephone or other similar electronic communication equipment pursuant to which each participant of the meeting can hear the other.

4.2 **Annual Meeting:** The annual meeting of the BOD, for the purpose of electing Directors, appointing Officers, approving a budget for the year and transacting other business shall be at time and place designated by the BOD.

4.3 **Regular Meetings:** The BOD shall have four (4) meetings per year either in person or virtually as determined by the BOD. The annual meeting of the BOD shall be held immediately following the annual meeting of the members at which a Board of Directors is elected. Notice of every resolution of the BOD fixing or changing the time or place of the holding of regular meetings of the Board shall be mailed or emailed to each director at least three (3) days prior to the first meeting held pursuant to such resolution. The Board may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Board.

4.4 **Special Meetings:** Special meetings of the BOD may be called by or by the request of the President or a majority of the BOD, or by at least twenty-five percent (25%) of the members of CPCO of GA. Special meetings shall be held at such a time and place and on such date as shall be specified in the notice of the meeting.

4.5 **Notice of Meetings:** Written notice of each meeting of the members shall be emailed or mailed, postage paid to each member of record to the address, as provided to CPCO of GA, at least two (2) weeks before the meeting. Each such notice shall include place, day, and hour at which the meeting is to be held and in the case of Special meetings, shall state briefly the purpose or purposes thereof. Notice required by the foregoing provisions may be given by any usual means of communication and may be oral or written.

4.6 **Waiver of Notice:** Waiver of notice shall not be permitted under these Bylaws.

4.7 **Quorum:** Quorum of the BOD consists of a simple majority of the BOD. The presence in person of at least thirty percent (30%) of the members of CPCO of GA shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation or by these bylaws. If less than a quorum shall be in attendance, the BOD will determine action by a simple majority of the BOD.

ARTICLE FIVE OFFICERS

5.1 **Election, Tenure and Compensation:** The officers of the Corporation shall consist of the President, Vice-President, Secretary and Treasurer who shall be elected by the BOD as provided in these bylaws. The officers must have served as a director prior to their election as an officer. All officers shall be certified operators in the State of Georgia. Each officer shall serve for the term of office for which elected or appointed and until a successor has been elected or appointed and has qualified or earlier resignation, removal from office or death.

5.2 **Nominating Committee:** The BOD shall serve as the Nominating Committee for the Board of Directors. The BOD shall present a slate of nominees for appointment. All nominees for the four principal offices must be members of the Board of Directors.

5.3 **President:** The President shall be the Chief-Executive-Officer of CPCO of GA and subject to the control of the Board of Directors, who shall supervise and control the management of the Corporation in accordance with these Bylaws. The President may sign, with the Secretary or any other proper officer of CPCO of GA also authorized by the BOD, any deeds, leases, mortgages, bonds, contracts, or other instruments which lawfully may be executed on behalf of the Corporation, except the signing and execution thereof expressly shall be delegated by the BOD to some other officer or agent of the Corporation, or where required by law to be otherwise signed and executed. After serving as President, such person shall serve as Past President for a period of two (2) years following term as President. The President shall in general, perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the BOD.

5.4. **Secretary:** The Secretary shall:

- (a) Cause to be prepared the minutes of all minutes of the BOD and the Executive Committee;
- (b) Authenticate records of CPCO of GA when requested to do so;

- (c) Give all notices required by law and by these Bylaws;
- (d) Have general charge of the corporate books and records and of the corporate seal, and affix the corporate seal to any lawfully executed instrument requiring it;
- (e) Sign such instruments as may require such signature;
- (f) Cause such corporate reports as may be required by state law to be prepared and filed in a timely manner;
- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the Board of Directors; and
- (h) Assign any of the above duties as necessary for the purposes of practicality to the Executive Director as determined by the BOD.

5.5 **Treasurer:** The Treasurer shall:

- (a) Have custody of all funds and securities belonging to the Corporation and receive, deposit, or disburse the same under the direction of the BOD;
- (b) Keep full and accurate accounts of the finances of the Corporation and books specially provided for that purpose;
- (c) Cause such returns, reports, and/or schedules as may be required by the Internal Revenue Service and the State taxing authorities to be prepared and filed in a timely manner;
- (d) Cause a true balance of the Corporation as of the close of each fiscal year and true statements of activity, functional expenses, and cash flows for such fiscal year, all in reasonable detail, to be prepared and submitted to the BOD;
- (e) In general, perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President or the BOD;
- (f) Assign any of the above duties as necessary for the purposes of practicality to the Executive Director as determined by the BOD.

5.6 **Executive Director:** The BOD may appoint an Executive Director, who shall be the chief-operating-officer of CPCO of GA and, subject to the control of the BOD, have overall responsibility for the routine management of affairs of CPCO of GA. The Executive Director shall have a spending limit in the amount of Ten Thousand Dollars (\$10,000) per transaction, unless the BOD approves to exceed that amount. The Executive Director shall report to the BOD and shall work closely with the President of CPCO of GA. Duties of the Executive Director shall include:

- (a) Coordinating the activities of the operating committees;
- (b) Representing CPCO of GA in the community;
- (c) Supervising the administrative functions of CPCO of GA;
- (d) In general, performing such other duties as may be assigned from time to time by the President or the BOD;
- (e) Making monthly activity reports to the Executive Committee;
- (f) Shall consult with the Executive Committee on all business matters on an as needed basis;
- (g) Shall be responsible for the sale of all merchandise; and
- (h) Shall be responsible for sponsorship acquisitions.

5.7 **Vice-President:** The Vice-President shall conduct the BOD meetings and perform the duties of the President as described in these bylaws in absence of the President of the BOD.

5.8 **Compensation for the Executive Director:** The Board of Directors may approve compensation and benefits for the Executive Director. The Executive Director may not be elected to serve on the BOD.

ARTICLE SIX CORPORATE SEAL

6.1 **The Seal of the Corporation:** Shall be in such form as the BOD may from time to time determine. In the event it is inconvenient to access such seal at any time, or in the event the BOD shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" shall be deemed the seal of CPCO of GA. The seal shall be in the custody of the Secretary and/or Executive Director.

ARTICLE SEVEN COMMITTEES

7.1 **Board Committees in General:** The BOD shall determine the number and types of Committees as they deem necessary to carry out the goals, mission, and purposes of CPCO of GA. Committees of the BOD may not;

- (a) Authorize distributions;
- (b) Approve or recommend dissolution, merger, sale, pledge or transfer of all or substantially all of the Corporation's assets;
- (c) Elect, appoint, or remove Directors or fill vacancies on the BOD or on the Committee of the Board of the Board; or
- (d) Adopt, amend or repeal Articles of Incorporation or any Bylaws.

7.2 **Executive Committee:** The Executive Committee, which is a committee of the Board, shall consist of the four principal Officers of the Corporation and up to three additional Directors appointed by the President, to serve in such capacity until the next annual meeting of the BOD, provided that the appointment of additional Directors must be approved by a majority of all Directors when such action is taken. The President shall serve as the Chairperson of the Executive Committee and shall preside at all of its meetings. Except to the extent prohibited or limited by Section 7.1 above or resolution of the BOD, the Executive Committee may exercise authority of the BOD at such time as the Board is not in session. In addition, the Executive Committee shall perform the functions prescribed below:

(a) Finance and Budget

1. Oversee the implementation and administration of policies and procedure for handling and accounting for the finances of the Corporation;
2. Prepare an annual revenue and expense budget for the submission to the full Board of Directors;
3. Work closely with the fund-raising committee to coordinate the development of resources needed to meet the revenue goals of the budget;
4. Monitor the implementation of the budget; and
5. Conduct an audit as required by codification.

(b) Human Resources: The Executive Committee shall oversee the implementation and administration of policies and procedures relating to volunteers and employees, if any of CPCO of GA.

(c) Strategic and Long-Range Planning: Incorporate the strategic and long-range planning activities of CPCO of GA. Monitor and evaluate the performances of CPCO of GA with respect to the achievement of the mission, purpose and goals.

ARTICLE EIGHT GENERAL PROVISIONS

8.1 **Amendments:** These Bylaws may be amended from time to time by majority vote of those present and entitled to vote at any annual meeting of the members, or at any special meeting called for the purpose of considering amendments thereto.

(a) The BOD may adopt and amend such rules as are not consistent with these Bylaws to further govern the affairs of CPCO of GA.

(b) All meetings of the members and the BOD shall be governed by Robert's Rules of Parliamentary Procedure. Revised, to the extent and not inconsistent herewith.

8.2 **Fiscal Year:** The fiscal year of CPCO of GA shall be the calendar year, beginning January 1 and ending December 31 of each year.

8.3 **Financial Reports:** The books of the Corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the BOD. At the discretion of the BOD, the Corporation may engage an independent certified public accountant to audit or review the financial statements.

8.4 **Corporate Minutes and Records:** CPCO shall keep as permanent records minutes of all meetings of the BOD, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by the Executive Committee and any other Committees of the BOD. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The Corporation shall keep a copy of the following records at its principal office:

(a) Its Articles of Incorporation or restated Articles of Incorporation and all amendments to them currently in the office.

(b) Its Bylaws or restated Bylaws and all amendments to them currently in effect,

(c) A list of the names and business or home addresses of its current Directors and Officers; and

(d) Its most recent annual report delivered to the Secretary of State as required by the Georgia Non-Profit Corporation Code.

The minutes and records described above shall be made available for inspection by the current BOD during normal business hours. In addition, to the extent required by applicable law, the Corporation shall make available for inspection during regular business hours, by members, copies of:

1. Any application filed with and any letter on other document issued by the Internal Revenue Service with respect to the tax-exempt status of CPCO of GA, and
2. The annual returns filed with the Internal Revenue Service for the three most current years provided that the names and addresses of contributors to the Corporation may be confidential.

8.5 **Investments:** The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the BOD without being restricted to the class of investments which a Director or trustees or may hereafter be permitted by law to make or any similar restrictions; provided, that no action shall be taken by or on behalf of the Corporation if such action is a forbidden activity or would result in the denial of tax-exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

8.6 **Checks and Drafts:** All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or Officers, agent or agents of the Corporation and in a such manner as shall from time to time be determined by resolution by the BOD, provided that any check, draft, or other order for the payment of an amount in excess of \$10,000.00 shall require authorization from the BOD.

8.7 **Prohibited Activities:** The Corporation is organized to promote professionalism and good industry stewardship for the benevolence of its members and other non-profitable purposes, substantially all of the activities of which are for such purposes to provide education, legislative guidance and support, and for fellowship amongst its membership and in no part of the net earnings of which insures to the benefit of any private shareholder, member, and person or entity.

(a) A Corporation exempt from Federal Income Tax under Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future tax code.

(b) A Corporation organized and existing under the Georgia Non-Profit Corporation Code.

8.8 No Loans to or Guaranties for Directors: CPCO of GA may not lend money to or guaranty the obligation of a Director or officer of the Corporation, but the fact that a loan or a guarantee is made in violation of this Section does not affect the borrower's liability on the loan.

8.9 Indemnification: Each person who is on or was a Director or officer of CPCO of GA who at the request of the Corporation is serving or has served as an officer, director, partner, joint ventures, or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Georgia Non-Profit Corporation Code against those expenses (including attorney's fees), judgements, fines, and amounts paid in settlement which are allowed to be paid, reimbursed, or advanced by CPCO of GA under the Georgia Non-Profit Corporation Code and which are actually and reasonably incurred in connection with any action, suite or proceedings, pending or threatened, whether civil or criminal, administrative or investigative, in which such person may be involved by reason being a Director or officer of CPCO of GA or of such other enterprise. Such indemnification shall be made only in accordance with the Georgia Non-Profit Corporation Code and subject to the conditions thereof.

(a) As a condition of such right of indemnification, CPCO of GA may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

(b) The Corporation may purchase and maintain insurance on behalf of any such person whether or not the Corporation would have the power to indemnify such Officers and Directors against any liability under the Georgia Non-Profit Corporation Code. If any expenses or other amounts are paid by way of indemnification other than by Court Order or by an insurance carrier, CPCO of GA shall provide notice of such payments to the members in accordance with Section 4.5 of these Bylaws.

[THIS IS THE END OF THE BY LAWS OF THE CPCO OF GA.](#)