

**FIRST AMENDED AND RESTATED
BYLAWS OF
GEORGIA GREEN INDUSTRY ASSOCIATION, INC.
Adopted January 23, 2015**

Article I: Name and Definitions.

Section 1. The name of the organization is the **Georgia Green Industry Association, Inc.**

Section 2: Definitions:

- (a) The “**Articles**” means the Articles of Incorporation of the Association, filed with the Georgia Secretary of State on December 7, 1990.
- (b) The “**Association**” means the Georgia Green Industry Association, Inc.
- (c) The “**Board of Directors**” means the governing body of the Association comprised of the Executive Committee plus the Presidents of each Division, as further described below.
- (d) The “**Executive Committee**” hereafter shall refer to the committee comprised of Association Chairman, Vice Chairman, Treasurer, and Immediate Past Chairman, as further described below.
- (e) The “**Executive Board**” hereafter shall refer to the advisory body of the Association comprised of all Division Directors and the Executive Committee, as further described below.
- (f) The “**Green Industry**” means business affairs or operations in the fields of agriculture, floriculture, horticulture, arboriculture, plant nurseries (retail and wholesale), equipment related to the such fields, irrigation and grounds keeping.
- (g) The “**Nonprofit Code**” means the Georgia Nonprofit Corporation Code, O.C.G.A. Section 14-3-101 *et seq.*, as amended from time to time.
- (h) “**Officers**” means the Associations Officers described in Section 1 of Article VIII.

Section 3: Other capitalized terms used in these Bylaws and not defined in this Article I shall have the meanings ascribed to such terms elsewhere in these Bylaws.

Article II: Powers; Governing Documents; Purposes & Objectives.

- Section 1: The Association shall have all power and authority set out in its Articles, and as enumerated in and granted by the Nonprofit Code. The Association shall exercise its powers in furtherance of its purposes as set forth in the Articles. The Association's powers and authority shall include, without limitation, the power and authority to do all things and everything necessary and proper for the accomplishment of any of the objectives set forth in the Articles, as necessary or incidental to the protection and benefit of the Association, and, in general, either alone or in association with other associations, corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment, attainment or furtherance of the purposes and objectives of the Association.
- Section 2: The Association shall be governed by its Articles, these Bylaws, as amended from time to time and such other written policies as are adopted by the Board of Directors from time-to-time.
- Section 3 Notwithstanding any other provision of these Bylaws, the Corporation is organized for charitable purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "**Code**"), and shall not carry on any activities which would invalidate its status as an organization exempt from federal income tax under Section 501(c)(6) of the Code.
- Section 4: Without limiting the foregoing, and in addition to the purpose set forth in the Articles, the purpose of the Association is to establish a central unified agricultural organization that will advocate for and pursue the interests of its members in the State of Georgia by:
- (a) Enhancing relationships of its members; informing members of governmental activity, both state and national, which would affect the Green Industry; and to be an advocate with Georgia's governmental entities on behalf of the Green Industry,

- (b) Promoting the membership and the economic needs of a strong and growing Green Industry in Georgia,
- (c) Accumulating and disseminating educational information that will improve the conditions of those in the Green Industry, including their production efficiency and the quality of plants produced,
- (d) Supporting research and educational programs relating to the Green Industry,
- (e) Increasing public awareness of the value of the Green Industry,
- (f) Serving as a resource of the development of chapter affiliates,
- (g) Establishing an educational network that will develop and administer a standard testing procedure for the purpose of statewide certification for the green industry, and
- (h) Carrying out any other lawful nonprofit trade association activities.

Article III: Membership.

Any person, firm or organization involved in the Green Industry in the State of Georgia as well as members of allied trades and educational institutions are eligible to become members (each, a “**Member**”). Membership categories are as follows:

- (a) **Active Membership** consists of firms or organizations involved in the Green Industry. Active members have voting privileges, but no more than one (1) vote per Active Member. Each Active Member firm or organization shall designate in writing one (1) individual who shall serve as the representative of the firm or organization to the Association for voting and other Association business. Such designation may be changed by written notice to the Executive Director of the name of the new Member representative; however, to be effective for voting at any meeting, such change must be delivered to the Executive Director prior to the beginning of the meeting.
- (b) **Associate Membership** shall consist of an individual employee of an active Member, but shall not include a designated representative. All Associate Members are non-voting Members.
- (c) **Educational Membership** shall be available to extension, teaching and research personnel and students engaged in the pursuit of activities relating to the Green Industry. All Educational Members are non-voting.
- (d) **Honorary Membership** shall consist of individuals who, by reason of outstanding service to the Green Industry or Association, are selected by the Board of Directors for honorary status. The Board of Directors may prescribe the rights and privileges of honorary membership from time to time. All Honorary Members are non-voting.
- (e) **Multi-location Membership** shall consist of businesses that operate retail, wholesale, or re-wholesale locations serving the Green Industry. Multi-location Members have one (1) vote per company or parent company Member, regardless of the number of locations. Each Multi-location Member shall designate a representative to the Association in accordance with the process for Active Members in paragraph (a) of this Article III.

Article IV: Fiscal Year and Dues.

- Section 1: The fiscal year of the Association is from July 1st to June 30th.
- Section 2: The annual dues shall be determined by the Board of Directors for each category of membership and shall be published at least once annually.
- Section 3: Membership dues shall be paid annually on the anniversary date of the member’s application for membership. Dues are to be paid within thirty (30) days of receipt of renewal notice. Failure to pay dues will result in cancellation of membership, in accordance with the Association’s Financial Policy and Guidelines.

Article V: Meetings.

Section 1: Board of Directors Meetings.

- (a) The Board of Directors shall hold at least four (4) regular meetings each year. The Chairman may also call special meetings of the Board of Directors as he or she deems necessary to address Association business. All meetings of the Board of Directors (regular or special) shall be held at either the principal office of the Association or at such place within the State of Georgia, or any neighboring state, as shall be specified in the notice of such meeting.
- (b) Written notice stating the place, day, and hour of such meeting shall be distributed to each voting Member of the Board of Directors not more than thirty (30) and not less than seven (7) days prior to the date of such meeting. At any meeting at which every member of the Board of Director shall be present, even though without any formal notice, any business may be transacted.
- (c) A majority of the members of the Board of Directors shall constitute a quorum for conducting business at any meeting, provided that members of the Board of Directors may be present in person or by proxy. All questions coming before the Board of Directors when duly convened shall be decided by a majority of the members present and voting; provided, however, that in the event of a tie vote the Executive Director shall vote to break the tie.
- (d) Directors may designate a proxy to another Director or Officer for purpose of voting at any meeting of the Board of Directors; however, to be effective the Chairman must be notified of such proxy in writing prior to the Meeting.

Section 2: Annual Member Meetings.

- (a) A meeting of the Association Members will occur annually at a statewide conference of the Association. The date, location and time of the annual Member meeting shall be designated by the Board of Directors; however all annual Member meetings of the Association shall occur within the State of Georgia.
- (b) Written notice stating the place, day, and hour of such meeting shall be distributed to each voting Member of the Association not more than ninety (90) and not less than thirty (30) days prior to the date of the annual meeting.
- (c) A minimum of ten (10) voting members of the Association must be present at the annual meeting of the members to constitute a quorum. All questions coming before the Members when duly convened shall be decided by a majority of the members present and voting.

Section 3. Meetings of the Executive Committee.

- (a) The Executive Committee may meet in conjunction with any meeting of the Board of Directors, immediately following such meeting. The Executive Committee shall also hold special meetings at such other time, date and place as determined by the Chairman or Board of Directors. All special meetings of the Executive Committee shall be held at either the principal office of the Association or at such place within the State of Georgia, or any neighboring state, as shall be specified in the notice of such meeting.
- (b) For any special meeting written notice stating the place, day, and hour of such meeting shall be distributed to each member of the Executive Committee not more than thirty (30) and not less than three (3) days prior to the date of such meeting.
- (c) A minimum of three (3) members of the Executive Committee shall constitute a quorum for Executive Committee voting purposes. All questions coming before the Executive Committee when duly convened shall be decided by a majority of the members present and voting provided, however, that in the event of a tie vote the Executive Director shall vote to break the tie.

Section 4. Meetings of the Executive Board.

- (a) The Executive Board shall meet specially at such date, time and place within the state of Georgia as determined by the Chairman or the Board of Directors.

- (b) For any Executive Board meeting, written notice stating the place, day, and hour of such meeting shall be distributed to each member of the Executive Board not less than seven (7) days prior to such meeting.
- (c) The Executive Board shall consult with the Board of Directors regarding the goals and operations of the Association and shall otherwise advise and provide non-binding guidance to the Board of Directors from time-to-time upon request. For the avoidance of doubt, no recommendation or determination made by the Executive Board on any matter brought before it for consideration or consultation shall be binding on the Association, Board of Directors or Officers.

Section 5. **Remote Participation.**

Members of the Board of Directors, Executive Committee or Executive Board may hold or participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participants in such a meeting shall constitute presence in person at the meeting.

Section 6. **Action Without Meeting.**

Any action required or permitted to be taken by the Board of Directors, Executive Committee or Members may be taken without a meeting, if the action is taken by persons holding not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all persons entitled to vote thereon were present and voted. The action must be evidenced by a written or electronic consent (including but not limited to e-mail) describing the action taken, and delivered to the Executive Director in written or electronic form for inclusion in the minutes or filing with the Association records. Such written consent shall have the same force and effect as an affirmative vote of the requisite votes at a duly held meeting in which a quorum was present.

Section 7. **Order and Procedure for Meetings.**

The Chairman shall preside at all meetings described in this Article V; however, any objection or dispute with regard to order or procedure in such meetings shall be resolved by the Vice Chairman, as parliamentarian, in accordance with the most recently published version of *Robert's Rules of Order Newly Revised*. If the Chairman is not present at a meeting, then the Vice Chairman shall preside.

Section 8. **Notice.**

Whenever these Bylaws require notice of a meeting to be given, the notice shall be given by e-mail, first class mail, facsimile or overnight delivery service (such as FedEx or UPS). If e-mailed, notice is deemed effective when sent to the recipient's last known e-mail address, provided that no error message or computer generated auto-reply is received. If mailed, notice is deemed to be effective when mailed, if mailed with first-class postage prepaid and correctly addressed to the recipient at the address as it appears on the records of the Association. If given in any other manner, such notice shall be deemed to be effective (i) when sent by confirmed facsimile to the facsimile number on file in the records of the Association, or (ii) when delivered by overnight delivery service.

Section 9. **Waiver of Notice.**

When any notice is required to be given to any person, a waiver thereof in writing signed by the person entitled to such notice, whether before, at, or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute waiver of notice of such meeting and of all objections to the place or time of the meeting or the manner in which such meeting has been called or convened, except when the person attends a meeting for the express purpose of stating at the beginning of the meeting any such objection and does not thereafter vote for or assent to action taken at the meeting.

Article VI: Divisions.

Section 1: There are six Divisions of the Association as follows: **Wholesale, Retail, Landscape, Sales & Marketing, Floriculture, and Irrigation & Water.**

- Section 2: The Association may establish new Divisions or terminate existing Divisions by an affirmative vote of the Board of Directors that is subsequently adopted by the members; however, upon a request by a majority of the Division directors, Divisions may be revised by the Board of Directors to best serve the purposes of the Association.
- Section 3: Each Division shall have the following Division Directors: up to three (3) Division officers, which include a President, Vice President, Past President, and two (2) additional directors, the non-officer director seats may be filled by members of other divisions with approval of the Division officers. One person may serve in more than one Division office. Division officers and other Division directors shall be active members or the representative of an active Member firm or organization from the Division which they will represent.
- Section 4: The Division directors in office shall propose candidates for nomination for the open positions of Division Directors or Division officers, subject to approval by the Board of Directors. With agreement to continue to serve, the President is automatically nominated for Past President, Vice President is automatically nominated for President, The slate of proposed Division Directors shall be announced to Association Members at least ten (10) days prior to the annual meeting.
- Section 5: Division Directors shall serve a term of one (1) year, or until a successor has been elected or the Division Director has resigned or been removed for cause, Directors may be re-elected to serve multiple terms.
- Section 6: Division Directors and division officers shall be elected by a majority vote of the members present at the annual meeting.
- Section 7: Division Directors may be removed for cause by the Board of Directors. Determination of the specific cause or causes for removal shall be at the sole discretion of the Board of Directors. Notice and an opportunity to be heard at an open meeting of the Board of Directors will be given to any Division Director who is proposed for removal. Removal of Division Directors shall require a majority vote of the Board of Directors, excluding, if applicable, the vote of the Division Director subject to removal. Removal of a Division Director shall also constitute removal as a Division officer, unless otherwise determined by the Board of Directors.

Article VII: Board of Directors.

- Section 1: The primary governing body of the Association shall be its Board of Directors. The Board of Directors shall decide any questions to be decided by the Association or arising with respect to the Association, which are not otherwise delegated to the Officers, Executive Director or the Executive Committee pursuant to these Bylaws. The Board of Directors shall consist of ten (10) members; however, the number of Directors may be increased or decreased by resolution of the Board of Directors upon creation or elimination of any new Association Officer or Division.
- Section 2: The Board of Directors may establish, modify and maintain, or eliminate Association policies and guidelines as it shall determine from time-to-time in its sole discretion.
- Section 3: The Board of Directors is composed of the Association Officers and the Division Presidents. Each member of the Board of Directors shall only have one (1) vote, even where such member of the Board of Directors represents serves in multiple offices.
- Section 4: A member of the Board of Directors may resign at any time by delivering notice to the Chairman and such resignation is effective when such notice is delivered, unless such notice specifies a later effective date.
- Section 5: Board of Director members may be removed only for cause by the Board of Directors in the manner provided in Article VI, Section 7 for Division Directors. Determination of the specific cause or causes for removal shall be at the sole discretion of the Board of Directors. Any vote for on removal of a member of the Board of Directors shall not take into account the vote of the member of the Board of Directors subject to removal.
- Section 6: Members of the Board of Directors, as such, shall not receive any compensation for their services, but if available resources so allow, the Board of Directors shall have the discretion by resolution to authorize

its members to be reimbursed for reasonable out-of-pocket expenses incurred in, and reasonably for, their performance of Board duties and responsibilities. Any reimbursement for mileage and meals shall follow the guidelines used by the federal government for reimbursement and shall be subject to the Association's Financial Policy and Guidelines.

Article VIII: Association Officers.

- Section 1: The Officers are the Chairman, Vice Chairman, Treasurer, and Past Chairman. The Board of Directors may from time to time create and establish the duties of other officers as it deems necessary for the efficient management of the Association.
- Section 2: Association Officers serve a term of one (1) year or until his or her successor shall have been duly elected and qualified or until his or her death or until he or she shall resign or shall have been removed in the manner provided below. An Officer may resign at any time by delivering notice to the Board of Directors and such resignation is effective when such notice is delivered, unless said notice specifies a later effective date.
- Section 3: The Board of Directors will nominate Officers for open Officer positions from the membership who are serving as Division Directors or current Association Officers. With agreement to continue to serve: (a) the Chairman is automatically nominated for Past Chairman, (b) Vice Chairman is automatically nominated for Chairman, (c) Treasurer is automatically nominated for Vice Chairman. The slate of proposed Officers shall be announced to membership not later than ten (10) days prior to the annual meeting.
- Section 4: Association Officers each shall be elected by a majority vote of the Members present at the annual meeting.
- Section 5: Association Officers may be removed for cause by the Board of Directors. Determination of the specific cause or causes for removal shall be at the sole discretion of the Board of Directors. Notice and an opportunity to be heard at an open meeting of the Board of Directors will be given to any Officer who is proposed for removal. Removal of Officers shall require a majority vote of the Board of Directors, excluding the vote of the Officer subject to removal.

Article IX: Nomination Guidelines.

To promote leadership in Association broadly from numerous Members, the following non-binding guidelines shall be considered by the Board of Directors and Division Directors in nominations:

- No more than one (1) representative from a Member organization should serve on the Executive Committee during the same term,
- No more than two (2) representatives from a Member organization should serve on the Board of Directors during the same term, and
- No more than three (3) representatives from a Member organization should serve on the Executive Board during the same term.

Article X: Duties of Officers.

- Section 1: The **Chairman** has general supervisory responsibility for the affairs of the Association, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The duties of the Chairman shall include, but not be limited to, calling and presiding at all meetings of the Board of Directors and Executive Committee. The Chairman shall also perform such other duties as the Board of Directors shall designate.
- Section 2: The **Vice Chairman** shall, in the absence of the Chairman, assume the responsibilities and duties of that office as set forth in this Article, and shall perform such other duties as may be assigned by the Chairman. The Vice-Chairman shall serve as Parliamentarian and, as such, shall be ready to advise the presiding officer as to the rules of order.

Section 3: The **Past Chairman** shall be a member of the Board of Directors for one (1) year immediately following his or her term of office as President. The Past Chairman shall undertake such other duties or tasks as may be assigned by the Board of Directors.

Section 4: The **Treasurer** shall have responsibility for funds allocated for use by the Association in the Association budget, and shall be the Association Officer with primary responsibility for preparing the annual Association budget which shall be subject to approval of the Board of Directors. The Treasurer shall keep account of, make periodic reports on and safeguard the funds of the Association as provided by the Board of Directors in accordance with accepted accounting methods and procedures. The Treasurer shall also perform all other duties incidental to the office of Treasurer as assigned by the Chairman or as the Board of Directors may prescribe from time-to-time.

Article XI: Executive Director.

Section 1: The Association shall have an Executive Director, to be selected by the Board of Directors and serving such terms as may be determined by the Board of Directors. The Executive Director is responsible for overseeing the administration, programs and strategic plan of the Association. Other key duties include fundraising, legislative initiatives, marketing, and community outreach. The Executive Director serves as the chief executive officer of the Association at the direction of the Executive Committee. The Executive Director serves at the pleasure of the Board of Directors and may be dismissed with or without cause by the Board of Directors, following a recommendation of removal from the Executive Committee.

Section 2: In addition to the responsibilities set forth above, the Executive Director shall serve as a nonvoting advisor to the Board of Directors and Executive Board, but may have a vote on Association business when Association votes occur as an Association Member, if qualified as such.

Article XII: Councils, Committees, Task Forces; Association Chapters.

Section 1 The Board of Directors or Chairman may establish or eliminate councils, non-standing committees, or task forces. The duties and responsibilities of these groups shall be as identified by the Board of Directors or Chairman.

Section 2: The Board of Directors may establish local chapters and provide for the regulation of such chapters. The Board of Directors shall retain the right to consolidate or revoke the charter of chapter for cause, as determined by the Board of Directors.

Section 3: No commitments, contracts, or other liability to the Association may be made by a council, committee, chapter or task force without approval from the Executive Committee or Executive Director as outlined in the Association's Financial Policy and Guidelines.

Article XIII: Allocation of Funds.

The Finances of the Association shall be governed by the Association's Financial Policy and Guidelines, a copy of such policy shall be provided by request to any Association Member.

Article- XIV: Vacancies.

Section 1: Should the Chairman, for any reason, be unable to fulfill his duties, the Vice-Chairman shall become Chairman for the duration of the unexpired term. Should the Treasurer or Past President, for any reason, be unable to fulfill their duties, the such vacancy shall be filled for the unexpired term by such person elected at the next meeting of the Executive Committee and approved by the Board of Directors.

Section 2: Should a vacancy occur on the Board of Directors, such vacancy may be filled by the Chairman's appointment and with a majority approval of the Board of Directors.

Section 3: Should any vacancy occur among Division Directors, such vacancy shall be filled by appointment of that Division's President with a majority approval of the remaining Directors of that particular division.

Article XV: Indemnification.

Section 1: No member of the Board of Directors, Association Officer, Division Director, Officer, Division Officer; Division Director or Member of the Association shall be liable for any debts or obligations of the Association, and creditors shall look only to the assets of the Association for satisfaction of any debts or obligations of the Association.

Section 2: The Association may indemnify and advance expenses to Association Officers and members of the Board of Director to the fullest extent permissible in the Nonprofit Code.

Article XVI: Ethics and Conflict of Interest.

Ethics and Conflict of Interest shall be governed by the Association Ethics and Conflict of Interest Policy, and a copy of such policy shall be provided by request to any Association Member.

Article XVII: Dissolution.

The Association may be dissolved with the consent of two-thirds ($\frac{2}{3}$) of the active Members given in writing at a meeting duly constituted to consider the question of dissolution. In the event of dissolution, all funds of the Association which remain following satisfaction of all liabilities and obligations then outstanding, shall be expended for the purposes for which the Association was established by transfer to a similar nonprofit corporation or charitable entity as described in the Articles and as permitted by law. In no event will funds be used for the personal benefit of any Director, Division Director, Member, or Officer.

Article XVIII: Legislation and Publicity.

Section 1. No legislation shall be recommended, approved or disapproved in the name of the Association unless there has been a report thereon by an Association committee and unless such action is taken by a vote of a majority of the members of the Board of Directors present at any meeting of the Board of Directors.

Section 2. No public endorsement of any kind in the name of the Association shall be made, and no publication in the name of the Association shall be distributed, except by a vote of a majority of the members of the Board of Directors present at any meeting of the Board of Directors.

Article XIX: Amendments.

Amendments to these Bylaws shall, from time to time, be proposed to the membership by the Board of Directors. The amendments are approved if two-thirds ($\frac{2}{3}$) of the Members present at a membership meeting vote in favor. The Board of Directors may also submit amendments to the Members in accordance with the written notice provisions of Section 8 of Article V for the Members written consent in accordance with Section 6 of Article V.

I, Donal Nichols, Chairman of the Association, do hereby certify that the foregoing is a true and complete copy of these First Amended and Restated Bylaws of the Association as submitted to, adopted and ratified by its Board of Director and its Members to be effective as of the date first written above.



Chairman