

Bylaws As amended 1-9-11

INCORPORATION

Save Georgia's Hemlocks, Inc. (hereafter "the Organization") is incorporated in the State of Georgia as an educational and charitable nonprofit organization and in accordance with the Georgia Nonprofit Corporation Code and section 501(c)3 of the Internal Revenue Code. The address of the registered office is 37 Woody Bend, Dahlonega, GA 30533 in Lumpkin County.

MISSION

Save Georgia's Hemlocks, Inc. is a 100% volunteer nonprofit organization composed of interested persons and groups, formed to provide educational and charitable services that encourage, facilitate, and support the efforts of private property owners, businesses, and public agencies to save as many of north Georgia's Hemlock trees as possible from the Hemlock woolly adelgid (HWA) for the lowest cost.

Educational services include, but are not limited to, presenting informational seminars, researching and publishing science-based articles and materials, training of local facilitators to help their neighbors, maintaining a reference-format web site, and providing a live Hemlock Help LineSM for the purposes of enhancing public awareness of the HWA problem and the practical, cost-effective control options that are available; ensuring easy and immediate access to accurate information and advice; and promoting a clear understanding of the aesthetic, economic, and environmental reasons to take timely and effective action to save the Hemlocks.

Charitable services include, but are not limited to, placing soil injectors for the public to borrow, locating sources that sell the appropriate treatment products and equipment at the best prices, identifying properly licensed and insured professionals who specialize in treating Hemlocks at good neighbor rates, providing on-site consultation to individuals and groups to develop local Hemlock health management plans, supplying healthy Hemlock saplings for planting or reforestation, and facilitating and/or participating in Hemlock help projects on private property and (if requested/authorized) on public lands.

All services of the Organization are provided on a no-cost or low-cost basis. Participation in the Organization is based solely on expressed interest, and all individuals or groups sharing the vision of Save Georgia's Hemlocks are welcome.

Our guiding principles are to do all for the benefit of homeowners and their Hemlocks with no benefit accruing to any participant; to operate in the most efficient, cost-effective manner adhering to nonprofit best practices and standards of excellence; and to do all with simplicity, transparency, and the spirit of charitable service.

KEY ARTICLES OF INCORPORATION

The Articles of Incorporation are the official statement of the establishment of the Organization and the guide for operation and dissolution. Select articles are quoted below.

Purpose (Article 4): The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Private Inurement (Article 7): No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof.

Limitation on Activities (Article 7): No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Dissolution (Article 8): Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

BASIS OF OPERATION

The Organization will select and pursue only goals and activities that are consistent with the purposes for which it is deemed tax-exempt.

The Organization will not participate in any activities that are illegal at any level of government or that violate fundamental public policy.

The Organization will not operate for the benefit of private interests of any leader, member, contributor, or any family member or friend of a leader, member, or contributor.

Bylaws of the Organization are intended to be consistent with codes established by the State of Georgia and guidelines/requirements of the federal government. Where there is any conflict, the codes of the State of Georgia and the guidelines/requirements of the federal government will prevail. Any aspect of operation not covered by the Bylaws is automatically assumed to be covered by the state and Federal laws and regulations for aspects that they cover.

Under no circumstances will the Organization or anyone acting on behalf of the Organization participate or intervene in the political campaign of or take a position for or against a candidate for local, state, or federal office.

Basic policy of the Organization is not to conduct lobbying activities, that is, not to try to influence local, state, or national legislation and not to try to influence public opinion in a pro or con direction on a legislative matter or referendum. Any activities that border on lobbying will be restricted to an insubstantial part of the total activities and will clearly meet the requirements of an Organization exempt from taxation under 501(c)3.

Any voter education activities or public forums will be conducted in a strictly non-partisan manner.

Funds will be raised in a variety of ways, depending on the issues, with a broad base of public support.

The Organization will not operate a trade or business that is unrelated to the exempt purposes.

On a year-to-year basis, the Organization will receive the bulk of its support from a broad and diverse public base, including contributions and gross receipts from activities related to the purposes for which it was deemed exempt from taxation. Consistent with IRS requirements, no more than one third of support will come from gross investment income.

The Organization does not start out as a dues-paying organization, but the Board of Directors has the authority periodically to assess the desirability and to establish and implement a dues-paying structure if deemed desirable.

The Organization will provide a written acknowledgment to a donor for any single contribution of \$250 or more and a written disclosure to a donor who makes a payment in excess of \$75 partly as contribution and partly for goods or services provided by the Organization.

No earnings or contributions will inure to the benefit of any individual involved in the leadership or administration of the Organization.

The Organization will make all reports required by the local, state, and Federal governments in the format and by the time required.

The Organization will keep financial records as required for analysis of base of support.

The Organization will file, as required, an annual 990 or 990-EZ tax report and any other returns or information required.

Upon request, the Organization will make available for public inspection its exemption application (Form 1023). Upon request, it will also make available for public inspection and copying its recent annual tax returns (Form 990 or 990 EZ).

CONFLICT OF INTEREST POLICY

The Organization has adopted a Conflict of Interest Policy that will be reviewed with and signed by every officer, director, staff, and committee chairperson who works with the Organization. The Policy is patterned after the model proposed by the Internal Revenue Service. The Policy is hereby incorporated as part of these Bylaws and included as Attachment A. A summary of the impact of the Policy follows.

Conflict defined. A conflict of interest may exist when the interests or activities of any director, officer, or staff member (if one) may be seen as competing with the interests or activities of the Organization or when any director, officer, or staff member has the potential to derive a financial or other material gain as a result of direct or indirect relationship.

Disclosure required. A possible conflict of interest shall be disclosed to the Board by the person concerned. When there is doubt whether a conflict exists, the matter shall be resolved by vote of the Board, excluding the person concerning whose situation the doubt has arisen.

Absence from vote. When any conflict of interest is relevant to a matter requiring action by the Board, the interested person shall call it to the attention of the Board or committee deliberating the issue, and such person shall not vote on the matter. The non-voting Board member may, however, be counted toward a quorum.

Minutes. The minutes of the meeting shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote.

NONDISCRIMINATION POLICY

No one will be denied membership on the Board of Directors, election as an officer, or participation in meetings, the decision-making process, or implementation of activities due to race, color, sex, age, religion, religious creed, national or ethnic origin, ancestry, political affiliation, sexual orientation, veteran status, disability, or handicap. No one will be discriminated against in any way or denied the benefits of activities of the organization due to any of these factors.

MEMBERS (VOTING)

Voting membership consists of the members of the Board of Directors. An issue requiring a vote will be determined by vote of the Board members, except that Board members and officers will be elected by vote of members (voting) and members (generally non-voting) at the Annual meeting.

MEMBERS (GENERALLY NON-VOTING)

The Organization is expected to include core participants and a broad range of participants who will vary in number and characteristics according to interest in the specific issue being addressed. These persons will be integral parts of the Organization and will participate actively and freely in the deliberative and decision-making process but will vote officially only during the Annual meeting during the election of the Board of Directors and officers.

During any meeting, maximum input will be obtained from these participants so that any vote necessary to be taken by the Board of Directors will be informed. Meetings will be public so that persons can participate actively, and all deliberations are transparent (see section on Meetings). Many issues will be resolved by consensus that will include the opinions of these persons.

Anyone who indicates an interest in participating generally or in a specific issue will be placed on a list of participants. Participants do not have voting privileges, except for election of Board members and officers, but they do have opportunity to be heard by the Board at meetings through active participation in discussion or via e-mail communication to the Chairman or the Board.

They may participate on committees and be designated to chair committees. Persons who chair committees will report to the Board and will serve as ex-officio non-voting members of the Board. All may participate actively in implementation of activities of the Organization.

BOARD OF DIRECTORS AND OFFICERS

The Organization will have a minimum of three and a maximum of seven Board members, including the Chairman and Vice Chairman. The initial number will be five, but may change from time to time by vote of the Board.

Officers will be Chairman, Vice Chairman, Secretary, and Treasurer.

The Chairman and Vice Chairman of the Board will also serve as Chairman and Vice Chairman, respectively, of the Organization.

The positions of Secretary or Treasurer may be filled by any Board member or by a non-Board member.

TERMS OF OFFICE AND ELECTIONS

The initial slate of Board members was formed through their kind acceptance of the Chairman's invitation to serve. Terms of the initial Board members and officers will expire or be re-confirmed at the Annual meeting to be held in January, 2010. Subsequent terms of office will be one year, with no limit on the number of consecutive terms an individual can serve.

Effective after the Annual meeting in January 2010, Board members and officers will be elected at an Annual meeting with date to be set (generally in January) by the Board members. Members and officers will serve until the next Annual meeting or until an earlier time if resignation or death occurs. If resignation or death occurs, remaining Board members will elect a person to complete the term.

A nominating committee and chair will be designated by the Chairman prior to the Annual meeting. Nominations of Board members and officers may be made by self, Board members, or participants (members, generally non-voting). The chair of the nominating committee will circulate the ballot to all participants who have provided an e-mail address one week prior to the election. E-mail votes will be accepted through the end of the day preceding the date of the Annual meeting. The nominating committee chair will conduct the formal election during the Annual meeting. Majority vote of those present and those voting by e-mail will be required for election of a Board member and for election of an officer.

QUORUM AND VOTING

For any issue requiring a vote, each Board member will have one vote and may vote by proxy given to another Board member. A majority of Board members constitute a quorum, and in the event of a tie vote, the Chairman will be given one additional vote. Passage requires a positive vote of at least three Board members or a majority of the total number of Board members, whether by proxy or in person, if the number of Board members is greater than five. The Secretary and Treasurer will not vote unless also a member of the Board.

Effort will be made to engage the attention of every Board member and obtain his/her input on any issue requiring vote or that provides significant guidance to policies or activities of the Organization.

GENERAL DUTIES OF ALL BOARD MEMBERS

General duties of all members of the Board of Directors will include:

Participating in quarterly Board meetings, including the Annual meeting.

Making decisions that determine the policies and guide the activities of the Organization.

Ensuring that activities of the Organization are consistent with the Articles of Incorporation and these Bylaws.

Selecting appropriate issues and prioritizing objectives for the Organization.

Listening to comments of participants on issues and considering their input in decision-making.

Sharing the decision-making for determining fiscal policy and appropriate use of funds.

Considering and approving budgets and proposed expenditures. Once a budget or expenditure is approved, the authorized official(s) may proceed in accordance with the approval.

Providing leadership and coordination of activities as agreed with other Board members.

Chairing committees as requested by the Chairman and/or as approved by the Board.

Approving statements to be released to the public and news media as requested by the Chairman.

Electing new Board members during the year if additional members are added or if replacement is needed.

SPECIFIC DUTIES OF THE CHAIRMAN

Specific duties of the Chairman will include:

Ensuring that each officer, member of Board of Directors, and chairperson of a committee receives a copy and is briefed on the contents of (a) the Articles of Incorporation, (b) these Bylaws, and (c) the Conflict of Interest Policy.

Ensuring that each officer, member of Board of Directors, and chairperson of a committee signs a statement indicating understanding of Articles of Incorporation, Bylaws, and Conflict of Interest Policy and confirming intent to adhere to principles of each.

Providing leadership to ensure that the activities of the Organization are consistent with the Articles of Incorporation and these Bylaws and that all activities are conducted in an ethical and accountable manner.

Calling meetings of the Board of Directors and general membership and presiding at the meetings.

Establishing an agenda for each meeting with input as necessary from Board members and other officers.

Ensuring that a proper record is made of meetings.

Expending funds within limits set by the Board of Directors and for the purposes approved by the Board.

Conducting ordinary business of the Organization and executing and delivering on behalf of the Organization any contract, conveyance, or similar document not requiring approval of the Board or that has been approved.

Ensuring that financial records are kept appropriately and that required reports are made in an accurate and timely manner to local, state, and federal governments and to any other entity that provides funds with requirement for periodic reporting.

Preparing statements and materials to be released to the public and news media or approving such statements or materials prepared by other Board members.

Representing the Organization officially as appropriate.

Serving as co-signatory of bank account.

SPECIFIC DUTIES OF THE VICE CHAIRMAN

Specific duties of the Vice Chairman will include:

Assuming all the duties as stated above in the absence of the Chairman or the Chairman's inability to perform.

Sharing fully in the leadership of the Organization to maximize accomplishment of specific goals set by the Board.

Tracking activities agreed upon by the Board of Directors and as agreed with the Chairman. Taking responsibility for accomplishment of certain activities as agreed with the Chairman and providing leadership and support as necessary to others.

Expending funds within the limits set by the Board and for the purposes for which approved.

Serving as co-signatory of bank account.

SPECIFIC DUTIES OF THE SECRETARY

Specific duties of the Secretary will include:

Recording attendance at meetings, decisions made, actions to be taken, and persons responsible.

Tracking accomplishment of actions of the Organization and preparing an annual report of accomplishments for the Board to review and then release to the public.

Preparing correspondence as necessary and as requested by the Chairman or Vice Chairman.

Keeping official non-financial files of the Organization, including but not limited to statements and materials released to the public and news media, educational and promotional materials, fund-raising solicitations, and periodic reports of accomplishments.

SPECIFIC DUTIES OF THE TREASURER

Specific duties of the Treasurer will include:

Keeping official financial records and materials of the Organization, including the checkbook and monthly bank statements.

Serving as co-signatory of bank account along with either the Chairman or Vice-Chairman.

Depositing funds to the Organization's bank account and keeping records of donations, whether in the form of funds, materials, or services, along with the amount or value of the donation, the donor's name and address, and any requirements specified by the donor concerning the use of their donation.

Preparing and sending written disclosure forms or donation recognition forms to donors, as specified in IRS publication 557.

Writing checks as requested by the Chairman or Vice Chairman for expenditures that are within the limits set by the Board of Directors and for the purposes approved by the Board and keeping records of the Organization's expenses by categories of education, charitable service, and administration/overhead.

Ensuring that county, state, and federal tax reports are prepared in an accurate and timely manner.

Ensuring that annual reports and other submissions as required by government entities are prepared in an accurate and timely manner.

Preparing an annual financial report for the Board to review and then release to the public.

Ensuring audit of financial records as required.

COMMITTEES

The Chairman may create committees and designate committee chairs as needed, after consultation with Board members.

REGULAR OR SPECIAL MEETINGS

Regular meetings will normally be held quarterly. Special meetings may be called by the Chairman as needed or at the request of two or more Board members.

All meetings will be open to all members, voting and generally non-voting, and announced so that interested persons may participate. Announcement will be made by electronic mail to Board members and persons on the list of participants who have provide an e-mail address.

The web site will post notice of upcoming meetings along with the known agenda of issues to be addressed. It will also post reports of the discussions, actions, and decisions from completed meetings.

Anyone attending a meeting has a right to express an opinion and participate actively in the deliberations. The Chairman will seek maximum input from all those present so that Board members can benefit from the broad range of opinions that may be expressed.

Board members will vote on issues that require a vote for resolution and direction.

All discussion and voting will be transparent.

ANNUAL MEETING

Effective after the annual meeting in January 2010, an Annual meeting will be held in January each year unless Board members vote to hold the meeting in another month, on a date and at a time and place to be determined by the Board. The Annual meeting will coincide with the regular meeting that normally occurs in the first quarter unless Board members vote otherwise.

The Annual meeting will be open to all members, voting and generally non-voting (participants), and announced so that interested persons may participate. Announcement will be made at least two weeks in advance of the meeting in the local newspapers of the counties served, on the web site, and by electronic mail to Board members and persons on the list of participants who have provided an e-mail address.

Board members and officers will be elected by a simple majority of members (voting and generally non-voting) present. No minimum number is required except the normal requirement for at least a majority of Board members to transact business.

A draft of the annual financial report and annual report of accomplishments will be presented and reviewed. A finalized version will be published in February each year.

Effective after the annual meeting in January 2010, if the meeting is held later than January, current Board members and officers will continue in their respective positions until the meeting is held.

RECORD DATE FOR ANNUAL MEETING

The record date for determining the list of participants will be no later than two weeks before the annual meeting date. The list will include those who have voluntarily participated in previous meetings, supported or participated in the implementation of any activity of the organization, or otherwise have shown interest in being part of the Organization and have provided an electronic or residential address. To ensure that all eligible participants are notified of the date and time of the Annual meeting, the Chairman will post a notice in the local newspapers of the counties served and send an e-mail notice to those who have provided an e-mail address.

BANK ACCOUNT

The bank account will have three approved signatories, with the signatures of any two being valid for check processing. The signatories are Treasurer, Chairman, and Vice-Chairman. Routine practice will be for checks to bear the signature of the Treasurer and Chairman. In the absence of the Chairman, the co-signature of the Vice Chairman will be valid. In the absence of the Treasurer, the co-signatures of the Chairman and Vice Chairman will be valid.

FISCAL YEAR

The fiscal year of the Organization will be December 1 – November 30, inclusive.

CONTRIBUTIONS

The Organization may accept contributions, grants, and bequests for purposes consistent with its tax-exempt purposes as set forth in the Articles of Incorporation. The Organization will retain sufficient control over all designated contributions to ensure that the funds are used in accordance with the Organization's tax exempt.

DONOR PRIVACY POLICY

Save Georgia's Hemlocks, Inc. deeply values the contributions our donors make to sustain our mission. We recognize that philanthropy is based on voluntary action for the common good. It is a tradition of giving and sharing that is primary to the quality of life. To assure our donors that their personal information is handled with respect and with confidentiality to the full extent provided by law and to guide our directors, officers, and members on how they may and may not use this information, we have adopted a formal Donor Privacy Policy. The Policy is hereby incorporated as part of these Bylaws and included as Attachment B. A summary of the impact of the Policy follows.

Donor information will be protected with great care and will not be shared, internally or externally, in any illegal or inappropriate way.

Only those items of donor information specifically listed in the Donor Privacy Policy will be collected and used only for the purposes and in the manner stated in the Policy.

EXPENDITURES

Authorization – Board members are authorized to incur expenses on behalf of the Organization for a single transaction up to \$300 without pre-approval of the Board, provided the expense is for specifically approved budget items and is accounted for properly to the Board. However, as the balance in the Organization's checking account may fluctuate, the Board member should coordinate the timing of such expenditures with the Treasurer or Chairman to ensure current availability of funds.

Accounting – The Organization wishes to track all expenses – whether reimbursed or not – in the categories of education, charitable service, and administrative overhead. The requirement for proper accounting is fulfilled by submission of a completed Expense Report and Reimbursement Request form with copies of receipts attached; this should be sent to the Treasurer within one month of the date the expense is incurred.

Reimbursement – If a Board member spends personal funds on behalf of the Organization and would like to be reimbursed, he or she should mark the “Reimbursement Requested” section when submitting the Expense Report and Reimbursement form. Reimbursement will be made by check prepared by the Treasurer or in the Treasurer’s absence by the Chairman or Vice Chairman and signed by two authorized signatories.

CHARITABLE SERVICE PROJECTS

Save Georgia’s Hemlocks desires to assist property owners, nonprofit organizations, and government agencies to save endangered Hemlocks through charitable service projects when there is a compelling financial need and the Organization’s funds and/or manpower permit. Such assistance will typically be in the form of financial help to purchase Hemlock treatment materials and/or volunteer labor to perform the Hemlock treatment but may take other forms on occasion.

Approval Process – The Organization does not wish to implement a formal application process but will evaluate the financial need and other factors for each potential project based on the information provided by the presenting Volunteer Facilitator or Board member. Individuals, organizations, and agencies desiring a charitable service project may present a request to a Volunteer Facilitator or Board member, who will convey it to the Board for consideration. Criteria for consideration include, but are not limited to:

a compelling financial need on the part of the Hemlock owner;

the condition, location, and environmental or other significance of the Hemlocks in question;

the likely benefits or losses to the Hemlock owner and/or the community associated with a go or no-go project decision;

the ability and willingness of the Hemlock owner to contribute or participate in the project in some way;

and the Organization’s available funds and pool of volunteers.

Confidentiality – The Organization is committed to respecting the privacy of community members. The discussions and proceedings concerning a Hemlock owner’s request for a charitable service project will remain confidential between the presenter and Board members. Only non-private information may be recorded in the Board meeting minutes or shared with others on a need to know basis in order to carry out an approved project.

Record-Keeping – Appropriate financial records of charitable service projects will be maintained by the Treasurer. The team leader for a charitable service project will document the client’s contact information, nature of the project, actual cost, source of funds, and any donation made by the client and forward this information to the Treasurer within a month of project completion.

LOANS AND ADVANCES

No loans will be made by the Organization to any Board member or officer. Advances will be made only for Board-approved expenditures on behalf of the Organization.

COMPENSATION

Officers and members will not receive compensation but will be reimbursed for actual and reasonable expenses incurred on behalf of the Organization. While it is not currently contemplated, if any compensation were to be considered for any Board member or contractor at any point in the future, the Board would follow the Conflict of Interest Policy. Any compensation arrangement would be approved in advance and documented in writing with the date and terms of approval.

LIABILITY

No director, officer, or other person acting with authority on behalf of the Organization will be held liable for monetary damages for any action taken, or failure to take action, except liability for acts or omissions that involve intentional misconduct or a knowing violation of law or any transaction from which an improper personal benefit was derived, including violation of the conflict of interest policy.

The Organization will maintain a Directors and Officers Liability Policy. Directors, officers, and all volunteers are encouraged to also maintain their own personal insurance coverage.

DOCUMENT MANAGEMENT POLICY

Save Georgia's Hemlocks recognizes the need to maintain the Organization's documentation in such a way as to be able to meet its own informational needs, provide appropriate information to the public, and comply with all laws and regulations that apply to the Organization. Therefore, we have adopted a formal Document Management Policy which governs the retention, protection, destruction, and sharing of hard copies as well as on-line and electronic media. The Policy is hereby incorporated as part of these Bylaws and included as Attachment C. A summary of the impact of the Policy follows.

Document Retention – Requirements are set forth indicating specific types of documents that will be maintained permanently or for a designated period of time.

Document Protection – Requirements are set forth indicating the manner in which documents will be stored as well as when and how they will be backed up.

Document Destruction – Requirements are set forth concerning the timing and manner in which documents will be destroyed as well as restrictions governing when documents may not be destroyed.

Provision of Documentation for Investigations or Litigation – Requirements are set forth concerning the provision of documents requested or subpoenaed by legally authorized personnel.

WHISTLEBLOWER PROTECTION POLICY

Board members, officers, and other members of Save Georgia's Hemlocks are expected to observe high standards of business and personal ethics in the conduct of their duties and responsibilities and to comply with all laws and regulations that apply to the Organization. Therefore, we have adopted a formal Whistleblower Protection Policy to support the Organization's goal of legal compliance and to encourage individuals to raise serious concerns within the Organization prior to seeking resolution externally. The Policy is hereby incorporated as part of these Bylaws and included as Attachment D. A summary of the impact of the Policy follows.

Procedures – If any member reasonably believes that some policy, practice, or activity of the Organization is in violation of law, that individual should file a written complaint with the Board. The Board will acknowledge receipt of the complaint, investigate the allegations, and take prompt corrective action as needed.

Protection – A member who files a complaint is protected from retaliation, provided the reporting individual brings the alleged unlawful activity, policy, or practice to the attention of Save Georgia's Hemlocks as described above and allows the Organization a reasonable opportunity to investigate and correct the alleged violation.

Confidentiality – Complaints may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

AMENDMENT OF BYLAWS

These Bylaws will be reviewed annually by the Board of Directors and may be amended at any time by two-thirds vote of all Board members. Proposed amendments with rationale for the proposal will be provided in writing to each Board member for consideration at least ten days before the date on which they are to be considered for adoption by the Board.

Proposals may be made by members of the Board, officers, or participants. Approved amendments will be documented in writing, signed by all Board members, and posted on the web site.

CERTIFICATION

These amended Bylaws were approved at a meeting of the Board of Directors on January 9, 2011 and are effective as of this date.

Donna Shearer, Chair

Bob Pegg, Vice-Chair

[Signature], Board Member

[Signature], Board Member

Jimmie Walters by e-mail, Board Member

Attachment A to Bylaws

Conflict of Interest Policy

Article I – Purpose

The purpose of the conflict of interest policy is to protect Save Georgia's Hemlocks, Inc.'s (Organization's) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. A conflict of interest may exist when the interests or activities of any officer, director, staff, or committee member may be seen as competing with the interests or activities of the Organization. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II – Definitions

1. **Interested person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III – Procedures

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action up to and including dismissal of the member.

Article IV – Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- 3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- 1. Has received a copy of the conflicts of interest policy,
- 2. Has read and understands the policy,
- 3. Has agreed to comply with the policy, and
- 4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII – Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:






- 1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- 2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Certification

This Conflict of Interest Policy was approved at a meeting of the Board of Directors on November 8, 2009 and is effective as of this date.

 <hr/> , Chairman Donna Shearer	 <hr/> , Board Member Joel Longstreet
 <hr/> , Board Member Bob Pledger	 <hr/> , Board Member Rob Strangia
 <hr/> , Board Member Jimmie Walters	

Attachment B to Bylaws

Donor Privacy Policy

CONFIDENTIALITY

We do not sell, rent, or lease our donor lists to other organizations.

We do not trade or share our donor lists with other organizations.

We do not employ any outside entity for fund-raising activities.

We offer donors the option to be recognized by name or anonymously.

We will not list donor names in any publication without first obtaining their consent and their preferred listing.

Within Save Georgia's Hemlocks, internal sharing of donor information is on a need-to-know basis only.

Donors may request that they not be solicited in the future.

Donors may request not to receive mailings, either electronic or hard copy.

INFORMATION COLLECTED

Here are the types of donor information that we collect and maintain:

- Donor information: donor's name, complete address, phone number, email address, and organization.
- Donation information: form of donation (funds, materials, or services), date of donation, amount or value of donation, and any special instructions on how the donation is to be used.
- Communicated information: donor's comments, suggestions, or questions.

We retain a copy of the disclosure form or tax acknowledgement form sent to the donor's address, as required by the IRS.

We do not collect or retain any bank information from checks or other forms of payment received.

USE OF INFORMATION

We use donors' information to thank them for their contributions and to send an appropriate disclosure form or tax acknowledgement form as required by the IRS.

We add donors' information to our e-mail list (if an e-mail address has been provided) to inform them of upcoming events, provide news of accomplishments, solicit input for decisions to be taken by the Board, ask for help to identify groups to which we might offer our educational and/or charitable services, and communicate the needs of the Organization.

We utilize a limited portion of donor information for internal analysis and record-keeping to meet IRS requirements to report the amount(s) of donations and the number of donors from the general public, but we do not share any personal identifying information on these reports.

We use the comments offer by donors to provide them with information requested, and we take seriously each recommendation as to how we might improve communication and performance.

REVIEW/REVISION OF THIS POLICY

This policy will be reviewed on an annual basis by the Board of Directors and may be revised as needed. Donors will be advised is revisions.

REMOVAL FROM MAILING LIST

It is our desire to not send unwanted mail to anyone. Any person wishing to be removed from our mailing list may contact us by phone or e-mail.

CONTACTING US

Any person with comments or questions about this or other policies and activities of Save Georgia's Hemlocks is invited to contact us by phone or e-mail. We promise to provide a prompt, truthful, and forthright response.

By phone: 706-429-8010

By e-mail: donna@savegeorgiashemlocks.org or board@savegeorgiashemlocks.org

CERTIFICATION

This Donor Privacy Policy was approved at a meeting of the Board of Directors on November 8, 2009 and is effective as of this date.

<u>Donna Shearer</u>	, Chairman	Donna Shearer
<u>Robert W. Pledger</u>	, Board Member	Bob Pledger
<u>Jimmie Allen Walters</u>	, Board Member	Jimmie Walters
<u>Joel Longstreet</u>	, Board Member	Joel Longstreet
<u>Rob Strangia</u>	, Board Member	Rob Strangia

Attachment C to Bylaws

Document Management Policy

Article I – Purpose

The purpose of this policy is to identify the responsibilities of Board members and officers for the maintenance, storage, and destruction of the Organization's documents and records in support of the Organization's information management needs and in compliance with the Sarbanes-Oxley Act of 2002 Section 802, IRS records retention requirements, and the charitable laws of the State of Georgia.

Article II – Document Retention

The chart that follows specifies the types of documents that will be retained, the retention period, and any pertinent notes concerning their handling. The Chairman will retain hard copies and/or electronic copies of all documents listed in the chart unless otherwise noted. Electronic documents will be backed-up daily via an off-site server.

DOCUMENT RETENTION SCHEDULE	
Type of Document	Retention Period and Notes
Organizational Records	
Incorporation documents including Articles of Incorporation, Bylaws, Board policies and resolutions, EIN Designation, and related documents	Permanent
Tax-exemption documents including Application for Tax Exemption (IRS Form 1023), IRS Determination Letter, Sales Tax Exemption Letter, and related documents	Permanent – Federal law requires copies of these documents to be held at organization's HQ office. These records must be made available for public inspection upon request.
Annual business license, corporate registration, and related documents	Permanent
Meeting/Board documents including agendas, minutes, and related documents	Permanent – Care should be taken to include only necessary information in these documents.
Documents that have historical, legal, or programmatic significance	Permanent

Financial Records	
Annual Information Returns (IRS Forms 990 and attachments)	7 years – Federal law requires that the 3 most recent years' returns be kept in the organization's HQ office and be made available for public inspection upon request (excluding Schedule B).
Year-end financial reports/statements	Permanent
Quarterly financial reports/statements	3 year
Monthly bank statements, canceled checks, deposit receipts, check registers, investment statements, and related documents	7 years – Treasurer will retain these.
Income and expense documentation supporting Annual Information Returns including invoices, receipts, expense reports, and reimbursement requests/disbursements	7 years
Audit reports and related documents	Permanent

DOCUMENT RETENTION SCHEDULE continued	
Type of Document	Retention Period and Notes
Donations/Funding Records	
Grant applications	7 years
Grant dispersal contracts	Permanent
Donor lists and acknowledgments	Confidential – 7 years

Personnel Records	
Recruitment information, applications, job descriptions, and resumes of Board members and officers and related correspondence	Confidential – 7 years after termination
Lists/records of members , volunteers, and e-mail distribution	Confidential – 3 years or longer

Contracts & Legal Documents	
Directors and Officers Insurance Policy and any other insurance policy	Permanent
Insurance claims or disbursements	Permanent
Legal correspondence	Permanent
Warranties and vendor contracts	7 years or 3 years beyond the life of the contract, whichever is longer
Correspondence relating to negotiation for a contract or service	7 years or 3 years beyond the life of the contract, whichever is longer
Trademark, service mark, and copyright registrations	Permanent

Management Documents	
Strategic Plans	7 years
Periodic status tracking reports	7 years

Publications	
Press releases and public filings	Permanent
Articles and educational and instructional materials	3 years or more
Marketing and sales materials	3 years or more
Web site	3 years or more

Article III – Document Protection

Documents (hardcopy, online or other media) will be stored in a protected environment for the duration of the Document Retention Schedule. Each individual responsible for custody of electronic documents will be responsible for maintaining computer backup media.

Article IV – Document Destruction

Hard copies of documents will be destroyed by shredding after they have been retained until the end of the Document Retention Schedule. Online copies will be destroyed by fire or other proven means to destroy such media after they have been retained until the end of the Document Retention Schedule. However, all permitted document destruction must be halted if the Organization is being investigated by a governmental law enforcement agency, and routine destruction may not resume without the written approval of legal counsel or the Chairman.

Article IV – Provision of Documentation for Investigations or Litigation

Upon notification of an investigation or litigation, the Chairman will immediately notify all Board members and officers that NO documents may be destroyed until the “all clear” notice is given. The Chairman will authorize provision of documents requested or subpoenaed by legally authorized personnel, and such documents will be provided within 5 business days. No documents will be concealed, altered, or destroyed with the intent to obstruct the investigation or litigation.

Certification

This Document Management Policy was approved at a meeting of the Board of Directors on January 9, 2011 and is effective as of this date.

Donna Shearer, Chairman Donna Shearer

Bob Pledger, Vice Chairman Bob Pledger

Rob Strangia, Board Member Rob Strangia

Dave Teffeteller, Board Member Dave Teffeteller

Jimmie Walters by e-mail, Board Member Jimmie Walters

Attachment D to Bylaws

Whistleblower Protection Policy

Article I – Purpose

Board members, officers, and other members of Save Georgia's Hemlocks are expected to observe high standards of business and personal ethics in the conduct of their duties and responsibilities and to comply with all laws and regulations that apply to the Organization. The purposes of this policy are to support the Organization's goal of legal compliance and to encourage individuals to raise serious concerns within the Organization prior to seeking resolution externally.

Article II – Procedures

If any member reasonably believes that some policy, practice, or activity of the Organization is in violation of law, that individual should file a written complaint with the Chairman of the Board and may, at their discretion, also submit a copy to the other Board members. The Chairman will send acknowledgment of receipt of the report to the reporting individual within five business days. The Board is responsible for investigating and resolving all reported complaints and allegations concerning violations promptly and taking appropriate corrective action if warranted by the investigation. Investigation findings and any resolution taken will be documented in the file with the original report.

Article III – Protection




A member who, in good faith, makes a protest or raises a complaint against some practice of the Organization or of another individual or entity with whom the Organization has a business relationship, based on a reasonable belief that the practice is in violation of law or a clear mandate of public policy, is protected from retaliation, provided the reporting individual brings the alleged unlawful activity, policy, or practice to the attention of Save Georgia's Hemlocks as described above and allows the Organization a reasonable opportunity to investigate and correct the alleged violation.

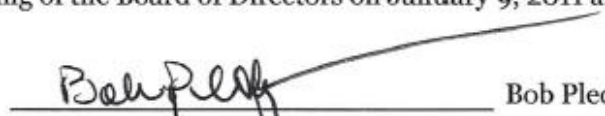

Article IV – Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Certification

This Whistleblower Protection Policy was approved at a meeting of the Board of Directors on January 9, 2011 and is effective as of this date.

	Donna Shearer Chairman
	Rob Strangia Board Member
	Jimmie Walters Board Member

	Bob Pledger Vice Chairman
	Dave Teffeteller Board Member