

THE GEORGIA ASSOCIATION OF PERSONNEL SERVICES

CONSTITUTION AND BY-LAWS

(REVISED JANUARY, 2010)

ARTICLE I NAME AND LOCATION

SECTION 1 The name of this organization shall be the Georgia Association of Personnel Services, Incorporated (or GAPS), (hereinafter referred to as the ASSOCIATION). GAPS is a IRS Designated 501(c) 6, non-profit business league; which can be considered a trade group or professional association.

SECTION 2 The principal office of the ASSOCIATION shall be in the city where the President of the Association has offices or shall be in a city selected by a two-thirds vote of the Board of Directors at a meeting where a quorum is present. The office may be moved at any time by following the above specified steps.

SECTION 3 The fiscal year, for financial purposes only, shall coincide with the calendar year.

ARTICLE II OBJECT AND PURPOSE

SECTION 1 The purposes of the ASSOCIATION shall be "To promote and encourage high standards, efficiency, conduct and ethics in the direct hire placement and/or temporary staffing services industry (hereinafter referred to as INDUSTRY) by means of study, discussion, and education".

1. To foster research and distribution of knowledge of the INDUSTRY among its membership, the general public and to broaden public understanding of the personnel consulting industry.

2. To foster, promote, maintain and encourage the civic, social and economic welfare of the INDUSTRY and to support our system of free competitive enterprise.

3. To cooperate with the federal, state and local government authorities for the good of the INDUSTRY.

4. To cooperate with educational institutions in matters of interest to the INDUSTRY.

5. To acquire, preserve and disseminate data and valuable information relative to the functions and accomplishments of the INDUSTRY.

6. To cooperate with local, regional, and national associations with common interests in the INDUSTRY and preserve the INDUSTRY's image.

7. To promote the best interests of the INDUSTRY with regard to legislative and law enforcement matters.

8. To undertake such other functions consistent with the bylaws that will enhance the professionalism of the INDUSTRY.

SECTION 2 The ASSOCIATION shall never form or enter into any agreement, understanding,

combination or any other form of action designed to limit production, fix prices, suppress competition, nor in any other manner restrain or monopolize trade; nor shall the ASSOCIATION engage in any other act or acts which might be a contravention of law.

ARTICLE III DEFINITIONS

SECTION 1 Definitions of business terms: The purpose of this section is to provide clarity of terms for membership classification.

1. Firm: A direct hire placement and/or temporary staffing firm (herein after referred to as FIRM) shall mean any sole proprietorship, partnership, corporation, any other business entity or group of offices holding common financial interest that maintains an office, with attended telephone service during normal hours and has a person actually engaged in the performance of personnel consulting for hire to the public at large, and who, in the performance of such services, complies with established rules, regulations and laws pertaining to the INDUSTRY.

2. Consultant: Any Employee of the FIRM who is actually engaged in the performance of personnel consulting for hire to the public at large.

3. Home Office: The office of a FIRM having more than one office where that FIRM's policy having to do with control of personnel, finances, etc., is made.

4. Branch Office: The office under the control of the Home Office which conducts business under the same FIRM name.

5. Affiliate: Any business firm/professional which is NOT a direct hire placement or temporary staffing firm, but which is engaged in providing a product and/or service to the INDUSTRY and which is in sympathy with the objectives and purposes of GAPS shall be eligible for affiliate membership.

ARTICLE IV MEMBERSHIP AND QUALIFICATION FOR MEMBERSHIP

SECTION 1 Voting Membership: Only FIRM or AFFILIATE members, which in the opinion of the Board of Directors, are in sympathy with and adhere to the purposes of the Association, comply with all the provisions of the bylaws and comply with the standards of business practices shall be eligible for active membership and eligible to vote in matters of ASSOCIATION business. AFFILIATE members are eligible to hold elective office on the Board of Directors, with the exception of officer roles. AFFILIATE member representation on the Board of Directors SHALL NOT EXCEED 25% of the total Board of Directors representation at the time of official ballot confirmation.

1. FIRM Membership: As defined in ARTICLE III, Section A-1.

2. AFFILIATE Membership: As defined in ARTICLE III, Section A-5. Affiliate membership SHALL NOT EXCEED 25% of the total Association Membership.

3. Membership in the ASSOCIATION belongs to the FIRM or AFFILIATE Member, rather than to the individual. However, the FIRM or AFFILIATE member shall designate the "Voting Member" on each membership application and dues renewal. In the event the owner or manager of a FIRM or AFFILIATE Member shall change, the new owner or manager shall submit a proper transfer membership application subject to the approval of the Board of Directors for continued membership under the new management.

SECTION 2 Non-voting Membership: The following membership categories shall have non-voting membership and shall not be eligible to hold elective office in the Association.

1. Consultant Membership: Any individual, who is employed in the INDUSTRY, is in sympathy with the objectives and purposes of the ASSOCIATION but does not fulfill the requirements for FIRM membership shall be eligible for membership subject to the approval of the Board of Directors.

2. Honorary Membership: A person who is not actively engaged in the INDUSTRY who has made outstanding contributions to the INDUSTRY and the ASSOCIATION shall be eligible for honorary membership. Honorary membership is conferred after a recommendation has been submitted to and approved by a two-thirds vote of the Board of Directors at a meeting where a quorum of voting board members is present. Honorary Members are eligible to receive GAPS correspondence and attend GAPS functions free of charge.

3. Life Membership: Any active member or former active member of the ASSOCIATION who has made outstanding contributions to the INDUSTRY and the ASSOCIATION shall be eligible for life membership. Life membership is conferred after a recommendation has been submitted to and approved by a two-thirds vote of the Board of Directors at a meeting where a quorum of voting board members is present. Life Members are eligible to receive GAPS correspondence and attend GAPS functions free of charge.

4. Special Membership: Any Firm outside the State of Georgia which is in sympathy with and adheres to the purposes of the ASSOCIATION, complies with all the provisions of GAPS bylaws and agrees to abide by the code of business practices of GAPS shall be eligible for special membership, subject to the approval of the Board of Directors.

SECTION 3 Membership Procedures in the ASSOCIATION shall be as follows:

1. Election: An application, a signed statement agreeing to abide by the Code of Ethics Standards of Business Practices promulgated by GAPS, accompanied by dues payment shall be submitted to the administrative office for GAPS.

2. Removal: Members of any classification may be removed from membership by a two-thirds vote of the Board of Directors at a meeting where a quorum of voting board members is present. Any member found by the Ethics Committee to have violated the Standards of Ethical Practices of (NAPS) National Association of Personnel Services, to which the ASSOCIATION adheres to or which has failed to pay their Association dues, may be subject to removal from membership. Removal shall occur only after the member complained against has been advised of the complaint lodged against him and has been given reasonable opportunity for defense.

3. Reinstatement: Any former member (either resigned or expelled) desiring reinstatement must make application in the same manner as a new applicant. The application for reinstatement shall not be approved except upon condition of payment of all amounts of past due obligations (if any) to the ASSOCIATION.

4. Resignation: Any member may resign by filing a written resignation with the administrative office, but such resignations shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

ARTICLE V DUES

- SECTION 1 The annual dues for each member classification of the ASSOCIATION shall be determined by the Board of Directors.
- SECTION 2 Invoices for annual dues will be sent to each member classification via electronic or regular mail within a reasonable time frame before due date. Members who fail to pay their dues within forty-five (45) days from due date shall be considered delinquent and will be notified by the Treasurer that their membership in the ASSOCIATION shall be terminated. All rights, privileges, and association services shall be suspended.

ARTICLE VI MEETINGS of MEMBERS & VOTING

- SECTION 1 Annual Meeting: The first meeting of the fiscal year shall be considered to be the annual meeting of the ASSOCIATION for the installation of Officers.
- SECTION 2 Regular: Regular meetings of the ASSOCIATION shall be decided by the Board of Directors. Each member shall be notified via electronic or regular mail at least ten (10) days before the appointed time/place for the meeting.
- SECTION 3 Special: Special meetings of the ASSOCIATION may be called by the President or the Board of Directors. Each member shall be notified via electronic or regular mail at least (10) days before the appointed time/place for the meeting and information as to the subject or subjects to be considered.
- SECTION 4 Voting: At all meetings of the ASSOCIATION, each firm's "Voting Member" as defined by Article IV, Section A shall have one vote to cast, in person only. In the event the "Voting Member" cannot attend a meeting, a substitute may be designated (provided they are a permanent full-time employee of that member firm). This designation must be in writing on the member company's letterhead from the presently authorized Voting Member and must be in the President's hands via electronic or regular mail prior to convening of the meeting.
- SECTION 5 Quorum: At an annual, regular, or special meeting of members, a quorum shall consist of a simple majority of those active member firms present at the meeting.
- SECTION 6 Meetings of the Board of Directors shall be held at least quarterly, as scheduled by the President. Meetings are open to any member of the ASSOCIATION. The President may call a closed executive session only to address personnel issues of the ASSOCIATION or to hear resolutions or complaints regarding member ethics. A simple majority of the Board of Directors must be in attendance to conduct the business of the ASSOCIATION.
- SECTION 7 All regular and special meeting shall be conducted under Robert's Rules of Order (Revised).

ARTICLE VII OFFICERS

- SECTION 1 Elected Officers: The Officers of the ASSOCIATION shall be the President, Vice President – Membership, Vice President – Programs, Secretary, Treasurer and Past President. They shall be elected from the Board of Directors designated in Article VIII, according to procedures outlined in Article IX.
- SECTION 2 Qualifications: Any active member in good standing shall be eligible for nomination and election as Officer of the ASSOCIATION, providing the member has been a full-time employee of a member firm for at least one (1) year.
- SECTION 3 Term of Office: Each Officer's election shall be for a term of one year to run from June 1 through May 31 or until their successor is duly elected and qualified. Each

Elected Officer shall serve concurrently as a member of the Board.

SECTION 4 Re-election: All Officers shall be eligible for re-election to the same office.

SECTION 5 The elected Officers shall have specific responsibilities as follows:

- A. The PRESIDENT shall be responsible for determination of ASSOCIATION policy on all matters requiring such determination between meetings of the Board of Directors; and for the leadership necessary to assure that the work of all committees is carried out in such a manner that the objectives of this ASSOCIATION as set forth in ARTICLE II are realized to the fullest extent possible during his or her term of office.
- B. The VICE PRESIDENTS shall be responsible for the orderly and business like execution of the work of those committees assigned to them by the President and the duties assigned by the President and/or Board of Directors. The VICE PRESIDENT - MEMBERSHIP in the event of the absence, disability or death, resignation or expulsion of the President shall assume the duties of the President and shall possess all the powers and perform all the duties of that office. In the event the Vice President of Membership is unable or unwilling to serve in this position, then the Vice President of Programs shall assume those responsibilities of the President and shall be filled in the manner prescribed in ARTICLE IX.
- C. The SECRETARY shall give notice of all meetings of the Board of Directors and of the Membership, together with the proposed agenda, and shall keep a record of these proceedings.
- D. The TREASURER shall be responsible for collecting all the moneys, paying all bills and keeping all accounts. The Treasurer shall supervise the preparation of an annual report to be submitted to the members at the annual meeting. The books of the Treasurer shall be audited annually by a special committee appointed by the Board of Directors.

ARTICLE VIII BOARD OF DIRECTORS

SECTION 1 This ASSOCIATION shall have up to twelve (12) Directors. Six will come to the Board of Directors as officers designate, including past President. At the end of each year, Directors whose time has expired will be replaced or re-elected. The Board shall constitute the governing body of the ASSOCIATION.

SECTION 2 Up to six additional Board members may be elected from the general membership, according to the procedures outlined in Article IX or may be appointed by the President as Ex-officio board members. As outlined in Article IV, Section A, only FIRM members are eligible to hold Officer roles on the Board of Directors. AFFILIATE member representation on the Board of Directors shall not exceed 25% of the total Board of Directors representation at time of election. Ex-officio appointees may include special project or committee chairpersons, affiliate members, past officers of the ASSOCIATION, or any state member having served or serving for the National Association of Personnel Services. For the purpose of a "quorum" at a board meeting, only those board members who are active members of the ASSOCIATION with voting privileges will be considered.

SECTION 3 The Directors shall administer the affairs of this organization and be responsible for policies of the ASSOCIATION and will direct the Officers toward the implementation of these policies. The President will be the presiding Officer of the Board.

SECTION 4 Executive Director

- A. Appointment: The Board of Directors may retain a staff head who shall have the title of Executive Director whose terms and conditions of retention shall be specified by the Board.
- B. Authority and Responsibility: The Executive Director shall manage and direct all activities of the ASSOCIATION prescribed by the Board of Directors and shall be responsible to the Board.

SECTION 5 Failure by any Director to attend three consecutive monthly meetings or 2 quarterly meetings for any cause or two consecutive meetings without good and sufficient reasons as determined by 3/4 of the remaining Board Members shall result in that director being dropped from the Board.

ARTICLE IX NOMINATIONS AND ELECTIONS

SECTION 1 A Nominating Committee for Officers and Directors shall be appointed by the President by March 1st of each year to consist of five (5) members, two (2) of which shall be Past Presidents, and their report will be made via electronic or regular mail and at the next regular meeting. Only FIRM Board Members may be nominated for Officer roles. Nominations for Director and Officers may be made from the floor and write-in nominations received prior to that regular meeting will be placed before the membership. CLOSED BALLOTS with names of all Board nominees and Officers-elect will be sent to each member by April 30th. Returned ballots will be opened and tabulated by the Nominating Committee. The election of any Board Nominee will be determined by a simple majority (quorum) of those responding to the ballot, with the results immediately announced to the general membership.

ARTICLE X VACANCIES

Upon the death, resignation or expulsion of an Officer or a member of the Board of Directors, the President shall appoint a replacement except when the vacancy occurs in the Presidency. Should the process in ARTICLE VII, Section 5 not be viable, then a Selection Committee consisting of the immediate past President and two past Presidents (a committee of three) will be formed. Should the immediate past President not be available to serve in this role, a prior past President will serve. The appointee will serve until the next election or expiration of the term of the position vacated, whichever comes first.

ARTICLE XI COMMITTEES

The President, upon direction of the Board of Directors, will authorize and delegate responsibility for all special projects through the appointment of committees and is automatically an ex-official member of all committees. The following shall be known as Standing Committees:

1. Membership Committee, Chaired by V.P. Membership
2. Membership Retention Committee
3. Program Committee, Chaired by V.P. Programs
4. Governmental Affairs Committee
5. Education and Certification Committee
6. Ethics and Arbitration Committee
7. Public Relations Committee
8. Parliamentarian: This shall be a committee of one whose duty shall be to advise the chair of proper procedure according to Robert's Rules of Order.

ARTICLE XII RESIGNATIONS AND EXPULSIONS

- SECTION 1 Resignations shall be made in writing and sent to the President. The President will immediately inform the Officers of GAPS of any resignation, even if the resignation is not until year-end. No resignation shall be accepted unless and until the member presenting it has paid all current year's indebtedness/dues.
- SECTION 2 The ASSOCIATION subscribes to the Standards of Ethical Practices of (NAPS) National Association of Personnel Services. Any member found by the Ethics Committee to have violated the Standards of Ethical Practice shall be subject to expulsion or suspension by the Board of Directors. At least thirty (30) days prior to such vote by closed ballot, written notice (via electronic or regular mail) of the findings of the Ethics Committee shall be given to the offending member who shall have been afforded ample opportunity to present his case to the Board of Directors who will act as a Court of Last Appeals.
- SECTION 3 Any member against whom charges have been preferred shall be deprived of a vote of his own case. If expelled or suspended, he will not be entitled to any refund of dues. After a period of six (6) months, an expelled member may re-apply for membership under procedures prescribed for new members.

ARTICLE XIII LIABILITIES/INDEMNIFICATION

- SECTION 1 Limitation on Liabilities - Nothing shall constitute members of the ASSOCIATION as partners for any purpose. No member, officer, agent or employee of this ASSOCIATION shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee. Nor will any be liable for his acts or failure to act under these By-Laws, except only acts or omissions to act arising out of his willful misfeasance.
- SECTION 2 Indemnification - Any Officer or Director of this Association or former Officer or Director of this ASSOCIATION shall be reimbursed against the reasonable expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been Directors or an Officer of the ASSOCIATION, except in relation to matters as to which such Director or Officer or former Director or former Officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

ARTICLE XIV POLITICAL ACTIVITY

The Board of Directors shall be empowered to represent, raise, and apply monies in support of the political interest of the ASSOCIATION. The Board may arrange professional representation for the ASSOCIATION. All activities and monies shall be in accordance with state and federal laws. The President, Treasurer and Government Affairs Chairperson shall administer all funds and disbursements, reporting to the Board of Directors quarterly and to the general membership at least annually. The political action committee as defined by law which operates in the interest of the ASSOCIATION at the state and federal level is known as GAPS-PAC. All activities of GAPS-PAC shall be deemed non-partisan in intent and purpose. As proposed by the Board of Directors or by any ASSOCIATION member in good standing, GAPS-PAC may be dissolved by a two-thirds vote of members in good standing, who respond to the request for a vote by the deadline established by the Board of Directors. Funds in the GAPS-PAC fund at the time of dissolution will be

appropriated in accordance with current tax regulation pertaining to political activity funds.

ARTICLE XV AMENDMENTS

Amendments to this Constitution and By-Laws may be proposed by the Board of Directors or by any ASSOCIATION member in good standing and must be made in writing to the President. Amendments may be adopted by a two-thirds vote of members in good standing who respond to the request for a vote by the deadline established by the Board of Directors. Said deadline must be at least (15) days after notice is sent to the general membership. Amendments shall take effect immediately upon their adoption.