

## **CONSTITUTION**

### **ARTICLE I - NAME**

The name of this organization shall be the NATIONAL PEST MANAGEMENT ASSOCIATION, INC.

### **ARTICLE II - PURPOSES**

The purpose of this Association shall be:

1. To promote the interest and general welfare of the Pest Management Industry.
2. To conduct and promote scientific, technical and business research.
3. To promote a broader understanding and acceptance of the Pest Management Industry as indispensable to the health, comfort, safety and convenience of the public.
4. To encourage high levels of competence, knowledge and performance.
5. To encourage ethical methods of competition.
6. To cooperate with Federal, State and Local government authorities for the good of the community and the Pest Management Industry.
7. To cooperate with scientific and educational institutions in matters of interest to the Pest Management Industry.
8. To disseminate, by all appropriate means, accurate knowledge and information with respect to the Pest Management Industry.
9. To promote a closer and friendlier relationship among those engaged in the industry.
10. To do only those things that are lawful and appropriate in the furtherance of these purposes.

### **ARTICLE III - CODE OF ETHICS**

The Board of Directors, by resolution may establish and from time to time amend and interpret a Code of Ethics for member firms, continuing adherence to which shall be required of all members of the Association.

### **ARTICLE IV - MEMBERSHIPS**

#### **Section 1. Classes of Membership**

The membership shall consist of seven classes:

- |              |                  |
|--------------|------------------|
| A. Active    | E. Life          |
| B. Allied    | F. International |
| C. Associate | G. Affiliate     |
| D. Honorary  |                  |

#### **Section 2. Definition of a Pest Management Firm**

The term "Pest Management firm" shall mean an individual, partnership, unincorporated association, corporation, or other form of business enterprise actively engaged in the performance of Pest Management services for hire to the public at large. The definition of "pest management firm" includes but is not limited to franchisees, shareholders of stock ownership companies and members of Pest Management cooperatives.

### **Section 3. Definition of a Supplier/Vendor**

The term "supplier/vendor" shall mean an individual, partnership, unincorporated association, corporation, or other form of business enterprise, which manufactures or supplies products, equipment and/or other materials or services to the pest management industry.

### **Section 4. Active Membership**

- A. Any Pest Management firm in the United States, its possessions, and Canada, which is in agreement with the purposes of the Association, shall be eligible for Active Membership in the Association.
- B. Any Pest Management firm which is a member of a State Association that elects to become affiliated with the Association through any Joint Membership venture approved by the Board of Directors will become an Active Member of the Association. The firm shall designate its representative to act as its agent in the conduct of Association affairs and that agent shall be located in the state of the firm's home office. Such dues shall be paid and established by the Board of Directors.
- C. The applicant shall not utilize or mention the National Pest Management Association affiliation or use (or submit for use) the NPMA logo on any promotional material, advertising material brochures, stationery, etc., prior to official membership approval and notification.
- D. The Board of Directors shall be authorized to waive the requirements described above in connection with any application if it finds that extraordinary conditions justify such a waiver.
- E. Any pest management firm which is wholly owned by a group of franchised owners all who utilize identical names, advertising and marketing programs, may elect to apply for membership as one firm with multiple designated representatives as stated elsewhere in this Constitution and Bylaws. Such dues shall be paid as established by the Association dues structure.
- F. In addition to Active Membership, any firm holding Active Member status after November 1, 1995 shall be eligible to voluntarily hold Charter Joint Membership, provided they are Active Members of the Association at that time and they agree to pay such dues as suggested by the Board of Directors. Charter Joint Members shall receive such special privileges as approved by the Board of Directors. No firm shall be eligible to apply for or to hold Charter Joint Membership status beyond June 30, 1998.

### **Section 5. Allied Membership**

- A. Any supplier/vendor, who is in agreement with the purposes of the Association, shall be eligible for Allied Membership.
- B. Firms that have been assigned Allied Membership shall designate representatives to act as their agents in the conduct of Association affairs.
- C. Firms that are both suppliers to the industry and Pest Management firms shall be known as Dual-Operation Firms. Such firms are eligible for Allied Membership provided they also maintain an Active Membership for their Pest Management service operation. Allied Membership is not obligatory for a Dual-Operation Firm.

### **Section 6. Associate Membership**

- A. Any individual who is in agreement with the purposes of the Association and qualified by reason of experience or training in biology, chemistry sanitation, or allied sciences related to the practice of pest management; is involved in programs relating to the control or management of pests; and is not otherwise eligible for membership in the Association may apply for Associate Membership and pay such dues as established by the Board of Directors.
- B. Membership shall be in the name of the individual and not their employer or any other party. Rights and privileges of membership shall accrue to the individual member and are not transferable.
- C. Any individual who is enrolled verifiably at least half time in an accredited institution of higher education and approved by the Board of Directors and is in agreement with the purposes of the Association, and is not otherwise qualified for another Associate Membership, and pay such dues as established by the Board of Directors.
- D. Any individual who is employed by a manufacturing company or a governmental agency, and who meets the Associate Member criteria in "A" above, may apply for Limited Associate Membership Status and pay such dues as established by the Board of Directors.

#### **Section 7. Honorary Membership**

Honorary Membership may be conferred upon individuals at such time and under such terms as may be determined by the Board of Directors.

#### **Section 8. Life Membership**

An individual who has been the authorized representative of an Active Member for a period of 20 years or longer or who has served honorably as President of the Association may upon retirement from the industry be eligible for Life Membership in the Association under such terms as may be determined by the Board of Directors.

#### **Section 9. International Membership**

Pest Management firms or federations outside the United States, its territories and in Canada, may be members of the Association under such terms and conditions as may be determined by the Board of Directors. Any international pest management firm who provides service to clients in the United States, its territories and Canada, may be members of the Association under such terms and conditions as may be determined by the Board of Directors. Any international Pest Management firm who provides service to clients in the United States, its territories and Canada must apply for Active Membership and pay dues according to the established dues structure.

#### **Section 10. Affiliate Membership**

The following shall be eligible for Affiliate Membership under terms and conditions as may be determined by the Board of Directors:

- A. Corporate Affiliate: A branch office or a corporate subsidiary of an Active Member shall be eligible for Corporate Affiliate Membership.

- B. Joint Partnership Affiliate Organization: Any state, region, or metropolitan Pest Management association shall be eligible for Joint Partnership Affiliate Organization Membership.

**Section 11. Definition of a Member**

Membership in the Association for Active, Allied and International is held by the firm. The term “Member” is used throughout the Constitution and Bylaws to mean either the firm or a person authorized as a representative of the firm, whichever is applicable. Associate, Life or Honorary membership is held only by an individual and the term “Member” refers only to the individual in this instance. The membership status of Corporate Affiliate, Affiliate Organization and Legislative Affiliate are defined elsewhere in this Constitution.

**Section 12. Privileges**

All classes of members shall enjoy the privileges of the Association except where certain privileges are restricted to a specific class of member in this Constitution and Bylaws. Only Active Members shall be eligible to vote or hold elective office, however any Past President of the Association shall be eligible to vote at the Annual Membership meeting.

**Section 13. Suspension for Non-Payment of Dues**

Any Member whose dues are 90 days past due shall be suspended and all privileges of Membership shall be terminated. Any Member suspended for non-payment of dues may be reinstated at any time by payment of any outstanding dues.

**Section 14. Termination of Membership**

- A. Membership in the Association may be terminated for just cause. Sufficient cause for such termination of Membership shall be violation of this Constitution, the Bylaws, the Code of Ethics of the Association, any agreement, rule or practice properly adopted by the Association. No Membership shall be terminated for just cause without having an opportunity to be heard in answer to charges.
- B. The Membership of those Members who are under suspension for non-payment of dues 90 days after the due date shall be terminated.
- C. Members who are suspended and/or terminated shall not continue to utilize the mention of NPMA affiliation, use or submit for use, NPMA logo or material, and must expeditiously remove the NPMA logo from any promotional material, advertising, brochures, stationery, etc. Failure to do so may result in legal action.

**ARTICLE V - MEMBERSHIP DUES**

Each Member shall pay such Membership dues and assessments as the Board of Directors shall determine.

**ARTICLE VI - BOARD OF DIRECTORS**

**Section 1. Governing Body**

The Policy-making body of the Association shall be known as the Board of Directors, which shall manage the business of the Association.

## **Section 2. Board of Directors Composition**

The Board of Directors shall be composed of twenty-four (24) voting members: The Immediate Past President, President, President-Elect, Treasurer, Secretary; Ten (10) members elected from the general membership (who shall serve two year terms each), Five (5) Regional Directors (one Director from each Region who shall serve two year terms each) and up to two Associate Directors elected at the discretion of the Board of Directors. In addition to the Immediate Past President and the two Associate Directors who shall serve a one-year term, one additional Past President and one Allied Member representative each shall serve a one-year term. An individual who serves in the position of Associate Director cannot serve any more than two consecutive terms at any given time. Non-voting members of the Board of Directors shall include the Executive Vice President, any Past President, Board of Directors approved International Member representatives, any joint-state representative officially appointed by their state and international federation representatives as determined by the Board of Directors.

## **Section 3. Membership Requirements**

Each voting member of the Board of Directors shall be an authorized representative of an Active Member firm or the representative of an Allied Member.

## **Section 4. Term of Office**

- A. All Officers shall be elected annually to serve for a term of one year and shall assume office when duly elected. At large Directors and Regional Directors shall be elected on an alternating year basis to serve for a term of two years and following their installation shall serve until their successors have been elected and installed. No member or Officer of the Board of Directors who has served a full term in any position on the Board shall be eligible for re-election to that office until at least one year has elapsed unless approved by the Board of Directors.
- B. Failure of any member of the Board of Directors to perform the duties of their office shall constitute just cause for removal from office by a two-thirds vote of the Board of Directors.

## **Section 5. Vacancies**

Any vacancies to an Officer or Board Member position shall be appointed by the remaining members of the Board of Directors and such appointed individual shall serve only until the conclusion of the unexpired term to which they were appointed. In the case of a vacancy in any position on the Board of Directors, and an individual is appointed to fill the unexpired term, the individual may be eligible to serve one consecutive full term in the same office. In the case of a vacancy in the position of President, President-Elect, Treasurer or Secretary, the Board of Directors shall advance the President-Elect to President; the Treasurer to President-Elect; the Secretary to Treasurer; and upon consultation with the National Nominating Committee shall

select an individual to serve the remaining term of the position as Secretary, however an election shall be necessary to fill the succeeding full term of Treasurer and Secretary. In the case of a vacancy in the position of Director at Large, the remaining Board Members shall consult with the National Nominating Committee and select a person to fill the unexpired term. In the case of a vacancy in the Immediate Past President position, the remaining Board Members shall select another Past President to fill the unexpired term.

### **Section 6. Meetings**

The Board of Directors shall hold at least three meetings annually at such time and place as the Board of Directors may determine, however, at least one such meeting shall be held at the site of the Annual Meeting of the Membership either immediately before, after, or during the Annual Convention. Additional meetings of the Board of Directors may be called by the President and shall be called by the President upon the request of a majority of the Executive Committee, or at the written request of a majority of the Board of Directors.

### **Section 7. Quorum and Voting of the Board of Directors**

At any meeting of the Board of Directors, fifteen (15) directors, present in person, shall constitute a quorum for the transaction of business. A minimum of twelve (12) votes shall be necessary to govern on any issue. Voting rights of a member of the Board of Directors shall not be delegated to another nor exercised by proxy.

### **Section 8. Qualifications for the Board of Directors**

- A. Member firms which are owned, managed, or otherwise operated by a common parent corporation, firm or business entity shall be allowed only one member at any one time on the Board of Directors, provided however, that members which are franchisees or comprised of franchisees shall not be considered to be owned, managed, or otherwise operated by their franchiser for purposes of this section.
- B. If at any time it is determined that two or more individuals serving on the Board of Directors are representatives of firms owned, managed, or otherwise operated by a common parent corporation, firm, or business entity, all but one of such individuals shall resign immediately from the Board of Directors. The vacancy shall be filled in accordance with the provisions of the Constitution and Bylaws.
- C. The order of resignation shall be: The most recent member of the Board of Directors who becomes affiliated with a common parent corporation, firm, or business entity of another member of the Board of Directors shall be the first to resign until only one representative of any common parent corporation, firm or business entity shall remain on the Board of Directors. If two or more such individuals are elected to office at the same election, then such individuals shall decide among themselves who shall resign and who shall remain on the Board of Directors unless otherwise determined by the common parent corporation, firm, or business entity of those individuals.

### **Section 9. Voting**

A mail ballot of the Board of Directors may be called when desirable in the judgment of any three members of the Executive Committee or by the Board of Directors. Action taken by

written ballot may be by mail or facsimile, a ballot of the members of the Board of Directors in which twelve (12) members of the Board of Directors, in writing by mail or facsimile, indicate themselves in agreement shall constitute a valid action and such action shall be reported at the next regular meeting of the Board of Directors. Voting by conference call of the Board of Directors will be permitted.

#### **Section 10. Reports**

The Board of Directors shall make a report to the Membership at the Annual Membership meeting with respect to the general state of the Association.

#### **Section 11. Responsibility**

- A. The Board of Directors shall appoint the Executive Vice President.
- B. The Board of Directors may establish such other executive staff positions as may be required. The Board of Directors may delegate certain responsibilities to the Executive Committee and authorize the Executive Committee to act on behalf of the Board of Directors in the interim between Board of Directors meetings.

### **ARTICLE VII - EXECUTIVE COMMITTEE**

#### **Section 1. Composition and Function**

There shall be a committee of officers known as the Executive Committee, composed of the President, President-Elect, Treasurer, Secretary, Immediate Past President, and the Executive Vice President. The Executive Committee may exercise only the responsibilities and authority granted to it by the Board of Directors. The Executive Committee shall report promptly all actions taken at the meetings of the Executive Committee to the Board of Directors.

#### **Section 2. Qualifications**

Any member of the Executive Committee shall meet the same requirements for membership as any member of the Board of Directors.

#### **Section 3. Duration of Office**

The term of elected officers shall be concurrent with the term of their office. Any vacancies to an Executive Committee position shall be selected by the Board of Directors in accordance with Article VI, Section 5, of this Constitution.

#### **Section 4. Responsibility**

The Executive Committee members may exercise the powers of the Board of Directors when the Board is not in session. All actions of the Executive Committee must be reported to and ratified or rescinded by the Board of Directors at the first Board of Directors meeting following the action by the Executive Committee.

#### **Section 5. Meetings and Quorum**

The Executive Committee shall hold such meetings as necessary to conduct the affairs delegated to it by the Board of Directors and may hold additional meetings, on reasonable notice, upon call of the President or upon written request of any three members of the Executive Committee.

Any or all of the members of the Executive Committee may participate in any meeting by conference telephone call, and such participation shall constitute presence in person at such meeting. At any meeting of the Executive Committee, a minimum of three votes shall govern. Four members present in person or by conference call shall constitute a quorum. The President may be counted toward a quorum.

### **Section 6. Reports**

The Executive Committee shall make a report to the Board of Directors at each meeting of the Board in respect to the general state of the Association and administrative action taken as directed and authorized by the Board of Directors in the interim period between Board meetings. All actions of the Executive Committee must be reported to and ratified or rescinded by the Board of Directors at the first Board of Directors meeting following the action by the Executive Committee.

## **ARTICLE VIII - OFFICERS**

### **Section 1. Titles**

The officers of the Association shall be a President, President-Elect, Treasurer, Secretary, and Immediate Past President.

### **Section 2. Duties**

The duties of the officers shall be as usually pertain to the offices they hold, and such other duties as may herein be prescribed or delegated by the Board of Directors.

- A. The President shall preside at all meetings of the Executive Committee, the Board of Directors and at the Annual Membership Meeting. In absence of the President, the President-Elect shall preside. In the absence of the President and President-Elect, the Treasurer shall preside. In the absence of the President, President-Elect, and Treasurer at any meeting of the Membership or Board of Directors the respective group shall by majority vote of the present and eligible to vote elect a President Pro-Tem who shall preside until the President, President-Elect, or Treasurer is available and able to preside.
- B. The Treasurer shall chair the Finance Committee and oversee all budgeting and financial affairs of the Association and report to the Board of Directors, Executive Committee and Membership at each of their regular meetings.
- C. The Secretary or a person designated by the Secretary shall be responsible for the recording and distribution of all minutes of meetings of the Executive Committee, Board of Directors, and Membership, and declaring a quorum for the respective meetings.

### **Section 3. Term of Office**

- A. Each officer's term of office shall be concurrent with their term of office on the Board of Directors.
- B. Each individual elected to an Officer position shall not serve consecutive terms unless approved by the Board of Directors; except any individual who is appointed or elected to less than a six months term shall be eligible to be elected to a successive full term to that Officer or Director position.

## **ARTICLE IX - NOMINATIONS AND ELECTIONS**

### **Section 1. Officers**

Officers and Board of Directors Members shall be elected as provided in the Bylaws. Ties in voting for Officers and Board of Directors Members shall be resolved by voting of the Board of Directors. Voting shall be by secret ballot.

### **Section 2. Nominations for Officers and Directors**

- A. Nominations for Officers and Board of Director members may be made either by the National Nominating Committee and ratified by the NPMA Board of Directors or by the Members as hereinafter provided and as provided in the Bylaws.
- B. The slate of candidates as ratified by the Board of Directors and any such additional nominations as may be received shall be submitted to the members as provided in the Bylaws.
- C. Any 25 Active Members, not more than ten of whom are within any one region may nominate any qualified Active Member as a candidate for President-Elect, Treasurer or Secretary, At Large Member of the Board of Directors or Past President on the Board of Directors. Such nominations shall be made by filing a written petition with the Executive Vice President no later than April 1st in order to be valid. The name of any Active Members so nominated shall be included together with the names of those nominated by the Nominating Committee and ratified by the Board of Directors in the report of nominations to the Membership.
- D. Any ten Active Members within a region, not more than six of whom are from any one state in the region, may nominate any qualified candidate for Regional Director on the Board of Directors. Such nomination shall be made by filing a written petition with the Executive Vice President no later than April 1st in order to be valid.
- E. The Regional Directors shall be elected by the Active Members of the respective Regions.

### **Section 3. Nominations and Election**

Each year the National Nominating Committee shall nominate at least one Active Member as a candidate for the Position of President-Elect and Treasurer. Additionally the nominating committee will identify a list of qualified candidates for the position of Secretary and present them to the Board of Directors for review and ratification. Once reviewed and ratified by the Board the list of nominees will be presented to the Active Members for election by secret mail ballot. The candidate for each respective office receiving the highest number of votes shall be elected. The President-Elect shall automatically become President and the President shall automatically become Immediate Past President without election unless such individual shall be

unable to serve because of resignation, health, death, or a decision by two-thirds of the Board of Directors.

#### **Section 4. Past President Member of the Board of Directors Nomination and Election**

Each year at least one Past President, in addition to the Immediate Past President shall be nominated by the National Nominating Committee and presented to the Active Members for election by secret mail ballot to the Board of Directors. The candidate who receives the highest number of votes shall be elected.

#### **Section 5. At Large Director Positions on the Board of Directors Nomination and Election**

Each year the National Nominating Committee shall submit the names of at least two Active Members for each available position of Director at Large on the Board of Directors and present them to the Board of Directors for review and ratification. Once ratified by the Board the list of nominees will be presented to the Active Members for election by secret mail ballot. The five (5) candidates receiving the highest number of votes shall be elected.

#### **Section 6. Regional Directors Nomination and Election**

Each year the National Nominating Committee shall select and submit to the Board of Directors for review and ratification the names of at least two Active Members to serve as candidates for Regional Director from their respective Region. Once reviewed and ratified by the Board of Directors the list will be presented to the Active Members for election. The candidate from each region who receives the highest number of votes shall be elected.

#### **Section 7. Associate Director Nomination and Election**

Each year, the NPMA Executive Committee will submit the names of up to two (2) active members for the position of Associate Directors, which will be elected by the Board of Directors. The purpose of Associate Directors is to ensure that all segments of the industry are represented in the make-up of the Board of Directors.

#### **Section 8. Distribution of Ballots**

The ballots for election shall be submitted to the Active Members on a schedule adopted by the Board of Directors.

#### **Section 8. Vacancies**

All vacancies in elective offices shall be filled as provided in the Bylaws, unless otherwise provided in this Constitution.

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### **ARTICLE X - MEETINGS AND VOTING**

### **Section 1. Annual Meetings and Voting**

The Annual Meeting of the Members of the Association shall be held in conjunction with the Annual Convention or at such time and place as the Board of Directors may determine if an Annual

Convention is not held. Written notice of said meeting shall be given to all members not less than 30 days prior to the date thereof.

### **Section 2. Special Meetings**

Special meetings of the Members of the Association may be held at such time and place as determined by the Board of Directors by two-thirds vote.

### **Section 3. Voting**

At any meeting of the Members of the Association, voting shall be in person or by proxy as provided by this Constitution and Bylaws.

### **Section 4. Quorum**

At any meeting of the Members of the Association, a quorum shall consist of not less than one hundred members, present in person. The Secretary shall be responsible for declaring a quorum before the transaction of any business. Once a quorum has been declared, it shall remain a quorum for the duration of the meeting for the day the quorum is declared.

## **ARTICLE XI - COMMITTEES**

### **Section 1. Appointment**

The President shall annually appoint such Standing Committees as provided in this Constitution and Bylaws, and such other committees as the Board of Directors may deem advisable.

### **Section 2. Nominating Committees**

- A.** No later than September 1<sup>st</sup> of each year, the President shall appoint a National Nominating Committee which shall consist of ten (10) Active Members, and announce the committee members to the Association Membership. One shall be the Immediate Past President. Of the remaining, at least one shall be a Past President. At least seven (7) members will have served on the previous year's Nominating Committee. The Chair of the Nominating Committee shall be elected from among the members of the Committee by a majority vote.

### **Section 3. Constitution and Bylaws Committee**

The President shall annually appoint a Constitution and Bylaws Committee consisting of at least three Active members to assist the Board of Directors and Membership in the interpretation of the Constitution and Bylaws, and in drafting any amendment thereto.

#### **Section 4. Finance Committee**

The President shall annually appoint a Finance Committee consisting of at least three Active Members to assist the Treasurer and Board of Directors to oversee the financial aspects of the Association. The Treasurer shall chair the committee.

#### **Section 5. Project Development Council**

The President-Elect shall annually appoint, for ratification by the Board of Directors, an incoming Chairperson of the Project Development Council and a Project Development Council.

### **ARTICLE XII - AFFILIATE ORGANIZATIONS**

#### **Section 1. Authorization**

There shall be Affiliate Organizations of the National Pest Management Association when, in the opinion of the Board of Directors, such organizations are in the best interests of the Pest Management Industry and the associations involved, as a means of encouraging and promoting more effective cooperation and coordination of activity in the industry. Such Affiliate Organizations shall be and remain completely autonomous and independent of the National Pest Management Association.

#### **Section 2. Establishment**

The Board of Directors shall be authorized to approve Pest Management Associations as Affiliate Organizations, and to establish rules and regulations to govern the relationships of Affiliate Organizations and the Association in accordance with the provision of the Bylaws.

#### **Section 3. Termination of Affiliate Organization Status**

The Board of Directors shall be authorized to terminate Affiliate Organization status of an Affiliate Organization for just cause, in accordance with the provision of the Bylaws.

### **ARTICLE XIII - AMENDMENTS**

#### **Section 1. Originating Amendments of the Constitution**

Proposals for amending the Constitution may be initiated by the Board of Directors or not less than 25 Active Members, provided that written petitions from members of the Board of Directors or Active Members for consideration of amendments of the Constitution are delivered to the Executive Vice President not less than 45 days prior to the date of any Annual Convention.

#### **Section 2. At Meetings**

The Constitution may be amended at any meeting of the Members of the Association but no amendment shall be voted upon and adopted unless such amendment has been sent to each Active Member at least 30 days prior to the meeting and receive affirmative vote of two-thirds

of the Active Members present (in person or by proxy) and voting. No Constitutional amendment shall be amended on the floor of the meeting.

### **Section 3. Conflicts with Constitution and Bylaws**

Subject to the terms of the Association's Articles of Incorporation, the primary governance document of the Association shall be this Constitution. In the event any provision of the Bylaws conflicts with the terms of this constitution as currently written or as the result of any future amendment hereto, such conflicting provision of the Bylaws shall be deemed to have been amended without any further action being required of the Board of Directors or the membership such that the Bylaws shall be at all times consistent with the terms of this Constitution. Nothing herein shall be construed in any way as limiting the authority of the membership to amend the Constitution as provided by Article III -Constitution.

## **ARTICLE XIV - BYLAWS**

### **Section 1. Adoption of Bylaws**

The Board of Directors shall make such additional Bylaws and amendments to the Bylaws, not in conflict with this Constitution, as may be necessary for the proper governing of the Association. Such Bylaws and amendments thereto shall become operative when adopted by a two-thirds vote of the Active Members present in person or by proxy at any officially called Meeting of the Membership.

### **Section 2. Originating Amendments of Bylaws**

Proposals for amendment of the Bylaws may be initiated by:

- A. The Constitution and Bylaws Committee; or
- B. The written request of:
  - i. The Board of Directors; or
  - ii. Not less than 25 Active Members.

## **ARTICLE XV - IMPLEMENTATION AND TRANSITION**

### **Section 1. Implementation**

This Constitution and Bylaws shall be implemented in an orderly fashion allowing for the adjustment of terms for Officer and Director positions.

### **Section 2. Transition Period**

The transition period shall begin immediately following the adoption of this revised Constitution and Bylaws. The first election shall be held during the year (1997) first following the adoption and the Officers and Directors elected shall begin their terms of office following the first Annual Meeting after the adoption of these amendments.

## **BYLAWS**

### **ARTICLE I – MEMBERSHIP**

#### **Section 1. Applications**

Applications for Active, Allied, Associate, Corporate Affiliate or Affiliate Organizations shall be submitted to the Association Office only on forms designed and/or approved by the Board of Directors and shall be processed in accordance with written procedures established by the Board of Directors. Application forms for Honorary or Life memberships shall not be required.

#### **Section 2. Membership Approval**

- A. The Executive Vice President, or designee thereof, shall be authorized to approve membership applications. They should do so promptly as soon as they are satisfied that applicants are in agreement with the purposes of the Association. If the applicant is not approved, the applicant shall be so advised. If the applicant requests further consideration, the application shall be referred to the Board of Directors for action at its next meeting.
- B. Sole authority for the rejection of applicants shall be vested in the Board of Directors. If an applicant is not approved, the applicant shall be so advised.

#### **Section 3. Resignations and Reinstatements**

- A. The resignation of any Member, or Members, shall be presented to the Board of Directors in writing. A resigning Member shall not be entitled to refund of any part of his or her dues paid.
- B. Any former Member, whether resigned, terminated, 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 payment of past due obligations, if any, to the Association.

### **ARTICLE II - DUES AND ASSESSMENTS**

#### **Section 1. Initiation Fee**

No initiation fee shall be required of new members who join the Association.

#### **Section 2. Dues**

- A. The Board of Directors shall from time to time establish a schedule of membership dues, in accordance with the Constitution and these Bylaws. All dues shall become payable on the first day of the appropriate billing cycle.
- B. Any Member who fails to pay his or annual dues within three months of due date shall automatically be suspended until his or her indebtedness to the Association is disposed of to the satisfaction of the Executive Vice President.

- C. The dues schedule determined by the Board of Directors shall appear on the form provided by the Association office to each Member for use in computing their annual dues. In the computation of dues, the following interpretations shall apply:
  - i. The member class for determining the annual dues amount shall be based on the annual dollar sales volume for the preceding 12-month period ending December 31, or the fiscal year ending during this period.
  - ii. Annual dollar sales volume for determining the appropriate dues category shall include but not be limited to application or release of pesticides, and other pest control devices or fumigant gases, baiting and inspections. It should not include the dollar sales volume secured from over-the-counter sale of products, weed control, lawn and ornamental work or structural alterations.
  - iii. In the computation of the annual gross dollar sales volume, a member firm shall include its services in all locations including branch offices and all offices of any Pest Management firms affiliated with the member firm in the United States, its territories, and Canada.
  - iv. Each Member will be forwarded membership dues renewal invoice indicating current member dues class and annual obligation. Each member will be required to update this information at this time. Willful negligence to review and revise this information shall be considered as non-payment of dues, and shall be grounds for suspension of membership.
  - v. A maximum dues amount shall be established. Any firm electing to pay this amount may do so without need for indicating sales volume.
- D. Honorary and Life Members shall not be required to pay dues or assessments.

### **Section 3. Assessments**

Special assessments shall be levied only for designated purposes, and then only by an affirmative vote of three-fourths of the Members present and voting in person or by proxy at any regular or special Membership Meeting, and provided that the Executive Vice President shall have notified all the Members at least 30 days in advance that the assessment is to be considered. All assessments shall be paid in the manner and at the time designated by the Association.

### **Section 4. Multiple Firms**

An Active Member firm which operates one or more subsidiaries, branches, or offices may designate any of its subsidiaries, branches, or offices as an additional Active Member or as a Corporate Affiliate Member. The annual dues, according to the current dues schedule, shall be paid.

### **Section 5. Maximum Dues Member Firm**

Any Member firm that pays the maximum dues shall have one Active Membership in each region in which it has an office, and the management of the firm shall designate the office to be considered as "Active."

### **Section 6. International Members**

International Members shall pay such fees as may be determined by the board of Directors for services to be provided by the Association.

### **Section 7. Allied, Associate and Affiliate Members**

All Allied Associate and Affiliate Members shall pay such dues amount as determined by the Board of Directors.

## **ARTICLE III - BOARD OF DIRECTORS**

### **Section 1. Regions**

A region is defined as a geographic area from which Active Members shall elect Regional Directors. The Board of Directors will define their duties and responsibilities as well as determine the alignment of each region. A state is defined as any state, territory, or possession of the United States, the District of Columbia and Canada. Canada will make up Region V. The Board of Directors shall review the alignment and number of regions on an ongoing basis and make changes where appropriate.

### **Section 2. Meetings**

- A. Special Meetings may be called as provided in the Constitution, upon not less than two weeks written notice of the time, place and purposes of the meeting. The agenda for all meetings of the Board of Directors shall be the responsibility of the President. Copies of the agenda for such meetings shall be provided by the Executive Vice President to each member of the Board of Directors at least two weeks prior to each meeting of the Board of Directors.

## **ARTICLE IV – EXECUTIVE COMMITTEE**

### **Section 1. Duties**

The Executive Committee shall be available for consultation to the Board of Directors and to carry out duties as assigned and authorized by the Board of Directors. The Executive Committee shall form a subcommittee consisting of the President, President-Elect and Immediate Past President to function as a review and evaluation committee for the Executive Vice President. The Executive Committee shall report promptly all actions taken at the meetings of the Executive Committee to the Board of Directors.

## **ARTICLE V - OFFICERS**

### **Section 1. President**

The President shall preside at all meetings of the Association, the board of Directors, and the Executive Committee. The President shall be an ex-officio member of all Committees. The President shall perform such duties as pertain to the office and as directed by the Board of Directors.

### **Section 2. President-Elect**

- A. The President-Elect shall perform the duties of the President in the absence of the latter. In the case of death, resignation or permanent incapacity of the President, the President-Elect shall immediately succeed to the office of President. During the term as President-Elect the person in the position shall carefully observe overall association activity in preparation for the coming year of service as President and will assist the President whenever and wherever necessary.
- B. The President-Elect shall assist the other Officers of the Association as requested by the President or directed by the Board of Directors.

### **Section 3. Treasurer**

The Treasurer shall be the corporate officer directly charged with responsibility for the financial affairs of the Association, subject to instruction issued by the Board of Directors. The Treasurer shall be authorized and expected to become acquainted with the details of the financial records maintained by the Association's headquarters office, and to recommend changes in the interest of efficiency or more accurate records, and shall refer to the Executive Committee and the Board of Directors any items which may seem to be of a questionable nature. The Treasurer shall furnish such bonds, at the expense of the Association, as the Board of Directors may determine. The Treasurer shall serve as chair of the Finance Committee and assist the other Officers of the Association as requested by the President or directed by the Board of Directors.

### **Section 4. Associate Directors**

On or before June 15<sup>th</sup> the NPMA Executive Committee shall submit the names of up to two Active Members for the position of Associate Directors to the Board of Directors for a vote. The vote will take place as part of the first meeting of the newly elected members of the Board of Directors. An individual/ company may serve no more than 2 consecutive years in this position at any given time.

### **Section 5. Secretary**

The Secretary or the Secretary's designee shall be responsible for having minutes of all meetings of the Executive Committee, Board of Directors and Annual Membership Meetings recorded and distributed; declaring a quorum for meetings of the Board of Directors and Membership Meetings; and assisting the other Officers of the Association as requested by the President or directed by the Board of Directors.

### **Section 6. Immediate Past President**

The Immediate Past President shall be available for counsel and perform such duties as requested by the President or directed by the Board of Directors.

### **Section 7. Executive Vice President**

The Executive Vice President shall serve ex-officio without vote on the Executive Committee.

## **ARTICLE VI - EXECUTIVE VICE PRESIDENT**

### **Section 1. Employment**

The Board of Directors shall have the power and authority to engage the services of a person to act as Executive Vice President of the Association. It will require the approval of 2/3rds vote of the Board of Directors to enter into an employment contract with the Executive Vice President.

### **Section 2. Compensation**

The Compensation plan for the Executive Vice President consistent with the wage and administration plan of the Executive Vice President shall be fixed by a sub-committee of the Executive Committee consisting of the President, President-Elect, Treasurer and Immediate Past President who shall report as appropriate to the Board of Directors.

### **Section 3. Termination of Employment**

The Executive Vice President shall retain the position at the will of the Board of Directors and shall be subject to a dismissal by a two-thirds vote of the entire Board of Directors.

### **Section 4. Responsibilities**

- A. The Executive Vice President shall be the chief administrator of the Association, subject to instructions issued by the Executive Committee, or the Board of Directors.
- B. A position description for the Executive Vice President shall be approved by the Board of Directors. The document shall be periodically reviewed by the Executive Committee and changed as needed to insure that it meets the needs of the Association, its Membership and the industry and that it accurately reflects the duties of the chief staff executive.
- C. The Executive Vice President shall serve as assistant to the Treasurer and Secretary.
- D. Subject to approval by the Board of Directors, the Executive Vice President shall be authorized to apply the policies concerning the obligations and privileges of subsidiaries, branches, and offices of an Active Member, in specific cases, in accordance with the findings regarding the organization of the Active Members involved.
- E. The Executive Vice President serves ex officio without vote on all Committees and Boards.

## **ARTICLE VII - NOMINATIONS AND ELECTIONS**

### **Section 1. President, President-Elect, Treasurer, Secretary, Directors-at-Large and Immediate Past President**

- A. On or before February 1<sup>st</sup> of the election year the National Nominating Committee shall transmit to the Board of Directors the list of the Nominees for review and ratification. On or before March 10 the Board of Directors must review and ratify the list of nominees and present to the Executive Vice President the name of at least one candidate each for the position of President-Elect, and Treasurer, and Secretary, and the names of two at-large candidates for each available position, and the name of at least one candidate who is a Past President, other than the Immediate Past President, the Executive Vice President shall report the nominations to the Active

Members on or before March 15th . Any candidate for President-Elect, Treasurer or Secretary must have served a term on the Board of Directors or served in at least one of the positions listed below:

- Secretary-Treasurer
  - Executive Board
  - Board of Directors as a Director
  - Committee Chairperson
  - Committee Member of two or more committees
  - Five years active membership on a committee
- B. Written petitions from Members nominating additional candidates for President-Elect, Treasurer, Secretary, At Large Director and Past President must be filed with the Executive Vice President by April 1<sup>st</sup> to be valid. The petition must contain the signatures of the designated representatives of 25 Active Member firms, with no more than ten from any one region.
- C. On or before April 15<sup>th</sup> the Executive Vice President shall mail to each Active Member firm entitled to vote a slate of candidates for office.
- D. The balloting for National Officers shall be solely secret mail ballot. The ballots shall be counted on June 1<sup>st</sup> or the first working day thereafter under the direction of an independent teller appointed by the President and the Nominating Committee.
- E. The nominee for each office receiving the greatest number of votes shall be declared elected to that office.

## **Section 2. Regional Directors**

- A. On or before February 1<sup>st</sup>, the National Nominating Committee shall submit the names of two or more candidates for each position of Regional Director to the Board of Directors for review and ratification. The Board must review and ratify the nominees and present them to the Executive Vice President no later than March 10<sup>th</sup>. The Executive Vice President shall submit the names of the candidates to the Active member firms of the respective Region no later than March 15<sup>th</sup>.
- B. Written petitions from Active Member firms within a Region for Regional Director must be filed with the Executive Vice President by April 1<sup>st</sup> to be valid. The petition must contain the signatures of the designated representatives of at least 10 Active Members from within the respective Region, not more than six from any one state.
- C. One-half of the regions shall elect Regional Directors within the respective Regions each year.
- D. Past Presidents shall not be eligible for nomination to the position of Regional Director.
- E. On or before April 15<sup>th</sup> the Executive Vice President shall mail to each Active Member in the respective Regions the ballot for Regional Director who have been properly nominated for the offices to be filled. Voting shall be by secret mail ballot and ballots must be returned to the Association office not later than May 31<sup>st</sup> to be tabulated.
- F. The individual who receives the highest number of votes for an office shall be considered elected.
- G. The results of the election shall be reported in an Association publication by July 1<sup>st</sup>, and the names of all National Officers and Board of Directors shall be published in the official program of the Annual Convention.

- H. In the event of a tie vote for any position of the Board of Directors the names of all candidates involved in the tie shall be submitted to the respective Nominating Committees who shall determine the choice by lot.

### **Section 3. Allied Member Representative to the Board of Directors**

The Allied Member representative to the Board of Directors shall be selected by two-thirds vote of the Board of Directors.

### **Section 4. Retention of Ballots**

All balloting results shall be retained by the independent teller for a period of three years from the date of the tabulation of ballots.

## **ARTICLE VIII - MEETINGS AND VOTING**

### **Section 1. Special Membership Meetings**

- A. In the event of a special meeting of the Associate Membership, the meeting must be preceded by at least a 30-day official notice of the meeting, and said notice shall not only set forth the time and place of the meeting, but also shall set forth in detail the purposes of the meeting, and thereafter discussion at the meeting shall be confined to the purpose stated in the call. In connection with the call of the meeting, the purposes must be presented in such a manner that Active Members who are unable or unwilling to attend the session may vote by proxy on each of the propositions to be presented to the extraordinary meeting.
- B. Each proposal presented in special meetings of the Association shall require for adoption two-thirds affirmative vote of the Active members voting on the proposal, in person or by proxy.

### **Section 2. Closed Meetings**

- A. Unless otherwise determined by the Board of Directors, all general membership meetings of the Association shall be open to all classes of the Membership, but actual voting shall be limited to the Active Members.
- B. The Chairman, at any time during a session, may request a motion for a closed session, giving his or her reasons, and if the motion made is adopted by a majority of the Members present, the session shall be declared closed to all but Active Members until such time as the Active Members cast by a majority vote a motion to reopen the session.

### **Section 3. Number of Votes**

Each Active Member shall be entitled to one vote on any subject which is submitted for a decision by the Members of the Association. However, the number of voting Memberships assigned to representatives of any one firm shall be limited to the extent that no single firm may control more than ten percent of the total number of votes in any Region. The home office of

such firms shall be requested to name the offices in each Region, which are to be authorized as voting members.

#### **Section 4. Proxy Voting**

- A. Proxy voting shall be permitted only on those matters about which an official announcement has been made at least ten days prior to the meeting at which the matters are to be considered.
- B. Active Members shall be permitted to vote by proxy only when a written authorization, in proper form, has been submitted to the Secretary or other Active Member in attendance before the opening of the meeting at which to proxy is to be used.  
All proxies held by Active Members must be submitted to the Secretary or the Secretary's Active Member designee at the beginning of the meeting and all proxies validated by the Credentials Committee.
- C. Each official notice of a Membership Meeting shall include a proxy form approved by the Board of Directors to be used by any Active member who desires to vote by proxy. Only Active Members shall be eligible to serve as Proxies.

#### **Section 5. Protested Election**

In the event of a protested election result, the Board of Directors shall act as election Commissioners and shall determine the lawfully elected Officers and Directors of the Association.

### **ARTICLE IX - COMMITTEES**

#### **Section 1. Finance Committee**

The responsibilities of the Finance Committee include:

- A. (1) A comprehensive review of the Financial statements of the Association shall be done in advance of each of the Executive Committee and Board of Directors meetings. (2) Continuing review of the Association's accounting and financial procedures, in cooperation with staff, to make such recommendations as seem appropriate to assure the efficient and effective function of the financial operation. (3) An annual meeting to prepare a recommended operating budget, based upon program and staffing needs. These recommendations are to be forwarded to the Board of Directors for action. (4) The Finance Committee will recommend to the Board of Directors the selection of an accounting firm to perform annual audits according to current precedent and additional audits as deemed necessary by the Board of Directors. To accomplish these purposes, the Committee may meet with the approval of the President.
- B. The President-Elect shall be an ex-officio member of the Finance Committee. It shall be the responsibility of the President-Elect to submit any program plans for the coming year, which will require funding, to the Finance Committee for their consideration 45 days prior to the annual budget meeting of the Finance Committee.

#### **Section 2. Committee Members**

Any Member of the Association may serve on the Association Committees unless otherwise specified in the Constitution or these Bylaws. Allied and Associate Members may serve on the Association's Committees but may not constitute a collective majority of any committee. No Member shall serve for more than three consecutive years on any committee unless approved by the Board of Directors.

### **Section 3. Size of Committee**

The President shall appoint as many members to any committee as the President or the Board of Directors seem advisable, subject to the approved budget, provided that no committee shall consist of fewer than three members, exclusive of the President as an ex-officio member, unless specifically stated otherwise in the Constitution or these Bylaws.

### **Section 4. Procedures**

- A. At the time a committee is appointed, the President shall designate the Chairman.
- B. Meetings of any Committee may be called by the Chairman of the Committee with the approval of the President. The Project Development Council Meetings may be called by the chair of the Project Development Council subject to the approved budget.
- C. A majority of the members of any Committee shall constitute a quorum.
- D. All Standing Committees (except those on the Project Development Council that may begin prior to the Annual Convention), which are appointed each year shall serve from the time of appointment at the Annual Convention until the close of the committee meeting at the following Convention.
- E. Special Committees appointed for specific purposes, shall serve for such periods of time as deemed advisable by the President or Board of Directors.
- F. The President shall have the power and authority to remove any Committee Chairman or member for just cause.

### **Section 5. Staff Liaison**

The Executive Vice President shall assign staff members to provide liaison and assistance to Committees.

## **ARTICLE X - JOINT PARTNERSHIP/AFFILIATE ORGANIZATIONS**

- A. To be eligible as a Joint Partnership/Affiliation Organization, the association must formally adopt the Joint Partnership program as approved by the National Pest Management Association Board of Directors.
- B. To be eligible for affiliation, an association must have a Constitution and/or Bylaws not inconsistent with those of the National Pest Management Association.
- C. To be eligible for affiliation, the association but shall not limit its membership in any arbitrary manner which may be construed as a restraint of trade, unfair competition, or other practice in violation of State or Federal law.
- D. The Association shall not be legally liable for any act or failure to act on the part of any Affiliate Organization.
- E. Active Members who are members of Affiliate Organization shall pay dues to the Association on the same basis as other Active Members.

- F. Affiliate Organizations may, but shall not be required to, adopt seals which incorporate the Association's seal and designs and under conditions approved by the Board of Directors. Affiliate Organizations may state that they are affiliated with the National Pest Management Association in publications, on stationery, or in other ways.
- G. Material released by the Association to Affiliate Organizations shall not be redistributed, reprinted, or its contents released by the Affiliate Organization unless specific approval by the Executive Vice President or Board of Directors is first obtained.

## **ARTICLE XI - FISCAL AND LEGAL PROCEDURES**

### **Section 1. Fiscal and Membership Year**

- A. The fiscal year of the Association shall extend from July 1 to June 30 each year. The Financial records, budgets, and Treasurer's Report shall be maintained and compiled on the basis of the fiscal year [Except: the first year shall extend from January 1 to June 30].
- B. The annual dues date of the membership shall be July 1 of each year.

### **Section 2. Board of Directors Authority**

The Board of Directors is authorized to receive by device, bequest, donation, or otherwise, either real or personal property, and to hold the same absolutely or in trust, and to invest, reinvest and manage the same, and to apply said property and the income arising there from to the objectives of the Association. The Board of Directors shall also have the power to allocate funds of the Association for the purpose of carrying out the objectives of the Association. The Executive Committee shall manage the assets of the Association as directed by the Board of Directors.

### **Section 3. Annual Budget**

The Finance Committee shall recommend an annual budget to be approved by the Board of Directors prior to each fiscal year, appropriating and authorizing the expenditures of the funds for the operation of the Association.

### **Section 4. Non-Compensation**

No member of the Board of Directors acting in his or her capacity as a director shall receive compensation for services rendered.

### **Section 5. Funds and Securities**

The Executive Committee shall manage the assets of the Association as directed by the Board of Directors.

### **Section 6. Bonding**

The President, Treasurer and Executive Vice President and any other person entrusted with the handling of funds or property of the Association shall be furnished, at the expense of the

Association, a fidelity bond approved by the Executive Committee in such sum as the Executive Committee shall prescribe.

#### **Section 7. Contract, Letters of Interest**

- A. All contracts, releases, agreements, letters of intent or commitments mad in the name of, or on behalf of, the Association shall be submitted to the Executive Vice President for appropriate review and signature by duly authorized persons or person.
- B. No contract may be made which will bind the Association for amounts in excess of those provided in the current budget for that purpose, unless approved by the Board of Directors.

#### **Section 8. Financial Records and Reports**

The Treasurer shall have general supervision over financial records of the Association and shall present to the Executive Committee at each of its regular meetings and to the Board of Directors at each of its regular meetings a report of all receipts and disbursements of Association funds.

#### **Section 9. Disposition of Surplus Funds**

Any surplus in excess of normal operating requirements, plus a reasonable reserve to be determined by the Board of Directors shall be used to further the objectives of the Association. Recommendations for specific allocations of such funds shall be made to the Board of Directors by the Executive Committee.

#### **Section 10. Annual Report**

The Board of Directors shall publish an annual report as required by the Constitution.

### **ARTICLE XII - LIMITATIONS ON LIABILITIES**

Nothing herein 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 of the Association, nor shall any member, officer, agent, or employee be liable for his acts of failures to act under the Constitution or the Bylaws, excepting only acts or omissions to act arising out of his or her willful misfeasance.

### **ARTICLE XIII - PARLIAMENTARY AUTHORITY**

#### **Section 1. Parliamentary Authority**

All meetings of the duly constituted bodies of the Association shall be governed by the rules of order as prescribed in "Robert's Rules of Order Revised," provided the same are not superseded by the Constitution or these Bylaws and are applicable.

#### **Section 2. Interpretation of Constitution and Bylaws**

The Board of Directors shall be the final authority in interpretation of the Constitution and Bylaws. Whenever possible, these Bylaws should be construed so as to be consistent with the terms of the Articles of Incorporation and Constitution. In the event any provision of the Bylaws cannot be so construed, the conflicting provision of the Bylaws shall be at all times consistent with the terms of the Articles of Incorporation and Constitution.

#### **ARTICLE XIV - DISSOLUTION**

The Association shall use its funds only to accomplish the objects and purposes specified in the Constitution and these Bylaws, and no part of said funds shall inure or be distributed to the Members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

#### **CODE OF ETHICS**

As a member of this Association, we believe it to be our firm's responsibility:

- To uphold the standards of this association.
- To hold our industry in high esteem and strive to enhance its prestige.
- To maintain a high level of moral responsibility, character and business integrity. To practice fairness, frankness and honesty in all advertising and in all transactions with the general public.
- To keep the needs of our clients always uppermost.
- To render pest management services safely and efficiently in keeping with good practices.
- To perfect our skills and business practices.
- To cooperate with others in the interchange of knowledge and ideas for mutual