

THE CONSTITUTION AND BY-LAWS OF THE CANADIAN PEST MANAGEMENT ASSOCIATION (CPMA)

CONSTITUTION

Article I. Name

The name of this organization is the “Canadian Pest Management Association / Association Canadienne de la gestion parasitaire”. Referred to throughout the Constitution and By-Laws as the “Association”.

Article II. Purpose

The objectives of the Association are:

- a. To promote general standards and ethics of the Structural Pest Management Industry.
- b. To foster research and the promotion of knowledge of the Industry among its members.
- c. To communicate with all levels of government for the good of the community and our industry.
- d. To foster awareness of international pest management issues, particularly those in the United States and Mexico.

Article III. By-laws

The Association shall develop by-laws to govern its affairs.

BY-LAWS

1. Membership and Dues

- 1.1 Membership General Qualifications: Membership shall be based on standards of qualifications, integrity and experience established by the Association.
 - 1.1.1 Membership in this Association requires that a member also belongs to one of the recognized regional associations except for those who are suppliers.
 - 1.1.2 Active members must own, manage or be an employee of a pest management firm.
 - 1.1.3 Suppliers may join the Association directly. (*See section 1.4 Associate Membership Qualifications*).

1.2 Active Membership: Any pest management firm which is in agreement with the purposes of the Association is eligible for Active Membership provided that:

1.2.1 The firm is legally established in a home province.

1.2.2 The owner(s) of the firm are appropriately qualified in structural pest management.

1.2.3 The owner(s) of the firm is a member of a provincial pest management organization acceptable to the Association.

1.3 Voting privileges in the Association:

1.3.1 Only Active Members may vote.

1.3.2 An Active Member has one vote at Association General Meetings.

1.4 Associate Membership Qualifications: Associate Membership shall be open to individuals, firms or corporations that supply products or materials for use in structural, urban or industrial pest management, or any allied group (e.g., regulatory agencies, universities). Members of an Active Member's subsidiary firms may also be Associate Members. Associate Members do not have voting rights and are not eligible for elected office. Application for membership is the same as for Active Members.

1.5 Honorary Membership: The Association may honor individuals who have significantly contributed to the industry. This must be done by a three-quarters vote in a General meeting. Honorary Members do not have voting power.

1.6 Dues: Dues are collected by each of the respective Regional Associations and are forwarded to the Association. Dues for all classes of membership shall be determined annually by the Board of Directors. The term of the fiscal year is from January 1 to December 31. Members who choose to resign are asked to present their resignation in writing to the Board of Directors with their reasons. Dues from such individuals are still liable for payment. The Provincial Organization is responsible for determining which of their members are in good standing (i.e., have paid their dues). Applicants who were members in the past may apply for reinstatement. Acceptance of their application requires that past dues be paid.

2. Officers

2.1 There will be a President, a President elect (formerly Vice-President), a Secretary, Treasurer and Past President.

2.2 The President Elect will be elected bi-annually to serve a one year term to be followed by a two year term as president. Once the two (2) year term has ended,

he/she will serve as a Past President on the board of directors for a one (1) year term and thereafter a lifetime ex-officio (non-voting) board member.

The Secretary and the Treasurer will be appointed from within the Board, with one of the serving directors acting in each of these roles.

2.3 The term of office for all other board members will be one year.

3. Directors

3.1 The Board of Directors will be composed of the Officers of the Association and a Director from each of the Regional Associations. There will be a minimum of five members on the Board of Directors.

3.2 The President of each Regional Association will sit as a Director.

3.3 The Immediate Past-President has the privilege of attending any Board meeting and shall be advised by the Secretary as to the time and place of such meetings and can, if authorized, act in the place of any elected officer.

3.4 The Board may appoint any member in good standing a Director to act for the Association for specialized functions (e.g., Governmental Affairs). Any such position will be a non-voting position.

4. Duties of the Board of Directors

4.1 Board of Directors: The Board has full charge of the property, funds, and general management of the affairs of the Association. This is subject to such instructions as may be given at any duly called meeting of the Association.

4.2 Meetings: Regular meetings of the Board shall be held at such times as the Directors may determine. Special meetings of the Board may be called by the President or by any two Directors.

4.3 Quorum: A majority of the Board shall constitute a quorum.

4.4 Vacancies: Any vacancies on the Board may be filled by appointment at a Board meeting. Such appointments must be by a simple majority of those attending the meeting.

5. Duties of Officers

5.1 President: The President shall preside at the meetings of the Association and of the Board of Directors. The President shall be, by virtue of his office, a member of all committees. The President shall perform such other duties as pertain to this office.

5.2 Vice-President: The Vice-President shall perform the duties of the President in the absence of the latter. The Vice-President shall be kept informed of the major issues pertaining to the Association. The Vice-President shall perform such duties as the President may, from time to time, delegate.

5.3 Secretary: The Secretary of the Association is responsible for ensuring:

5.3.1 That notice of all meetings of the Association and Board of Directors is given.

5.3.2 That minutes of all meetings are kept.

5.3.3 That correspondence with interested parties is carried out and that the records of such correspondence are kept.

5.3.4 That membership records are kept. This includes the names of all individuals, firms, or corporations associated with this organization. The Treasurer will be provided with these records.

5.3.5 That vouchers are issued to the Treasurer as authorized by the Association or the Board.

5.3.6 That all records of the Association are kept in a secure place.

5.3.7 At the expiration of their term of office, the Secretary shall deliver to the Board all books, papers and property of the Association in their possession. The secretary's books and records shall at all times be open to the inspection of the Board. The Secretary shall perform such other duties as the Directors may from time to time assign.

5.3.8 The Secretary shall receive a salary of One Dollar (\$1.00) per year.

5.3.9 The Secretary shall provide bonds (at the expense of the Association) as may be determined by the Board.

5.4 Treasurer: The Treasurer shall receive and disburse the funds of the Association upon duly authorized vouchers.

5.4.1 All cheques written using the funds of the Association are to be signed by any two of the following Officers: the Treasurer, the President or the Vice President.

5.4.2 The Treasurer has authority to endorse for deposit all checks and drafts payable to the Association, and is responsible for depositing them in the bank (or banks) decided by the Board.

5.4.3 The Treasurer shall keep regular books of account, which shall be open to inspection to any member of the Board. At the request of three Directors an accounting of the books of the Treasurer shall be had.

5.4.4 The Treasurer Shall report in writing at the regular meetings of the Board and at the annual meeting of the Association as to all monies on hand, receipts, disbursements, monies due, outstanding obligations and resources of the Association. The Treasurer shall provide such bonds (at the expense of the Association) as may be determined by the Board.

5.4.5 The Treasurer will provide the Association with a review of the financial statement.

5.4.6 The Treasurer shall receive a salary of One Dollar (\$1.00) per year.

6. Nominations and Elections

6.1 Nominations for the office of **president elect** shall be made by active Members at a place and time designated by the Board. Nominating Committees made up of a Director from each region and two members from that region may nominate Officers. Officers may also be nominated from the floor of a General Meeting.

6.2 The name of all candidates nominated for the position of President Elect shall be arranged on the ballot in alphabetical order.

6.3 The President shall appoint a committee of not less than two judges who shall supervise the election.

6.4 The election shall take place by mailed-in ballots at a specified date prior to the annual convention. The details for this arrangement shall be made by a sub-committee of the Board.

7. Meetings

7.1 The rules contained in the current edition of *Robert's Rule of Order Newly Revised* will be used as a guideline for the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

7.2 The annual convention and meeting of the Association shall be held at such time as designated by the Board.

7.3 The time and place of the annual convention and meeting shall be fixed by the Board.

7.4 Extraordinary or special meetings of the association may be held at a place and time designated, providing that there is unanimous consent of the Board. In the event of special matters requiring a vote of the Association, such matters may be ordered for decision by mail providing that there is three-quarters consent by the Board.

7.5 Notice of the time and place of Annual Conventions and of all General or Special meetings of the Association shall be sent by mail to each member entitled to be present. This notice shall be sent to the address that last appears in the books of the Association, and will be sent at least 20 days before the time fixed for such conventions or meetings. This 20 day period of notice includes the time taken for mailing. Meetings of the members may be held at any time and place without such notice, provided that all the members of the Association are present or represented by duly appointed proxy, or waive notice thereof by writing or other written communication.

7.6 Closed Meetings: Board of Directors meetings are closed. General meetings are open to all classes of members. The President may close a general meeting providing that there is an approving vote of the majority of voting members at the meeting. Only Active Members may attend a closed meeting. Other members may be allowed to attend such meetings at the discretion of the President.

7.7 Quorum : For an annual general meeting, a quorum constitutes the number of active members at this meeting. Decisions will be carried out by a single majority vote.

7.8 Active Members may vote at an annual general meeting by official proxy. The Board will determine the conditions for a proxy vote.

8. Committees

8.1 The President shall appoint such committees as may be necessary or advisable to carry on the work of the Association. Exceptions are the elective committees listed among the following types of committee:

8.1.1 Finance Committee: The Board shall constitute the Finance Committee. Power is granted to the Board to appoint a sub-committee. A recognized accountant selected by the Board shall review the books of the Association and of the Treasurer at least once a year. This report shall be submitted to the convention by the Treasurer.

8.1.2 Membership Committees: The Vice President and the Directors shall form a membership committee for each region. Each Director shall form a sub-committee drawn from the regional association to promote membership in both the regional association and this Association.

8.1.3 Grievance Committee: The President may appoint a committee of three, whose duty shall be to assemble data on complaints made by members. The finding of this committee shall be submitted to the Board with power to act. Action requires a supporting vote of three-quarters of the Board.

If action is denied by a lack of supporting votes, the matter must be referred to the membership at large for a vote.

8.1.4 Standardization of Practices: The President may appoint a committee which shall collect data and submit findings pertaining to standards, materials and methods. The Officers, by unanimous approval, may submit such information to the membership.

8.1.5 Other Committees: The President is empowered to appoint committees as needed.

8.1.6 The meetings of the committee may be called by the chairman of the committee.

8.1.7 A majority of the members of any committee shall constitute a quorum.

9. Suspensions and Expulsion

9.1 The Association reserves the right at all times to judge the conduct of its members with respect to their duties as members of the Association. A trial on any complaint against a member may be had before the Board, who are to sit as preliminary judges. Their findings of fact will then be submitted to the Association membership as a whole. The member in question may then be given an opportunity to be Heard in his/her own defence before a meeting of the Association as a whole. Upon a vote of two-thirds of members who vote on this issue, such member, if found deficient may then be dropped from the rolls of the Association.

9.1.1 Upon due notice and reasonable time, if a member fails to appear before either or both for the above mentioned tribunals, they shall be notified again. If there is sufficient proof that they have acted in bad faith, action may then be taken in their absence if they have given no reason for their non-appearance.

9.2 The Association reserves the right to terminate the tenure of office of all Officers or Directors who are not functioning in line with the most ethical practices of their office. Termination results from a two-thirds majority vote of the entire membership of the Association.

9.3 All rights and privileges of the Association are disallowed to those suspended, expelled, dropped or resigned.

10. Revenues and Disbursements

10.1 No allocation or expenditures of monies shall be made except by the vote of the Association or Board. No Officer, Director, Committee member or Employee of the Association shall contract any obligation or incur any debt on behalf of the

Association. Nor will they in any way render themselves liable unless authorized by a vote of the Board of the Association.

11. Seal of the Association

11.1 The Association shall have a seal of such design as the Board may adopt. Reproduction of the seal is permitted to members on stationery and other printed and advertising matter.

11.2 Use of Seal: No Associate or Honorary Member, who is not primarily engaged in structural, urban or industrial pest management shall have the right to display or use the Seal of the Association unless approval is given by the Board.

12 Slogan of the Association

12.1 Any slogan adopted by the Association will be copyrighted, or other arrangements made, so that the use of the slogan will be confined to the membership.

13 Amendments of By-Laws

13.1 This Constitution and the By-Laws may be revised, altered or amended at the annual meeting of the Association, provided that:

13.1.1 Twenty days notice of the meeting has been given by the Secretary to the Members by mail at their address last appearing in the books of the Association. This twenty day notice period includes mailing time.

13.1.2 By-law changes are passed by a vote of two-thirds of voting members present at a General meeting

14. Code of ethics

14.1 The relation of Members to the Public: the member shall thoroughly analyze the requirements of their clients and shall conscientiously recommend the means best suited for the clients' needs.

14.2 Professional Services: The member upon accepting a contract or service agreement shall render skilled, intelligent and conscientious service.

14.3 The relation of Members to Competitors: The member shall not publicly criticize the business or private affairs of a competitor. Nor shall they make a dishonest or corruptive proposition to an employee or a competitor.

14.4 The relation of Members to the Association: The member shall be loyal to the principles of their Association and active in its advancement.