

**By-Laws  
Of The  
Arizona Pest Professional Organization (AZPPO), Inc.**

**Article I  
Name**

**Section 1. Name**

The name of the organization shall be the Arizona Pest Professional Organization, Incorporated, referred to as the Association or Organization. (Incorporated March 23, 2005)

**Article II  
Objectives and Purpose**

**Section 2. Purposes**

The objectives and purpose of the Organization shall be to:

1. To promote the interest and general welfare of the pest management industry.
2. To promote a broader understanding and acceptance of the pest management industry as indispensable to the health, comfort, safety and convenience of the public.
3. To encourage high levels of competence, knowledge and performance.
4. Speak with a single strong resolute voice to all levels of our government, local, state, federal and their various agencies.
5. To encourage ethical methods of competition.
6. To cooperate with federal, state and local government authorities, the National Pest Management Association, and educational institutions for the good of the community and the pest management industry.
7. To disseminate, by all appropriate means, accurate knowledge and information with respect to the pest management industry.
8. To promote a closer and friendlier relationship among those engaged in the industry.
9. To do only those things that are lawful and appropriate in the furtherance of these purposes.

**Article III  
Membership**

**Section 1. Membership Classification**

There shall be two classes of membership as hereinafter defined.

## **Section 2. Active Members**

Any business licensed by the Office of Pest Management or any successor agency to engage in the business of structural pest control. Active membership shall be a joint membership with the National Pest Management Association. Each business shall be restricted to one representative with privileges to vote and hold an Officer or Board of Directors position. The voting representative does not have to be an applicator, qualifying party, or business licensee, however, the representative must be an applicator, qualifying party, or business licensee to be eligible to serve on the Executive Committee or the Board of Directors. Each Active Member shall pay such membership dues as the Board of Directors shall determine.

## **Section 3. Allied Membership**

Any person or firm not engaged in the business of structural pest control, but which manufacturers or supplies materials or equipment to the pest management industry. Persons or firms that provide services commonly purchased by licensees such as insurance or legal representation shall also be eligible for allied membership. Allied members may serve on groups or committees and have the right to attend Association meetings and participate in any convention, conference or any educational or social event that may be hosted or sponsored by the Association. Allied members shall have no voting privileges, unless elected to the Board of Directors, although no more than two Allied members may serve on the Board of Directors at a time. Allied Members are not eligible to serve on the Executive Committee. Each Allied Member shall pay such membership dues as the Board of Directors shall determine.

## **Section 4. Membership Approval**

The Board of Directors shall be authorized to approve membership applications. The Board of Directors 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.

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. The Board of Directors shall also be authorized to rescind membership for just cause, and shall inform the member immediately of such decision.

# **Article IV Elected Officers and Executive Committee**

## **Section 1. Elected Officers**

The elective officers of the Association shall include a President, President-elect, Treasurer, Secretary, and Immediate Past President. Commencing with the 2010 officer elections, officers shall be elected and hold office for one (1) year or

until their successors are duly elected and installed.

## **Section 2. Executive Committee**

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

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 telephonic conference 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.

## **Section 3. Duties**

The duties of the officers shall be as usually pertain to the offices they hold, and such other duties as may 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 and perform the usual duties incident to the office. The President shall have and perform such other duties and may exercise such other powers as may be assigned to him by these bylaws or by the Board of Directors. The President shall serve as an ex-officio member of all committees.
- B. The President-elect shall preside in the absence of the President at the meetings of the Board of Directors and the members. The President-elect shall have and perform such other duties and may exercise such other powers as from time to time may be assigned to him by these bylaws, the President or by the Board of Directors.
- C. The Treasurer or the Treasurer's designee shall oversee all budgeting and financial affairs of the Association and report to the Executive Committee, Board of Directors and Membership at each of their respective meetings the Association's financial situation.
- D. The Secretary or Secretary's designee shall be responsible for the recording and distribution of all minutes of meetings of the Executive Committee, Board of Directors, and Membership, declaring a quorum for the respective meetings, maintaining an accurate and updated Membership list; and assisting the other Officers of the Association as requested by the President or directed by the Board of Directors. If the Secretary is absent the President shall select someone to record meeting

- minutes. The Secretary or the Secretary's designee shall also be responsible for the collection of information of all Committees such as minutes and agendas and the Organization's calendar of events. The Secretary or the Secretary's designee shall try to ensure the posting of information on the Association website in a timely manner.
- E. The Immediate Past President will advise the President and assist in any advisory function.
  - F. In 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 Secretary shall preside.

## **Article V Board of Directors**

### **Section 1. Composition of Board of Directors**

There shall be a Board of Directors consisting of the President, President-elect, Treasurer, Secretary, Immediate Past President, an Allied Member Position, and three at-large members. The previous composition of the Board of Directors shall stay in effect until the election results of the 2010 election are official.

### **Section 2. Function**

The Board of Directors shall serve as the primary policy-making body of the Association and also manage the business of the Association.

### **Section 3. Meetings**

The Board of Directors shall hold meetings as necessary throughout the year either face to face, via conference call or webinar, however; at least one such meeting shall be held at the site of the Annual Meeting of the Membership 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 4. Quorum and Voting of the Board of Directors**

At any meeting of the Board of Directors, six members of the Board of Directors, participating in person, by phone or electronically, shall constitute a quorum for the transaction of business. A minimum of five 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 5. Staff**

The Board of Directors reserves the right to hire or contract with an Executive Director, organization or staff person to carry out the day-to-day and various operations of the Organization. The Board of Directors shall determine the

specific responsibilities – including the delegation of duties expressly assigned to officers - and salary/stipend of the Executive Director, staff person or other organization. Such details shall be clearly outlined in a contract between the Organization and the Executive Director, staff person or organization. The Board of Directors shall communicate to the Membership the decision to hire an Executive Director, staff person, or other organization to represent the Organization or carry out day-to-day or various functions of the Organization within 30 days of such decision.

### **Section 6. Revenues and Disbursements**

No appropriations or expenditure exceeding \$250 shall be made except by the approval of the Board of Directors. No Officer, Member of the Board of Directors, Active or Allied Member shall contract any obligations or incur any debt on behalf of the Organization or in any way render it liable unless specifically authorized by vote of the Board of Directors. Notwithstanding the provision above, the President, in conjunction with the Treasurer, may approve an appropriation or expenditure of up to \$250.

### **Section 7. Vacancies and Succession**

Any vacant Officer or Board position, whether caused by resignation, death, increase in the size of the Executive Committee or Board of Directors or any other reason, shall be filled by appointment by the remaining members of the Board of Directors until the conclusion of the unexpired term to which they were appointed. In the case of a vacant Officer position, the Board of Directors shall elevate the next highest serving Officer to the vacated office. For example, the Board of Directors would advance the President-elect to President; the Treasurer to President-elect; the Secretary to Treasurer, etc. In the case of a vacancy in the Secretary position, the Board of Directors shall select, when possible, one of the at-large Board members to fill the position for the duration of the unexpired term. In the case of an Immediate Past President vacating his or her office, the Board of Directors shall appoint the most recent Past President to fill the duration of the term.

### **Section 8. Geographic Representation**

Whenever possible or feasible one at-large member of the Board of Directors must be from Maricopa County, one must be from Pima County, and one from a county other than Maricopa or Pima counties. At large members of the Board of Directors shall serve a term of one (1) year and that term shall begin on July 1.

### **Section 9. Qualifications for the Board of Directors**

An Active Member (Company) shall be allowed one company owner, qualifying party, manager or licensed employee at any one time on the Board of Directors; however, individual member franchisees shall not be considered to be operated by the franchiser for the purposes of this section.

## **Article VI Nominations and Elections**

### **Section 1. Nominating Committee and Nominations for Officers, At-Large Board and Allied Member Positions**

Each year a Nominating Committee chaired by a Past President or former member of the Executive Committee appointed by the President shall select the highest-ranking Officers as candidates for the positions of President-elect and Treasurer and at least two Active Members and two Allied Members for the position of Secretary and Allied Member Position, respectively. If the Secretary or Treasurer declines or is otherwise unable to accept the nomination for President-elect or Treasurer, the Nominating Committee shall nominate at least one of the at large members of the Board of Directors as a candidate for the position in question. If none of the at large members of the Board of Directors accept the nomination for President-elect or Treasurer, the Nominating Committee shall select at least two Active Members to run for each of the positions. The Nominating Committee shall nominate at least one member candidate for each of the at-large positions on the Board of Directors in accordance with the geographic representation requirements of Article V, Section Nine of these Bylaws.

### **Section 2. Appointment of Chair and Committee Members**

The President shall appoint the chairperson of the Nominating Committee and its members by no later than May 1.

### **Section 3. Nomination Deadline and Distribution of Ballots**

The Nominating Committee shall nominate candidates for the respective offices, Allied Member and at-large positions on the Board of Directors by May 25 and an electronic ballot shall be distributed to all Active Members and Allied members on the Board of Directors by June 1. At least two subsequent ballots shall also be e-mailed to Active Members and Allied members on the Board of Directors. All ballots must be cast by June 27 in order to be valid and counted.

### **Section 4. Term Limits**

No Officer who has served a full term in any position on the Board of Directors shall be eligible for re-election to that office until at least one year has elapsed unless approved by the Board of Directors.

### **Section 5. Nomination by Petition/Request**

Ten Active Members may nominate any other Active Member as a candidate for Secretary or the at-large positions on the Board of Directors. Such nominations shall be made in writing to the President no later than April 15 in order to be valid. The names of any Active Members so nominated by petition shall be included together with the names of those nominated by the Nominating Committee in the report of the nominations to the Membership.

**Section 6. Right to Call Meeting**

The Board of Directors may also call a meeting of the Membership at which votes (including proxy votes) for the respective candidates will be cast.

**Section 7. Presidency**

On July 1, 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, death, poor health or a decision by three-fourths of the Board of Directors.

**Section 8. Announcement of Results**

The result of the election shall be communicated via e-mail no later than the end of the first full week of July or whenever the results are finalized and confirmed.

**Section 9. Assuming Office & Ties**

The candidate for each respective office receiving the highest number of votes shall be duly elected and assume office starting July 1. Ties in voting for Officers, at-large members of the Board of Directors, and the Allied Member Position shall be resolved by voting of the Board of Directors. Voting shall be by secret ballot. In the case of a tie, the elected Officer and Allied member shall assume office upon notification of the official election results by the Board.

**Section 10. 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, at-large and Allied Member positions of the Board of Directors.

**ARTICLE VII  
MEETINGS and VOTING**

**Section 1. Annual Meetings and Voting**

The Annual Meeting of the Members of the Association shall be held at such time and place as the Board of Directors may determine. Electronic or other written notice of said meeting shall be given to all members not less than 30 days prior to the date thereof. An agenda outlining the specific purpose of the Meeting shall be e-mailed to Active Members and posted to the Association website at least 15 days in advance of the Meeting.

**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 or at the written request of one-third of the Active Members of the Association.

**Section 3. Voting**

At any meeting of the Members of the Association, voting shall be in person or by

proxy (including electronically submitted votes as stipulated by Article VI of these Bylaws) as provided by these Bylaws.

#### **Section 4. Quorum**

The quorum in an Annual Meeting shall never be less than one-third of total active members at the date of the meeting, and two must be officers. 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.

#### **Section 5. Financial Statement and Membership List**

A current financial statement and Active and Allied Member list shall be distributed at the Annual Meeting

### **Article VIII Dues**

#### **Section 1. Dues Schedule**

The Board of Directors shall establish a schedule of annual membership dues. Dues will become payable on the first day of the fiscal year, which shall run from July 1 to June 30 of each year. Dues statements will be mailed out in May, June and July. Members whose dues have not been paid by August 1 will be mailed a final invoice. Any member delinquent as of October 1 will be dropped as a Member of the Association.

#### **Section 2. Use of Logo**

No person, business, firm or other entity shall utilize or mention the Arizona Pest Professional Organization or National Pest Management Association or use (or submit for use) either AzPPO or NPMA's logo on any promotional material, advertising material brochures, stationery, etc., prior to official membership approval and notification or after being dropped as a member of AzPPO for delinquent dues.

#### **Section 3. Resignation**

A resigning member shall not be entitled to refund of any part of his or her dues paid.

### **Article IX Committees**

#### **Section 1. Appointment of Committees**

The President shall be solely responsible for appointing committee chairs to oversee the work of the permanent committees necessary to carry out the work of the Association. The President, in conjunction with the chairs of the respective committees, shall appoint either Active or Allied Members to serve on each of the committees. A committee must consist of at least three Active or Allied Members.

The President may establish ad hoc committees, provided that the duties of such committees are outlined in writing and communicated in writing to the Board of Directors. The President shall serve as an ex-officio member of all committees.

## **Section 2. Permanent Committees**

The permanent committees of the Organization shall be limited to the:

- A. Allied Member Committee
- B. Bylaws Committee
- C. Communications Committee
- D. Education Committee
- E. Government Relations Committee
- F. Membership Committee
- G. Nominating Committee

## **Section 3. Duties of Committees**

The committees shall perform the duties outlined by the Board and all such other duties that may be referred to them by the President. A majority of members of any committee shall constitute a quorum. The Allied Member Committee shall recommend nominee(s) to the Nominating Committee to be placed on the voting ballot for the position of Allied Member Position on the Board of Directors.

## **Section 4. Committee Meetings**

Committees may meet at the call of the Chairperson or the direction of the President or Board of Directors. All committee meetings shall be open to Active and Allied Members.

## **Section 5. Removal**

The President shall have the power and authority to remove any committee chairperson for just cause. Each newly seated President has the authority to appoint new committee chairs. The President shall notify the chairs of their removal in writing.

# **Article X Establishment of Local Chapters**

## **Section 1. Recognition of Local Chapter**

The Board of Directors may recognize and assist in the establishment of local Association chapters representing various geographic areas or the state. To be eligible for affiliation, the local chapter shall not limit its membership in any arbitrary manner that may be construed as a restraint of trade, unfair competition, or other practice in violation of State or Federal law. The Association shall not be legally liable for any act or failure to act on the part of any Local Chapter.

## **Section 2. Membership**

Members of a sanctioned, officially recognized local chapter must also be

recognized Members of the Association.

## **ARTICLE XI - BYLAWS**

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

The bylaws may be amended, repealed, or altered in whole or in part by a vote of one-third of all voting members (cast electronically or by any other method determined by the Board of Directors); provided that a copy of any amendment proposed for consideration shall be mailed electronically to the last recorded address of each member at least 30 days prior to date of the meeting or the date ballots are due.

The Board of Directors shall make such additional Bylaws and amendments to the Bylaws, 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, repeal or alteration of the of the Bylaws may be initiated by:

- A. The Bylaws Committee; or
- B. The written request of:
  - i. The Board of Directors; or
  - ii. Not less than 10 Active Members.

### **Section 3. Interpretation of Bylaws**

The Board of Directors shall be the final authority in interpretation of the Bylaws.

## **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 Bylaws, excepting only acts or omissions to act arising out of his or her willful misfeasance.

## **Article XIII Dissolution**

The Association shall use its funds only to accomplish the objectives and purposes outlined in these Bylaws, and no part of said shall inure or be distributed to Members of the Association. On dissolution of the Association, any funds remaining paid 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 benefit.

Adopted on September 29, 2009