

**BYLAWS OF THE
NATIONAL PEST MANAGEMENT ASSOCIATION, INC.**

ARTICLE I- NAME AND LOCATION.....	5
Section 1.1. Name	5
Section 1.2. Location.....	5
ARTICLE II- DEFINITIONS	5
Section 2.1. “Affiliate Organizations”.....	5
Section 2.2. “Annual Meeting”.....	5
Section 2.3. “Bylaws Committee”	5
Section 2.4. “Executive Committee”	5
Section 2.5. “Finance and Audit Committee”	5
Section 2.6. “Joint Partner Association”.....	6
Section 2.7. “Member”	6
Section 2.8. “Nominating Committee”.....	6
Section 2.9. “Officers”	6
Section 2.10. “Past President Director”	6
Section 2.11. “Senior Advisors”	6
Section 2.12. “Pest Management Firm”.....	6
Section 2.13. “Region”	6
Section 2.14. “Regional Director”	6
Section 2.15. “Related Association”.....	6
Section 2.16. “Supplier/Vendor	7
ARTICLE III- PURPOSES.....	7
Section 3.1. Purposes	7
ARTICLE IV- MEMBERSHIP	8
Section 4.1. Membership Qualifications	8

Section 4.2.	Classes of Membership	8
Section 4.3.	Applications for Membership.....	10
Section 4.4.	Acceptance of Members	10
Section 4.5.	Privileges	10
Section 4.6.	Voting.....	10
Section 4.7.	Suspension for Non-Payment of Dues.....	10
Section 4.8.	Voluntary Termination of Membership.....	11
Section 4.9.	Involuntary Termination of Membership	11
Section 4.10.	Transfer of Membership.....	11
ARTICLE V- DUES.....		11
Section 5.1.	Dues.....	11
Section 5.2.	Refunds	11
ARTICLE VI- MEETINGS OF MEMBERS		11
Section 6.1.	Annual Meetings and Voting.....	11
Section 6.2.	Special Meetings	11
Section 6.3.	Notice of Meetings.....	12
Section 6.4.	Quorum	12
Section 6.5.	Voting.....	12
ARTICLE VII- BOARD OF DIRECTORS		13
Section 7.1.	Governing Body.....	13
Section 7.2.	Board of Directors Composition	13
Section 7.3.	Senior Advisors.....	13
Section 7.4.	Regions.....	13
Section 7.5.	Qualification	13
Section 7.6.	Term of Office	14

Section 7.7.	Nomination and Election.....	14
Section 7.8.	Vacancies.....	14
Section 7.9.	Meetings	14
Section 7.10.	Quorum and Voting of the Board.....	15
Section 7.11.	Action by Written Consent.....	15
Section 7.12.	Removal.....	15
Section 7.13.	Compensation	15
ARTICLE VIII- OFFICERS		16
Section 8.1.	Officers	16
Section 8.2.	Duties	16
Section 8.3.	Election and Term of Office.....	17
Section 8.4.	Qualification	17
Section 8.5.	Resignation and Vacancies	17
Section 8.6.	Removal.....	18
Section 8.7.	Compensation	18
ARTICLE IX- NOMINATIONS AND ELECTIONS.....		18
Section 9.1.	Process	18
Section 9.2.	Officer Nomination and Election.....	18
Section 9.3.	Past President Member of the Board Nomination and Election	18
Section 9.4.	At-Large Directors Nomination and Election.....	18
Section 9.5.	Regional Directors Nomination and Election.....	19
Section 9.6.	Associate Directors Nomination and Election	19
Section 9.7.	Allied Member Directors Nomination and Election	19
Section 9.8.	Distribution of Ballots.....	19
Section 9.9.	Ties in Voting.....	19

Section 9.10. Write-In Candidates	19
ARTICLE X- COMMITTEES.....	20
Section 10.1. Appointment	20
Section 10.2. Standing Committees	20
ARTICLE XI- AFFILIATE ORGANIZATIONS.....	21
Section 11.1. Authorization.....	21
Section 11.2. Establishment.....	21
Section 11.3. Termination of Affiliate Organization Status.....	22
ARTICLE XII- RELATED ASSOCIATIONS AND JOINT STATE PARTNERS.....	22
Section 12.1. Related Associations.....	22
Section 12.2. Joint Partner Association.....	22
Section 12.3. Separation of Responsibility	22
ARTICLE XIII- MISCELLANEOUS	22
Section 13.1. Year	22
Section 13.2. Deposits.....	22
Section 13.3. Checks and Drafts.....	22
Section 13.4. Books and Records	23
Section 13.5. Rules of Order	23
Section 13.6. Execution of Contracts	23
Section 13.7. Antitrust Compliance.....	23
Section 13.8. Terminology Clarification	24
ARTICLE XIV- AMENDMENTS TO BYLAWS	24
ARTICLE XV- INDEMNIFICATION	24
ARTICLE XVI- DISSOLUTION	24
ARTICLE XVII- DISPUTE RESOLUTION	25

**BYLAWS OF THE
NATIONAL PEST MANAGEMENT ASSOCIATION, INC.**

ARTICLE I-NAME AND LOCATION

Section 1.1. **Name.** The name of the corporation shall be the National Pest Management Association, Inc. (the “Association”), a membership organization organized under Delaware General Corporation Law (“DGCL”) and tax exempt for federal income tax purposes under Section 501(c)(6) of the Internal Revenue Code, as amended (the “Code”).

Section 1.2. **Location.** The principal office of the Association shall be located according to the determination of the Board of Directors (the “Board”).

ARTICLE II-DEFINITIONS

Section 2.1. **“Affiliate Organizations”** are the Buettner Foundation (DBA The Pest Management Foundation), Professional Pest Management Alliance, Inc., and The Foundation for Professional Pest Management (DBA QualityPro).

Section 2.2. **“Annual Meeting”** is the annual meeting of the Members of the Association held in conjunction with the Annual Convention of the Association.

Section 2.3. **“Bylaws Committee”** assists the Board and membership in the interpretation of the Bylaws and in drafting any amendment thereto.¹

Section 2.4. **“Executive Committee”** consists of the Officers of the Association and exercises authority granted to it by the Board.²

Section 2.5. **“Finance and Audit Committee”** reviews and recommends financial policies of the Association to the Board, sets guidelines for investments and risk management, and ensures the Association’s financial statements are independently audited each year.³

¹ See section 10.2.3 for makeup and Bylaws Committee Charter for details of responsibilities.

² See section 10.2.1 for makeup and Executive Committee Charter for details of responsibilities.

³ See section 10.2.4 for makeup and Finance and Audit Committee Charter for details of responsibilities.

Section 2.6. “**Joint Partner Association**” is an international, state, regional or local association or federation that formally adopts the Association’s Joint Partnership Program, has Bylaws not inconsistent with that of the Association, and agrees not to limit its membership in violation of any antitrust laws.

Section 2.7. “**Member**” shall mean a member of each of the membership classes set forth in Section 4.2.

Section 2.8. “**Nominating Committee**” nominates individuals to serve as Directors and the Secretary and identifies candidates for vacancies that occur on the Board.⁴

Section 2.9. “**Officers**” are the President, President-Elect, Secretary, Treasurer, Immediate Past President, and Chief Executive Officer (“CEO”). All Officers, except the CEO, are members of the Board.

The CEO serves as a non-voting member of the Executive Committee and Board.

Section 2.10. “**Past President Director**” is a past President of the Association who is elected the Past President Director of the Board.

Section 2.11. “**Senior Advisors**” are Past Presidents of the Association who shall enjoy the rights and privileges assigned to them by the Board.

Section 2.12. “**Pest Management Firm**” means any person or business enterprise primarily engaged in the performance of pest management services for hire.

Section 2.13. “**Region**” is defined as a geographic area from which Regular Members shall elect Regional Directors.

Section 2.14. “**Regional Director**” is a member of the Board who is elected by the Regular Members of a particular Region.⁵

Section 2.15. “**Related Association**” is any state, regional, or local, or international pest management association whose mission and objectives are consistent with those of the Association.

⁴ See section 10.2.2 for makeup and Nominating Committee Charter for details of responsibilities.

⁵ See section 4.2.1 for the definition of Regular Member.

Section 2.16. “Supplier/Vendor” is any individual or business enterprise that manufactures or supplies products, equipment and/or other materials or services to the pest management industry.

ARTICLE III-PURPOSES

Section 3.1. **Purposes.** The purposes of the Association shall be:

- 3.1.1.** To promote the interest and general welfare of the pest management industry.
- 3.1.2.** To conduct and promote scientific, technical and business research relevant to the pest management industry.
- 3.1.3.** To promote a broader understanding and recognition of the pest management industry’s role in protecting property, health, comfort, safety and convenience of the public.
- 3.1.4.** To encourage high levels of competence, knowledge and performance by the pest management industry.
- 3.1.5.** To cooperate with federal, state and local government authorities for the good of the community and the pest management industry.
- 3.1.6.** To cooperate with scientific and educational institutions in matters of interest to the pest management industry.
- 3.1.7.** To disseminate, by all appropriate means, accurate knowledge and information with respect to the pest management industry.
- 3.1.8.** To promote a closer and friendlier relationship among those engaged in the pest management industry.
- 3.1.9.** To do only those things that are lawful and appropriate in the furtherance of the purposes set forth in Section 3.1, including such activities as are permissible for a Federal tax-exempt corporation with a nonprofit purpose within the meaning of Section 501(c)(6) of the Code.

ARTICLE IV-MEMBERSHIP

Section 4.1. Membership Qualifications. Membership in the Association is available to persons or firms involved in or associated with the professional pest management industry. If a pest management firm does business in a state, territory, or other region that is deemed a joint partner with the Association and desires membership in the Association, the firm is required to maintain membership in the Joint Partner Association(s) as a condition of membership.

Section 4.2. Classes of Membership. Membership in the Association shall consist of the following classes:

4.2.1. Voting Members. Regular Members. Any firm offering pest management services for hire in the United States, its territories, and Canada, which supports the purposes of the Association, shall be eligible for Regular Membership in the Association. Each Regular Member shall designate a representative to act as its agents in the conduct of Association affairs. Regular Members may vote for the election of At-Large, Regional and Past President Directors and the Secretary of the Association at the Annual Meeting, and shall have the authority to adopt, repeal and amend the Bylaws of the Association. Representatives of Regular Members may serve as Directors and Officers as detailed in Section 7.2.

4.2.2. Non-Voting Members. The following membership classes may not vote on any matter coming before the Members. Representatives of Allied Members may serve as Directors but no representatives of any other non-voting Member shall be eligible to serve as a Director or Officer.

- a) **Allied Membership.** Any Supplier/Vendor who supports the purposes of the Association shall be eligible for Allied Membership. Each Allied Member shall designate a representative to act as its agents in the conduct of Association affairs.

- b) International Membership. Pest management firms that operate outside the United States, its territories and Canada, shall be eligible for International Membership in the Association. International pest management firms that provide service in the United States, its territories or Canada must apply for Regular Membership. Each International Member shall designate a representative to act as its agents in the conduct of Association affairs.
- c) Associate Membership. Any individual or company not eligible for any other membership type in the Association who supports the purposes of the Association and (i) qualifies by reason of experience or training in biology, chemistry sanitation, or allied sciences related to the practice of pest management, (ii) is involved in programs relating to the control or management of pests, or (iii) is enrolled verifiably at least half time in an accredited institution of higher education shall be eligible for Associate Membership.
- d) Joint Partner Association Membership. Any international, state, regional, or metropolitan Pest Management Association or federation may be eligible for Joint Partner Association Membership under terms and conditions as may be determined by a joint partnership agreement with the Association. The joint agreement will be approved by the Board of Directors each cycle before sending it to the partners for approval. All joint partnership agreements will be approved by the Board of Directors.
- e) Life Membership. The following individuals shall be eligible for Life Membership in the Association under such terms as may be determined by the Board of Directors:
 - (i) an individual who has been the authorized representative of a Regular Member for a period of twenty (20) years or longer and has served on a committee or Board

of Directors, and or (ii) an individual who has served as President of the Association, upon retirement from the industry.

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

Section 4.3. Applications for Membership. All applicants for membership must complete ~~and sign~~ the application form provided by the Association or an Affiliated ~~State, Provincial or Territory~~ ~~State~~ Association.

Section 4.4. Acceptance of Members. Business entities and persons eligible for membership under these Bylaws shall be admitted upon written ~~or electronic~~ application, and payment of dues.

Section 4.5. Privileges. All classes of membership shall enjoy all privileges of the Association except where certain privileges are restricted to a specific class of Member in these Bylaws or the DGCL. Those persons or firms who are suspended, resign or are otherwise terminated from membership shall cease to enjoy all privileges of membership and ~~-may not claim any affiliation with the Association~~ or use or submit for use ~~the Association logo or material~~.

Section 4.6. Voting. Each Regular Member shall appoint a person to be its representative in the Association who shall represent, vote and act for the Member in all of its affairs with the Association. A Regular Member in good standing is entitled to one (1) vote for the election of Directors from the Region(s) where they conduct business and have a physical place of business and one (1) vote for the Past President Director and Secretary, and one (1) vote to adopt, repeal or amend the Bylaws. A Regular Member in good standing who conducts business in multiple regions shall have one (1) vote for Director in each Region in which it conducts business and has a physical place of business and the number of votes equal to the number of Regions where it has a physical places of businesses to elect the At-Large Directors, Past President Director, the Secretary and to adopt, repeal or amend the Bylaws. Unless given other rights by law, all other duties and powers of the Association are reserved to the Board.

Section 4.7. Suspension for Non-Payment of Dues. Any Member whose dues are past due. In such event, all privileges of membership may be terminated. Any Member suspended for non-payment of

dues may be reinstated at any time by payment of dues for the current membership year.

Section 4.8. Voluntary Termination of Membership. Any Member may resign at any time by giving written notice of its resignation to the Association. Any resignation shall take effect at the time specified therein, or, if not specified, immediately. No dues will be refunded.

Section 4.9. Involuntary Termination of Membership. Any Member may be expelled for adequate reason (e.g. violation of the Bylaws or any policy, rule or practice adopted by the Association) by a two-thirds (2/3) vote of the Board. Any Member proposed for expulsion is to be given adequate advance written notice of at least thirty (30) days including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the Board, and final written notice of the Board's decision. The Board's decision is final and not subject to appeal.

Section 4.10. Transfer of Membership. Membership in this Association is transferable or assignable upon the sale or transfer to new owners, provided the owners continue to operate a business that qualifies for membership. Notice of such transfer shall be given to the Secretary and the Executive Director, CEO, NPMA Staff Representative.

ARTICLE V-DUES

Section 5.1. Dues. Dues and assessments shall be established by the Board.

Section 5.2. Refunds. No dues will be refunded.

ARTICLE VI-MEETINGS OF MEMBERS

Section 6.1. Annual Meetings and Voting. The Annual Meeting of the Members of the Association shall be held in conjunction with the Annual Convention of the Association or at such time and place as the Board may determine. The Board of Directors shall make a report to the Membership at the Annual Meeting with respect to the general state of the Association.

Section 6.2. Special Meetings. Special meetings of the Members of the Association may be held at such time and place as determined by the Board by two-thirds vote or called if requested in writing by at least fifty percent (50%) of the Regular Members. At such special meetings, no business shall be

transacted except that which shall have been specified in the notice of such meeting, unless otherwise specified in these Bylaws or unanimous consent is obtained from the Regular Members present to transact other business.

Section 6.3. Notice of Meetings. Notice of any regular or special meeting shall state the place, date, and hour of such meeting, shall be delivered either personally, by mail, by email, or by other accepted means of business communication, to each Member not less than thirty (30) days before the date of such meeting. In case of a special meeting, or when required by statute, the purpose for which the meeting is called shall be stated in the notice.

Section 6.4. Quorum. At any meeting of the Members, a quorum shall consist of 100 Regular Members. 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. If a quorum is not present at any meeting of Members, a majority of Regular Members present may adjourn the meeting until a quorum is present.

Section 6.5. Voting. At any meeting of the Members of the Association, voting shall be in person or by proxy, but no proxy shall be voted on after three (3) years from its date, unless the proxy provides for a longer period. Except in instances in which a meeting is required by law, the Board may authorize a vote by the Regular Members by written secret ballot or other accepted means of electronic transmission, provided that any such electronic submission must either set forth or be submitted with information from which it can be determined that the electronic submission was authorized by the Regular Member or proxy holder. Voting shall be restricted to a Regular Member in good standing which, for purposes of these Bylaws, means that the Regular Member has fulfilled its requirements of membership in the Association including, without limitation, payment of membership dues and compliance with these Bylaws and all rules, regulations and resolutions of the Association.

ARTICLE VII-BOARD OF DIRECTORS

Section 7.1. Governing Body. The governing body of the Association is the Board of Directors, which has authority and is responsible for the governance of the Association. The Board establishes Association policy and monitors implementation of policy by the Association's paid staff under the direction of the CEO.

Section 7.2. Board of Directors Composition. The Board of Directors shall be composed of the Officers, ten (10) At-Large Directors, Regional Directors (one Director from each Region), up to three (3) Allied Member Directors, up to three (3) Associate Directors one of which could be an International member, and one (1) Past President Director.

Section 7.3. Senior Advisors. Past Presidents (unless serving as an Officer or Past President Director) shall be Senior Advisors to the Board.

Section 7.4. Regions. A Region is defined as a geographic area from which Regular Members shall elect Regional Directors. The composition of the Regions will be reviewed by the Board no less than every five (5) years to balance the number of Regular Members in each Region as closely as possible. Canada shall always comprise its own Region.

Section 7.5. Qualification. Each member of the Board shall be an authorized representative of a Regular Member or the representative of an Allied or International Member. Members which are owned, managed, or otherwise operated by a common parent corporation, firm or business entity shall be allowed only one (1) member at any one time on the Board, provided however, that Members which are franchisees or comprised of franchisees shall not be considered to be owned, managed, or otherwise operated by their franchisor for purposes of this Section 7.5. However, at no time will there be more than two (2) total representatives from any Member and/or their franchisees serving on the Board at the same time.

If at any time it is determined that two (2) or more individuals serving on the Board are representatives of Members owned, managed, or otherwise operated by a common parent corporation, firm, or business entity, all but one (1) of such individuals shall resign immediately from the Board of Directors.

[The Past President representative will not count toward the limit of one \(1\) authorized representative of a Regular Member per company.](#)

Section 7.6. Term of Office. At-Large Directors, Regional Directors and Allied Member Directors shall be elected annually for a term of two (2) years. During each annual election, approximately one-half (1/2) of the At-large Directors shall be elected and one-half (1/2) of the Regional Directors shall be elected. Associate Directors and the Past President Director shall serve a one (1) year term. A Member of the Board who has served a full term in any position on the Board shall not be eligible for re-election to that office until at least one (1) year has elapsed without the approval of the Board. Directors shall serve their terms consistent with the Association's fiscal year. The term of the Directors who are Officers shall be commensurate with their Officer term.

Section 7.7. Nomination and Election. At-Large Directors, Regional Directors and the Past President Director will be nominated by a Nominating Committee and elected by majority vote of the Regular Members participating in the election process. Associate Directors and Allied Member Directors will be nominated by the Nominating Committee and elected by a majority vote of the Board. The Director representing the Canadian Region shall be the president of the Canadian Pest Management Association and selected by that organization's election process.

Section 7.8. Vacancies. If a vacancy occurs on the Board for any reason, the Nominating Committee will identify up to two (2) candidates for the vacant position and present such names to the Board who shall elect one (1) of the candidates by majority vote to fill the unexpired term. The appointed individual may be eligible to serve one (1) full term in the same office immediately preceding the end of the partial term.

Section 7.9. Meetings. The Board shall hold at least three (3) meetings annually at such time and place as it may determine; however, at least one (1) such meeting shall be held at the site of the Annual

Meeting of the Membership. Directors may meet by means of telephone conference or other communications equipment as long as all persons participating in the meeting can hear each other simultaneously, and such participation shall constitute presence at the meeting. Additional meetings of the Board 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.

Section 7.10. Quorum and Voting of the Board. At any meeting of the Board, fifteen (15) Directors shall constitute a quorum for the transaction of business. Voting rights of a member of the Board shall not be delegated to another or exercised by proxy. Action by the Board shall be by a majority of the Directors present at a meeting at which a quorum is present, except as otherwise provided in these Bylaws or unless a greater number is required by law. A minimum of twelve (12) votes shall be necessary to decide on any issue.

Section 7.11. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if all Directors consent in writing or electronic transmission to the taking of such action. Such consents shall be filed with the minutes of the proceedings of the Board.

Section 7.12. Removal. Directors may be removed from the Board if they fail to attend three (3) consecutive meetings of the Board, or for cause, upon two-thirds vote of the other members of the Board. The notice of any Board meeting at which such action is contemplated shall contain a notice of the proposed termination, and the Director whose status is being challenged shall be notified thereof, in writing, at least thirty (30) days prior to the date of such meeting. In addition, a person shall cease to be a Director at such time as the Regular Member or Allied Member with whom the Director is associated ceases to be a Member of the Association.

Section 7.13. Compensation. Directors do not receive compensation for their services but may be reimbursed for expenses according to a reimbursement policy established by the Association.

ARTICLE VIII-OFFICERS

Section 8.1. Officers. The Officers of the Association are the President, President-Elect, Secretary, Treasurer, Immediate Past President, and the CEO.

Section 8.2. Duties. The duties of the Officers shall be those that usually pertain to the offices they hold, and such other duties as may herein be prescribed or delegated by the Board.

- 8.2.1.** The President shall preside at all meetings of the Executive Committee, the Board, and meetings of the membership. In the absence of the President, the President-Elect shall preside. The President shall be an ex-officio member of all committees of the Association.
- 8.2.2.** The President-Elect shall prepare for the office of President and have such other powers and perform such duties as from time to time may be prescribed by the Board.
- 8.2.3.** The Treasurer shall chair the Finance and Audit Committee and oversee all budgeting and financial affairs of the Association and report to the Board, Executive Committee and membership at each of their regular meetings.
- 8.2.4.** 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 and membership, and declaring a quorum for the respective meetings. The Secretary shall serve on the Finance and Audit Committee and the Bylaws Committee.
- 8.2.5.** The Immediate Past President shall support the President and other Officers as needed and chair the Nominating Committee.
- 8.2.6.** The CEO is responsible for implementing the policies and directives implemented by the Board and managing the affairs of the Association. The CEO shall support all

committees of the Association or delegate another member of the Association staff to do so. The CEO shall be responsible for the supervision of the Association staff and shall perform such duties as the Board may from time to time direct. The CEO shall work under the terms and conditions set by the Board. Two-thirds vote of all of the members of the Board shall be required to hire or terminate the employment of the CEO.

Section 8.3. Election and Term of Office. Officers, other than the CEO, shall automatically ascend to the next position (i.e., Secretary shall automatically become Treasurer; Treasurer shall automatically become President Elect; and President Elect shall automatically become President) on an annual basis. The Secretary shall be elected annually by the Regular Members. Officers shall serve their term consistent with the Association's fiscal year. Each individual elected to an Officer position shall not serve consecutive terms in the same position unless approved by the Board; except any individual who is appointed or elected to less than a six-month term shall be eligible to be elected to a successive full term to that position.

Section 8.4. Qualification. In order to be nominated to serve as an Officer, an individual must have served as a Director for at least one (1) year and be an authorized representative of a Regular Member.

Section 8.5. Resignation and Vacancies. Any Officer may resign at any time by giving written notice of his resignation to the President. In the event of a President's resignation, written notice shall be given to the President-elect. Any such resignation shall take effect at the time specified in the resignation, or if such time is not specified, immediately upon its receipt by the President or President-elect. The Nominating Committee will identify up to two (2) candidates for the vacant position and present such names to the Board who shall elect one (1) of the candidates by majority vote of the members of the Board, to fill the unexpired term.

Section 8.6. Removal. An Officer may be removed from office if the Officer fails to attend three (3) consecutive regular meetings of the Board, or for cause, upon the majority vote of all the members of the Board. Such removal shall be effective at such time as the Board may determine. The notice of any Board meeting at which such action is contemplated shall contain a notice of the proposed termination, and the Officer whose status is being challenged shall be notified thereof, in writing, at least thirty (30) days prior to the date of such meeting. In addition, a person shall cease to be an Officer at such time as the Regular Member with whom the Officer is associated ceases to be a Member of the Association and at such time as the Officer ceases to be a representative of a Regular Member.

Section 8.7. Compensation. Officers do not receive compensation for their services but may be reimbursed for expenses according to a reimbursement policy established by the Association.

ARTICLE IX-NOMINATIONS AND ELECTIONS

Section 9.1. Process. Nominations and elections will be conducted in accordance with procedures established by the Board.

Section 9.2. Officer Nomination and Election. The Nominating Committee shall recommend up to two (2) candidates for the position of Secretary to the Board. The Board will review the list and if more than one candidate is recommended, the Board will select one (1) candidate to run for the position of Secretary. The name of the candidate recommended by the Board will be submitted to the Regular Members for the final vote.

Section 9.3. Past President Member of the Board Nomination and Election. Each year one Past President, in addition to the Immediate Past President, shall be nominated by the Nominating Committee and presented to the Regular Members for election to the Past President Director Position.

Section 9.4. At-Large Directors Nomination and Election. The Nominating Committee shall annually submit the names of at least two (2) Regular Members for each available At-Large Director position to the Board for review and ratification. Once ratified by the Board, the list of nominees will be presented

to the Regular Members for election. The five (5) candidates receiving the highest number of votes shall be elected.

Section 9.5. Regional Directors Nomination and Election. The Nominating Committee shall annually select and submit to the Board the names of at least two (2) Regular Members to serve as candidates for Regional Director for those regions that will have Director vacancies. Once reviewed and ratified by the Board, the list will be presented to the Regular Members in the respective Regions for election. The candidate from each Region who receives the highest number of votes shall be elected.

Section 9.6. Associate Directors Nomination and Election. The Nominating Committee shall annually select and submit to the Board the names of up to threetwo (32) Regular Members, with up to one (1) that can be and up to onean (1) International Member to serve as an Associate Director. The nominations will be reviewed and ratified by the Board by June 15.

Section 9.7. Allied Member Directors Nomination and Election. The Nominating Committee shall annually select and submit to the Board the names of up to two (2) Allied Members to serve as Allied Member Director. In additionaddition, one (1) Allied Member will be nominated by the United Producers, Formulators and Distributors (UPFDA). The nominations will be reviewed and ratified by the Board by June 15.

Section 9.8. Distribution of Ballots. Secret ballots for election shall be submitted to the Regular Members on a schedule adopted by the Board and may be submitted by the Board and returned by the Regular Members by mail, facsimile, electronic mail, electronic messaging, or other similar ballot as permitted by law.

Section 9.9. Ties in Voting. Ties in voting for Directors shall be resolved by majority vote of all members of the Board then in office and voting.

Section 9.10. Write-In Candidates. Any twenty-five (25) Regular Members, not more than ten (10) of whom are within any one Region, may nominate any qualified Regular Member as a candidate for

Secretary or At-Large Director. Such nominations shall be made by filing a written petition with the CEO no later than fifteen (15) days after the names of nominated candidates are announced. The name of any Members so nominated shall be included together with the names of those nominated by the Nominating Committee and ratified by the Board in the report of nominations to the membership. Any ten (10) Regular Members within a Region, not more than six (6) of whom are from any one state in the Region, may nominate any qualified candidate for a Regional Director position provided a written petition is filed with the CEO no later fifteen (15) days after the names of nominated candidates are announced.

ARTICLE X-COMMITTEES

Section 10.1. Appointment. The President shall annually appoint Chairs and members to such Standing Committees as provided in these Bylaws and such other committees as the Board may deem advisable. Chairs and members of all committees serve at the pleasure of the President and may be removed or re-assigned as determined by the President. Committees may make recommendations to the board and shall not perform duties of the board.

Section 10.2. Standing Committees.

10.2.1. Executive Committee. An Executive Committee shall consist of the Officers of the Association. The Executive Committee may exercise authority granted to it by the Board of Directors. The Executive Committee shall report promptly all actions taken at meetings of the Executive Committee to the Board. Four (4) members of the Executive Committee shall constitute a quorum. At any meeting of the Executive Committee, a minimum of three votes shall be necessary to decide on any issue.

10.2.2. Nominating Committee. The Nominating Committee is responsible for nominating individuals to serve on the Board. Not less than (45) days prior to the Annual Meeting, the President shall appoint members of the Committee to include ~~up-~~
~~ten not less than 10~~

~~ten (10)~~ Regular Members, ~~one of whom shall be the Immediate Past President and one of whom shall be another past president.~~ At least ~~five~~ ~~seven~~ (5) members shall have served on the previous year's Nominating Committee. ~~The Immediate Past President shall chair the Committee. The President will sit as a non-voting member of the committee.~~

10.2.3. Bylaws Committee. The Bylaws Committee shall consist of at least three (3) Regular Members and the Secretary to assist the Board and membership in the interpretation of the Bylaws, and in drafting any amendment thereto. The Chair shall be appointed by the president. The members of the Bylaws Committee shall serve a 3-year term. The President shall annually appoint a Bylaws Committee consisting of Regular Members.

10.2.4. Finance and Audit Committee. The Finance and Audit Committee shall consist of not fewer than six (6) Regular Members, of which one will be the current Secretary. The members of the Finance and Audit Committee shall serve a 4-year term. The President shall annually appoint a Finance and Audit Committee consisting of Regular Members. The Treasurer shall chair the Committee.

ARTICLE XI-AFFILIATE ORGANIZATIONS

Section 11.1. Authorization. Affiliate Organizations may be created when the Board feels they can be effective and support the purposes of the Association or the Pest Management industry. When appropriate, such Affiliate Organizations shall be and remain completely autonomous and independent of the Association.

Section 11.2. Establishment. The Board shall be authorized to establish rules and regulations to govern the Association's relationships with an Affiliate Organization.

Section 11.3. Termination of Affiliate Organization Status. The Board shall be authorized to terminate Affiliate Organization status of such an organization for just cause and the President shall ensure that the Bylaws of each Affiliate Organization grant the Association such right.

ARTICLE XII-RELATED ASSOCIATIONS AND JOINT STATE PARTNERS

Section 12.1. Related Associations. The Association will work with all state, regional, and local pest management associations so long as their mission and objectives are consistent with those of the Association.

Section 12.2. Joint Partner Association. To be eligible as a Joint Partner Association, the state, regional, or local association must formally adopt the Association's Joint Partnership program, have Bylaws consistent with those of the National Pest Management Association, and agree not to 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.

Section 12.3. Separation of Responsibility. The Association shall not be legally liable for any act or failure to act on the part of any separately incorporated state, regional, or local association including, without limitation, any Joint Partner Association. The terms "Joint" and "Partner" are indicators of shared mission, not legal status.

ARTICLE XIII-MISCELLANEOUS

Section 13.1. Year. The fiscal year of the Association shall begin on the first day of July and end on the last day of June each year.

Section 13.2. Deposits and Investments. Funds of the Association may be deposited or invested from time to time to the credit of the Association in such banks or in such financial securities or institutions as may be selected by the Board.

Section 13.3. Checks and Drafts. All checks, bills of exchanges and other orders for the payment of money, promissory notes, acceptances or other evidences of indebtedness are to be signed by the

President, Treasurer, CEO and/or other such Officers or employees of the Association and all in such manner as authorized by the Board. To the extent authorized by the Board, such signature or signatures may be facsimileelectronic.

Section 13.4. Books and Records. The Association shall keep correct and complete books and records of account; written minutes of the proceedings of its meetings, the original or a copy of the Bylaws and Articles of Incorporation as amended to date, and a record giving the names and addresses of all current Members and the class of membership held by each Member along with the date and manner of any membership that has been terminated. All books and records of the Association may be inspected by any Member, his or her agent or attorney, at any reasonable time and for any proper purpose, where such Member has provided a written request.

Section 13.5. Rules of Order. The rules contained in Robert's Rules of Order, Newly Revised, or as it may be amended from time to time, shall govern the Association's meetings in all cases in which they are applicable and in which they are not inconsistent with these Bylaws or the DGCL.

Section 13.6. Execution of Contracts. The Board, except as otherwise expressly provided in these Bylaws, may, by resolution, authorize any Officer of the Association to enter into any contract and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 13.7. Antitrust Compliance. It is the undeviating policy of the Association to comply strictly with the letter and spirit of all applicable federal, state, and international trade regulations and antitrust laws. Any activities of the Association or Association-related actions of its Officers, Directors, committees including Standing Committees, Members, or staff that violate these regulations and laws are detrimental to the interests of the Association and are unequivocally contrary to the Association policy.

Section 13.8. Terminology Clarification. As used in these Bylaws, the male gender includes the female and neuter, the singular includes the plural, and vice versa; and the term “person” includes both the Association and a natural person.

ARTICLE XIV-AMENDMENTS TO BYLAWS

New Bylaws may be adopted, or these Bylaws may be amended or repealed, at any regular or special meeting of the Members upon the affirmative vote by two-thirds (2/3) of the number of Regular Members present, provided, however, that notice of such meeting shall state at least the substance of any proposed amendment or other action relating to the Bylaws. Amendments to recommended Bylaws changes will not be accepted during regular or special meetings.

ARTICLE XV-INDEMNIFICATION

The Association shall indemnify any and all of its Directors, Officers and any person who may have served at its request or by its election as a Director or Officer of an Affiliate Organization against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them are made parties, or a party, by reason of being or having been Directors or a Director or Officer of the Association, except in relation to matters as to which any such Director or Officer or former Director or Officer or person acted in bad faith or in a manner that the person did not reasonably believe was in, or not opposed to, the best interests of the Association, or, in any criminal action or proceeding, had reasonable cause to believe their conduct was unlawful. Such indemnification shall not be deemed exclusive of any other rights to which such Director(s) or Officer(s) may be entitled under any law, bylaw, agreement, vote of the Board or Regular Members, or otherwise.

ARTICLE XVI-DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in 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.

ARTICLE XVII-DISPUTE RESOLUTION

All disputes between and among the Association, its Members, Directors and Officers relating to the management of the Association or the application of these Bylaws, including the membership status of any person or firm, shall be resolved exclusively by arbitration in Fairfax County, Virginia according to the rules of JAMS then in effect. To the extent allowed by the DGCL, the arbitrator may award attorneys' fees and costs to the prevailing party in any such arbitration.

DC 51046327.2