



## **Summary of Updates to Accompany the Proposed NPMA Bylaws Revisions**

### **Background**

As part of non-profit association best practices, organizational bylaws should be reviewed no less than every five years. To be consistent with these practices, NPMA's Bylaws Committee is tasked with reviewing the existing bylaws on a periodic basis and if necessary, making recommendations for changes and improvements. The process to adopt any changes includes a vote by the NPMA Bylaws Committee, then ratification of that vote by the NPMA Board of Directors, and then a vote by the members at the NPMA Annual Membership Meeting.

The most recent Bylaws were adopted in October of 2020. The NPMA Bylaws Committee is currently working on some minor changes, with anticipated completion in the spring of 2025, so they can be shared with the NPMA Board of Directors at the June 2025 meeting and then voted on by the membership at PestWorld 2025 in October.

Below you will find a summary of the changes that are being proposed by the NPMA Bylaws Committee. These changes have also been reviewed by NPMA's outside Counsel that specializes in trade-association law and best practices.

### **Section 2.5.**

To make the section related to the Finance and Audit Committee consistent with its respective charter, the Bylaws Committee recommends adding the additional responsibilities to the first sentence of the committee definition.

### **Section 2.9.**

Clarifies that the NPMA CEO is a non-voting member of the Executive Committee and Board of Directors.

### **Section 2.15.**

Specifies that international associations, as per the case of the Canadian Association, may be considered a related organization if their mission and objectives are consistent with those of NPMA.

### **Section 4.2.2 section d.**

NPMA Staff will share the joint partner agreement with the Board of Directors for approval prior to distributing to the partner associations for signature.

**Section 4.2.2 section e.**

To be consistent with current practices and to also allow for individuals that may be up for consideration for the designation of Lifetime membership because of their contributions to the Association but may have not served in the role of President, the committee recommends adding the word “or”.

**Section 4.3.**

As NPMA has a partnership with the Canadian Pest Management Association and at times other territorial associations (i.e. Puerto Rico), the committee recommends adding clarifying language to this section.

**Section 4.10.**

To be consistent with current practices, the committee recommends removing Executive Director, which is no longer a position at NPMA, and replacing it with “Staff Representative.”

**Section 7.5.**

NPMA’s practice is to have a Past President serve on the NPMA Board of Directors approximately 5 years after they have served as NPMA President. With the prevalence of M&A activity and limit of one company representative on the Board at any given time, there have been occasions where Board Members had to step down because the Past President Representative may have sold their company within that timeframe. In light of this, the committee recommends exempting the Past President position from the respective one member maximum per company threshold.

**Section 9.6.**

The committee recommends clarifying this section to allow for not more than one (1) international member to serve on the NPMA Board at any given time (not including Canada which is designated as NPMA’s region 5).

**Section 10.2.2**

While keeping the continuity of the Nominating Committee but at the same time ensuring the Association can meet the stated requirements, the Bylaws Committee recommends streamlining this section and the respective charter to reduce the number of members that have served on the prior year committee from 7 to 5 and removing the requirements of a Past President and that the Immediate Past President Chair the Committee.