

New England Pest Management Association, Inc.

AMENDED ASSOCIATION BY-LAWS

Reflects all changes made through December 1, 2006

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ARTICLE I - NAME AND SEAL

The name of this non-profit corporation shall be New England Pest Management Association, Inc., which shall have a flat-faced circular corporate seal with the name of the Corporation, together with the year of its incorporation and the word Massachusetts inscribed thereon.

ARTICLE II - PURPOSE

The purpose of this Corporation is in all lawful ways:

- a. To promote the interests and general welfare of the Pest Management Industry.
- b. To conduct and promote scientific, technical and business research.
- c. To promote a broader understanding and acceptance of the Pest Management Industry as indispensable to the health, comfort, safety and convenience of the public.
- d. To encourage, establish and maintain high standards of competence, knowledge and performance.
- e. To encourage and establish ethical business methods.
- f. To consider and take appropriate action on governmental matters affecting the industry.
- g. To cooperate with other recognized associations and scientific and education institutions for the good of the community and the Pest Management Industry.
- h. To disseminate, by all appropriate means, accurate knowledge and information with respect to the Pest Management Industry,
- I. To promote a closer and friendlier relationship among those engaged in the industry.
- j. To engage in all other lawful activities affecting the welfare of the industry.

ARTICLE III - LOCATION

The office of the Corporation shall be located in Boston, Massachusetts, or such other place or places as may be determined by the membership.

ARTICLE IV - CODE OF ETHICS

The Corporation shall adopt and the membership shall adhere to the Code of Ethics promulgated by the New England Pest Management Association. The Board of Directors shall interpret said code in all cases.

ARTICLE V - MEMBERSHIP

Section 1. Active Membership

- A. Any pest management firm, in the opinion of the Board of Directors, which is in sympathy with the purpose of the Association, shall be eligible for Active Membership in the Association, provided said pest management firm fulfills the following requirements.
 - I. The firm shall have been established in the pest business for a minimum of one year within New England.
 - ii. At least one person in a responsible position in the firm shall have had at least two years of experience in the pest business, or shall have a degree from a recognized college or university with advanced training in entomology, chemistry or other sciences related to the practice of pest.
 - iii. The applicants shall furnish his registration/certification/license

number if such credentials are required by the state in which services are performed.

- iv. The applicants shall not utilize or mention the New England Pest Management Association affiliation or use (or submit for use) the NEPMA logo on any promotional material, brochures, stationery, etc., prior to official membership approval and notification.
- B. 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.
- C. Annual dues of an Active Member shall be determined by the dues schedule then currently in force; which schedule shall be based upon the total number of licensed pesticide applicators employed in any of the New England States by the said Active Member, including any and all employees of subsidiary and/or affiliated companies.

Section 2. **Allied Membership**

- A. Any supplier, who, in the opinion of the Board of Directors, is in sympathy with the purpose 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. Annual dues of an Allied Member shall be determined by the dues schedule then currently in force.

Section 3. **Associate Membership**

- A. Any individual who, in the opinion of the Board of Directors, is in sympathy with the purposes of the Association; qualified by reason of experience or training in biology, chemistry, sanitation or allied sciences related to the practice of pest; involved in programs relating to the management of pests; and is not otherwise eligible for membership in the Association may apply for Association Membership.
- B. Membership shall be in the name of the individual and not his employer or any other party.
- C. Annual dues of an Associate Member shall be determined by the dues schedule then currently in force.

Section 4. **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. Affiliate Organization. Any state, regional or metropolitan pest organization shall be eligible for Affiliate Organization membership. This designation shall also refer to education, environmental, health or other concerned groups.

- C. Annual dues of an Affiliate Member shall be determined by the schedule of dues then currently in force.

Section 5. **Life Member**

In recognition of long-term industry service, any employee of an active member who is retiring from active participation in the industry may be voted upon as a Life member. Dues of a Life Member shall be determined by the dues schedule then currently in force.

Section 6. **Honorary Member**

In recognition of achievement, any individual, corporation or organization may be voted upon as a Honorary Member at such time and under such terms as may be determined by the Board of Directors provided that said member is ratified by a majority of the active members present at a duly called meeting of the Corporation.

Section 7. **Prospective Member**

- A. Any pest management firm, in the opinion of the Board of Directors, which is in sympathy with the purpose of the Association, shall be eligible for Prospective Membership in the Association, provided said pest management firm fulfills the following requirements.
 - I. The firm shall have been established in the pest business for less than one year within New England.
 - ii. At least one person in a responsible position in the firm shall have had at least two years of experience in the pest business, or shall have a degree from a recognized college or university with advanced training in entomology, chemistry or other sciences related to the practice of pest.
 - iii. The applicants shall furnish his registration/certificate/license number if such credentials are required by the state in which services are performed.
 - iv. The applicants shall not utilize or mention the New England Pest Management Association affiliation or use (or submit for use) the NEPMA logo on any promotional material, brochures, stationery, etc., prior to becoming an Active Member.
- B. Annual dues of a Prospective Member shall be determined by the dues schedule then currently in force.

Section 8. **Application for Membership**

Application for membership shall be addressed to the office of the Corporation upon a form to be decided upon the Board of Directors, together with the submittal of the total amount of annual dues herein for provided. Such applicant shall become a member upon approval of its application by a majority of the Board of Directors.

Section 9. **Withdrawal, Termination, Suspension, or Expulsion**

- A. WITHDRAWAL: Any member may, upon the payment of any unpaid fees, assessments and other obligations to the Corporation, withdraw from membership

- at any time by giving at least thirty-days (30) notice thereof to the Clerk.
- B. **TERMINATION**: The membership of any Member and all rights and privileges thereof shall terminate in the event such member ceases to meet the qualifications for Membership prescribed in these bylaws. It shall be the duty of each member to give prompt notice in writing to the Clerk of any change in ownership or activities affecting its qualifications for membership.

Section 10. Suspension or Expulsion

Any member may be suspended or expelled for cause. Except for reason of non-payment of dues and/or assessments, any suspension or expulsion shall become effective upon both the recommendation of the Board and a two-thirds (2/3) vote of those Active Members of the Corporation present or represented by proxy at a duly called meeting, provided that a statement of said reasons for suspension or expulsion shall have been mailed by certified mail to the member at its last recorded address at least fifteen (15) days before a vote is to be taken thereon. A notice of the time and place shall accompany this statement when the Corporation is to take action, and the member shall be given an opportunity, if it wishes, to present a defense before the Corporation. Forfeiture of membership by reason of non-payment of dues and/or assessments shall occur pursuant to Article VI - Dues and Assessments, Section 3 - Delinquency.

Section 11. Service for Non-members

Upon approval by the Board of Directors any Corporation service or benefit may be furnished to non-members upon payment of a fee for such service or the Board of Directors may determine benefit.

ARTICLE VI - DUES AND ASSESSMENTS

Section 1. Dues

Every Active, Allied, Associate, Affiliate and Life member shall pay an annual membership dues in accordance with dues schedule as determined by the majority of the membership at any regular meeting of the Corporation. All dues shall become payable on the first day of the appropriate billing cycle.

Section 2. Assessments

Assessments may be levied or determined for any membership classification by a majority of the Active member present or represented by proxy at any regular or special meeting of the Corporation.

Section 3. Delinquency

If any member shall fail to pay any of the dues and assessments as provided for by these by-laws within ninety-days (90) from the date it is due, it shall be deemed delinquent and shall suspend its membership. However, any delinquent member who's pursuant to Article V - Membership supra: Provided however, all delinquent dues and assessments are paid with the submittal of the application for membership.

ARTICLE VII - MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the Corporation for the purpose of election of officers, directors receiving annual reports, and the transaction of other business shall be held each year at such time and place as the Board of Directors may determine.

Section 2. Regular Meetings

Regular meetings may be held as frequently and at such place and at such times as may be determined by the Board of Directors.

Section 3. Special Meetings

Special meetings of the membership may be called by the President, by the Board of Directors, or upon the written application of five (5) or more Active Members. The notice of any such special meeting shall state the time, place and purpose of the meeting.

Section 4. Notice

At least fourteen (14) days written notice of each Annual, Regular or Special Meeting shall be given by the clerk or the Corporation's professional management firm or a qualified individual (such as an Executive Director) to each member of the Corporation by mailing same to each member by first class mail, postage prepaid.

Section 5. Quorum

Ten percent (10%) or not less than fifteen (15) Active Members in good standing, including proxies there from, shall constitute a quorum at all regular, annual and special meetings of the Corporation. All actions by the Corporation shall be taken by majority vote of the Active Members present or voting by mail represented by proxy unless otherwise specified herein or by law.

Section 6. Voting

Each Active Member in good standing shall be entitled to one vote in respect to all the affairs or the Corporation. Each such member shall designate an owner or employee(s) who shall be its personal representative to vote and act for such member, including the holding of office in the Corporation. The designated owner or employee shall lose his rights upon termination of his ownership or employment with the Active Member. A majority vote of designated representatives of Active Members present or represented by written proxy at a meeting where a quorum is present shall govern. No Allied, Associate, Affiliate, Honorary or Life Member shall be entitled to vote in the affairs of the Corporation.

Section 7. Proxy Vote

A designated representative, as that term is defined in Section 6 of this Article VII, who is unable to be present at any duly called meeting of the corporation may be represented by a written proxy form provided by the Board of Directors, executed by the designated representative and filed in writing with the Clerk of the Corporation. Such proxy shall provide sufficient authorization either to allow the clerk of the Corporation to vote on behalf of the designated representative in the manner described within the proxy or to appoint any other owner or employee of any Active member to act on behalf of the designated representative; and such proxy shall be counted in ascertaining a quorum for the transaction of business.

ARTICLE VIII - OFFICERS AND BOARD OF DIRECTORS

Section 1. Management

The activities and property of the corporation shall be managed and supervised by a Board of Directors comprised only of owners an/or employees of Active Members in good standing. In addition to the authority expressly conferred by these Bylaws, the Board of Directors shall perform all the duties and exercise all the powers conferred by law or custom upon the directors of corporations generally. The Board of Directors may delegate a portion of the direction and/or management of the Corporation by hiring a professional management firm or a qualified individual (such as an Executive Director) for such period of time and under such conditions as the Board shall determine. The Board may require a bond for officers, Directors and/or employees if it deems necessary. The corporation shall pay the cost of such bond.

Section 2. Composition of Board of Directors

The Board of Directors shall consist of the President, President-elect, the Immediate Past President, Treasurer and Clerk of the Corporation, and six (6) directors for a total Board of eleven (11) voting members. Only owners or employees of Active Members in good standing shall be eligible to be elected and serve as Officers or Directors. Not more than one (1) representative (owner or employee) of an Active Members company, corporation, LLC, franchiser or subsidiaries in good standing shall be elected and serve on the Board at any one time. Any representative of an Active Member who serves on the Board of Directors shall also serve as that member's personal representative to vote and act for such member in all Corporation matters as if more fully described in Section 6 (Voting) of Article VII (Meetings) herein.

Section 3. Officers

The officers of the Corporation shall be the President, President-elect, the Immediate Past President, Treasurer and Clerk.

Section 4. President

The President shall preside at all meetings of the Association and the Board of Directors. The President shall perform such duties as pertain to the office and as directed by the Board of Directors.

Section 5. President-Elect

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 the President. During the term as President-Elect the person in the position shall carefully observe overall association activity in preparation for the term of service as President and will assist the President whenever and wherever necessary. The President-elect shall become president of the Corporation two years after being elected. The President-Elect shall assist the 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. Treasurer

The Treasurer shall be the corporate officer directly charged with the responsibility for the financial affairs of the Association, subject to the instruction issued by the Board of Directors. The Treasurer shall be authorized and expected to be acquainted with the details of the financial records maintained by the Association's management, and to recommend changes in the interest of efficiency or more accurate records, and shall refer to the Board of Directors any items which may seem to be questionable in nature. The Treasurer shall have check signing authority and shall make such disbursements as may be approved by the Board of Directors. The Treasurer is responsible to insure there are two signatures on all check in excess of \$2,500.00. The Treasurer shall assist the Officers of the Association as requested by the President or directed by the Board of Directors.

Section 8. Clerk

The Clerk or the Clerk's designee shall be responsible for having the minutes of all meetings of the Board of Directors and Annual Membership Meetings. The Clerk shall assist the Officers of the Association as requested by the President or directed by the Board of Directors.

Section 9. Automatic Progression To Past President From President

Upon the election of a new President, the person then serving in that position, will automatically become Immediate Past President of the Corporation and serve two years or until another new President moves into that spot. Any sitting President of the Corporation who was not elected as President-elect shall continue to serve on the Board of Directors for two years following his term as Past President of the Corporation.

Section 10. Procedure for the Nomination of Officers and Directors

A Nominating committee of three (3) Active members who are not Officers or Directors shall be appointed by the President at least thirty (30) days before the annual meeting. This committee shall nominate a slate as indicated in the Article VIII and make its report at least fourteen (14) days before the Annual Meeting, and said nominations shall be forwarded to all Active Members by first class mail, postage prepaid at least fourteen (14) days before the Annual Meeting, in addition to the procedure set forth in this section. Active members in good standing may nominate additional candidates for officers and/or director positions from the floor.

Section 11. Procedure for Election of Officers and Directors

The Chairman of the Nominating Committee shall preside over the nominations and election of officers and directors. The Nominating Committee Chairman shall present the slate of the Nominating Committee shall be and shall accept additional nominees from the floor. The Chairman shall conduct an election at the Annual or Special meetings duly called. A majority vote of Active members in person or represented by proxy shall constitute an election.

Section 12. Term of Directors

The term of each Director shall be three (3) years commencing on the first of the calendar year following election and at each Annual Meeting; two (2) Directors shall be elected.

No Director who has served a full term of three (3) years shall succeed himself. Subject to the provisions of Article VIII, Section 12 & 13, each Director shall serve until his successor is duly elected and qualified. To the extent possible, each of the six (6) New England States shall be represented on the Board.

Section 13. Term of Officers

The term of each Officer shall be two (2) years commencing on the first day of the calendar year following election. No Officer who has served two (2) full successive terms may succeed himself.

Section 14. Resignations

An Officer or Director may resign at any time by presenting his resignation to the Board of Directors.

Section 15. Expulsion

An Officer or an at large Director may be removed for cause but only by the action of at least two thirds of the Directors then in office. Any Officer or Director who fails to attend, by physical presence, two (2) or more Directors' Meetings within a calendar year may be subject to removal, said action to be reported at the next regular or special meeting of the membership.

Section 16. Vacancies

Vacancies of any of the Officer or Director positions may be filled by a majority vote of the Directors then in office.

Section 17. Directors' Meetings

Regular meetings of the Board of Directors may be held in such places and at such times as the Board may vote.

Special meetings of the Board of Directors may be held at any time or place whenever called by the President. Clerk or three (3) other members of the Board, reasonable notice thereof being given by the President or Clerk, to each Director, or at any time without formal notice provided all the Directors are present or those not present have waived notice thereof either before or after such meeting. Such special meetings shall be held at such times and places as the notices thereof or waiver shall specify.

Section 18. Quorum

A majority of the full Board of Directors presents, by telephone or represented by written proxy shall constitute a quorum for the transaction of business. A number of Directors less than a quorum, however, may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice if a quorum is then present. Except as otherwise required by law or these Bylaws, the act of a majority of the Directors present, by telephone or represented by written proxy at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE IX - COMMITTEES

Section 1. Appointment

The President with the approval of the Board of Directors shall appoint such standing Committee

as are deemed necessary.

Section 2. Committee Composure

Committee composure shall not be restricted to active members only.

Section 3. Authority

Each committee shall make periodic reports to the President in writing or verbally. No committee or individual shall represent the Corporation in advocacy or in opposition to any issue without the specific authorization of the Board of Directors and/or the President.

ARTICLE X - ORDER OF BUSINESS FOR MEETINGS

Section 1.

When appropriate, at meetings of the Corporation, the order of business shall be as follows:

- a. Calling of the roll of office and determination of quorum
- b. Reading of the minutes
- c. Treasurer's Report
- d. Receiving and reading of communications
- e. Reports of Officers
- f. Report of Committees
- g. Voting on Proposed By-Laws Changes(s)
- h. Nomination and Election of Officers and Directors
- I. Unfinished business
- j. New business
- k. Date of next meeting
- l. Adjournment

Section 2.

The order of business may be altered or suspended at any meeting by majority of the Active Members present or represented by proxy.

ARTICLE XI - LEGAL COUNSEL

Legal Counsel may be retained as approved by the Board of Directors.

ARTICLE XII - FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31.

ARTICLE XIII - LIABILITY

Nothing herein shall constitute members of the Corporation as partners for any purpose. No member, officer, director, agent or employee of this Corporation shall be liable for the acts or failure to act on the part of any other member, officer, director, agent or employee of the Corporation. Nor shall any member, officer, director, agent, employee or member notwithstanding any provision of lay imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of an officer or director (I) for any breach of the officer's, director's, agent's, employee's or member's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,

or (iii) for any transaction from which the officer, director, agent, employee or member derived an improper personal benefit. The corporation shall indemnify any member, officer, director, agent or employee from any loss sustained by him in the good faith course of his duties.

ARTICLE XIV - DISSOLUTION

Section 1.

The Corporation may be dissolved by the vote of a majority of its Active Members legally qualified to vote at any duly called meeting of the Corporation, provided that such proposed dissolution shall have been set forth in the notice of such meeting and submitted in writing to each member at least thirty (30) days before the date of the meeting.

Section 2.

In the event of dissolution of the Corporation, its net assets after payment of all outstanding debts and expenses shall be paid over to any successor organization, or, if there be none, all such net assets shall be distributed to any successor organization or, if there be none, to any non-profit organization sympathetic with the purpose of the New England Pest Management Association.

ARTICLE XV - AMENDMENTS

These by-laws may be amended or repealed in whole or in part by the votes of 2/3 of the active members of the Corporation attending any duly called meeting of the Corporation, or represented by written proxy pursuant to Article VII, Section 7 provided that the proposed change shall have been set forth in the notice of such meeting and mailed, first call, postage prepaid to each member at least ten (10) days before the date of the meeting. Any changes in these by-laws shall take effect on the first day of the month following their approval.