

# **New England Pest Management Association, Inc.**

## **AMENDED ASSOCIATION BYLAWS**

Adopted December 8, 2021

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## **ARTICLE I - NAME AND SEAL**

The name of this non-profit corporation shall be New England Pest Management Association, Inc. (the "Association").

## **ARTICLE II - PURPOSE**

The purpose of this Association is that which is listed in the Association's Articles of Incorporation.

## **ARTICLE III - LOCATION**

The office of the Association shall be located in such other place or places as may be determined by the Board of Directors (the "Board").

## **ARTICLE IV - MEMBERSHIP**

### **Section 1. Active Membership**

- A. Any pest management firm 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 affiliation with the Association or use (or submit for use) the Association's logo on any promotional material, brochures, stationery, etc., prior to official membership approval and notification.
- B. The Board 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 approved by the Board.

### **Section 2. Allied Membership**

- A. Any manufacturer or vendor 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 its affairs with the Association.
- C. Annual dues of an Allied Member shall be determined by the dues schedule approved by the Board.

### **Section 3. Associate Membership**

- A. Any individual 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 approved by the Board.

#### **Section 4. Affiliate Membership**

The following shall be eligible for Affiliate Membership under terms and conditions as may be determined by the Board:

- A. Corporate Affiliate. A subsidiary of an active member shall be eligible for Affiliate membership. This shall include companies that are a member of NPMA through another state.
- B. Affiliate Organization. Any state, regional or metropolitan pest organization shall be eligible for Affiliate 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 dues schedule approved by the Board.

#### **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 by the Board. Dues of a Life Member shall be determined by the dues schedule approved by the Board.

#### **Section 6. Honorary Member**

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

#### **Section 7. Prospective Member**

- A. Any pest management firm not otherwise eligible for Active Membership, shall be eligible for Prospective Membership in the Association, provided said pest management firm fulfills the following requirements.
  - ii. The firm shall have been established in the pest business for less than one year within New England.
  - iii. 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.
  - iv. The applicants shall furnish his registration/certificate/license number if such credentials are required by the state in which services as performed.
  - v. The applicants shall not utilize or mention affiliation with the Association or use (or submit for use) the Association's logo on any promotional material, brochures, stationery, etc., prior to official membership approval and notification.
- B. Annual dues of a Prospective Member shall be determined by the dues schedule approved by the Board.

### **ARTICLE V – MEETINGS**

#### **Section 1. Annual Meeting**

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

## **Section 2. Regular Meetings**

Regular meetings of the membership 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, 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**

Written notice of each Annual, Regular or Special Meeting shall be given by the clerk or the Association's professional management firm or a qualified individual (such as an Executive Director) to each member of the Association by mailing same to each member by electronic communication, first class mail, postage prepaid or the manner required by the applicable notice provision for nonprofit corporations in the General Laws of the State of Massachusetts.

## **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 Association. All actions by the Association 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 of the Association. Each such member shall designate an owner or employee(s) ("Designated Representative") who shall be its personal representative to vote and act for such member, including the holding of office in the Association. The Designated Representatives shall lose their rights upon termination of their ownership or employment with the Active Member. No Allied, Associate, Affiliate, Honorary or Life Member shall be entitled to vote in the affairs of the Association.

## **Section 7. Proxy Vote**

An Active Member, whose Designated Representative is unable to be present at any duly called meeting of the Association, may be represented by a written proxy form provided by the Board of Directors, executed by the Active Member, and filed in writing with the Clerk of the Association. Such proxy shall provide sufficient authorization either to allow the clerk of the Association 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.

### **Section 1. Management**

The activities and property of the Association shall be managed and supervised by a Board comprised only of owners and/or employees of Active Members in good standing. In addition to the authority expressly conferred by these Bylaws, the Board shall perform all the duties and exercise all the powers conferred by law or custom upon the directors of corporations generally. The Board may delegate a portion of the direction and/or management of the Association 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 Association shall pay the cost of such bond.

### **Section 2. Composition of Board of Directors**

The Board shall consist of the President, President-elect, the Past President, Treasurer and Clerk of the Association, 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 Designated Representative to vote and act for such member in all Association matters as if more fully described in Section 6 (Voting) of Article V (Meetings) herein.

### **Section 3. Officers**

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

### **Section 4. President**

The President shall preside at all meetings of the Association and the Board. The President shall perform such duties as pertain to the office and as directed by the Board. The President will not vote on any matter as a Designated Representative of an Active Member Company unless a tie exists. In the case of a tie on a vote on any matter the President will cast a vote to break the tie.

### **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 for the remainder of the President's term. 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. Except in accordance with the foregoing, the President-elect shall become president of the Association 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.

### **Section 6. Past President**

The Past President shall be available for counsel and perform such duties as requested by the President or directed by the Board.

### **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 efficiently or more accurate records and shall refer to the Board any items which may seem to be questionable in nature. The Treasurer shall assist the Officers of the Association as requested by the President or directed by the Board. The Treasurer shall have check signing authority and shall make such disbursements as may be approved by the Board, provided that the Treasurer may designate the Executive Director to carry out the duties in this Section.

#### **Section 8. Clerk**

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

#### **Section 9. 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 Nominating Committee shall nominate a slate as indicated in the Article VI and make its report at least fourteen (14) days before the Annual Meeting and said nominations shall be forwarded to all Active Members in accordance with applicable law and the Association's policies and procedures. Active members in good standing may nominate additional candidates for officers and/or director positions from the floor.

#### **Section 10. 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 and shall accept additional nominees from the floor. The Chairperson shall conduct an election at the Annual or Special meetings duly called. A majority vote of Active members in person or represented by proxy, provided quorum has been met, shall constitute an election. Each Active Member Company has one vote and must vote on ballots printed with the information of the Active Member Company, ballots without identifying information will not be counted. The President shall not vote with the ballot from his/her Active Member Company until all ballots are counted. If a tie exists, the President will cast the ballot from the Active Member Company he/she represents to break the tie.

#### **Section 11. 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 VI, 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 12. Term of Officers**

The term of each Officer shall be two (2) years in any one position commencing on the first day of the calendar year following election.



### **Section 13. Resignations**

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

### **Section 14. 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 15. Vacancies**

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

### **Section 16. Directors Meetings**

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

Special meetings of the Board 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 17. Quorum**

A majority of the full Board of Directors present, by telephone or other means of communication authorized by statute 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.

## **ARTICLE VII - COMMITTEES**

### **Section 1. Appointment**

The President with the approval of the Board 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 Association in advocacy or in opposition to any issue without the specific authorization of the Board and/or the President.

### **ARTICLE VIII - LEGAL COUNSEL**

Legal Counsel may be retained as approved by the Board.

### **ARTICLE IX - FISCAL YEAR**

The fiscal year of the Association shall be from July 1 to June 30.

### **ARTICLE X - LIABILITY**

Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, director, agent, or employee of this Association shall be liable for the acts or failure to act on the part of any other member, officer, director, agent, or employee of the Association. Nor shall any member, officer, director, agent, employee or member notwithstanding any provision of law 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 Association 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 Association shall indemnify any member, officer, director, agent, or employee from any loss sustained by him in the good faith course of his duties.

### **ARTICLE XII - DISSOLUTION**

#### **Section 1. Dissolution**

The Association may be dissolved by the vote of a majority of its Active Members legally qualified to vote at any duly called meeting of the Association, 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. Successor**

In the event of dissolution of the Association, 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 similar to the purpose of the Association.

### **ARTICLE XII - AMENDMENTS**

These Bylaws may be amended or repealed in whole or in part by the votes of 2/3 of the active members of the Association attending any duly called meeting of the Association, or represented by written proxy pursuant to Article V, Section 7 provided that the proposed change shall have been set forth in the notice of such meeting in accordance with applicable law and the Association's policies and procedures. Any changes in these Bylaws shall take effect on the first day of the month following their approval.