

Bylaws of Arkansas Pest Management Association, Inc.

A Non-Profit Corporation

ARTICLE I

Offices

The principal office of the corporation shall be located in the City of Little Rock, County of Pulaski and State of Arkansas. The Corporation may have such other offices, either within or without the State of Arkansas, as the Board of Directors may designate from time to time.

ARTICLE II

Membership

1. ACTIVE MEMBERSHIP

- A. Any "Pest Management Firm" in Arkansas that is in agreement with the purposes of the Association shall be eligible for Active Membership in the Association. The term "Pest Management Firm" shall mean an individual, partnership, unincorporated association, corporation, limited-liability company or any other form of business enterprise actively engaged, for hire to the public at large, in the performance of pest management services or termite treatment services as a separate entity from other Pest Management Firms.
- B. Any Pest Management Firm which is wholly owned by a group of franchised owners all who utilize identical names, advertising or marketing programs, or any Pest Management Firm that is centrally owned but maintains multiple offices or work locations throughout the State shall be considered one firm but with multiple voting representatives as described herein.
- C. Any Pest Management Firm that falls within the description contained in Sections A & B above, upon payment of dues for each licensed operator employed therein, shall be entitled to a total of up to five (5) votes per firm. Each licensed operator with a vote, as previously provided for, must be present at any state or regional meeting to cast a vote on any measure.

2. ALLIED MEMBERS. Any person, firm or corporation not engaged in pest management service work, but which manufacturers or supplies products, equipment or other materials, or who by virtue of special knowledge or expertise is familiar with the pest management industry, shall be eligible for allied membership. Allied members shall have all rights of active membership except they shall not have voting power. An Allied Member shall serve on the APMA Board. The Allied Member shall be selected by the APMA Board by lottery system from a pool of Allied Members willing to serve on the Board. An Allied Member cannot succeed his or her self on the APMA Board. He or she shall serve a one year term.

3. HONORARY MEMBERSHIP. Honorary membership shall be opened to any person who has performed outstanding service to the pest management industry. Honorary members shall not be required to pay any debts or assessments.

4. **SUSPENSIONS AND EXPULSIONS.** Any membership may be terminated for cause. Such cause may be a violation of these Bylaws, or any agreement, rule or practice properly adopted by the Association, or by any other conduct prejudicial to the interest of the Association. Any member may file with the Secretary-Treasurer a written complaint on any of the above charges against any other member, and thereafter the Secretary-Treasurer shall mail a general statement of charges to the last known address of the member so complained against at least ten (10) days before the meeting of the Board of Directors at which the charges are to be considered. The member complained against shall have the opportunity to appear and present any defense to such charges before action is taken thereon. Suspension or expulsion shall be by a majority vote of the Board of Directors or a two-thirds vote of the voting members at any regular meeting of the Association.

ARTICLE III

Finances, Fiscal Year, Dues & Assessments

1. **DUES AND ASSESSMENTS.** Dues and assessments shall be set at the discretion of the Board of Directors of the Association. The Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, the manner of suspension or termination of membership, and reinstatement of membership, and, except as may otherwise be provided herein, the rights, liabilities and other incidents of membership.

2. **FISCAL YEAR.** The fiscal year of the Association shall extend from January 1 to December 31 of each year.

3. **EXPENDITURES.** No appropriation or expenditure of money larger than \$500.00 shall be made except by a majority vote of the Board of Directors. No officer, committee, member or employee of the Association shall make any debt or obligation on behalf of the Association or in any way make it liable unless so authorized by the Board of Directors.

ARTICLE IV

Officers and Directors

1. **PRESIDENT.** The president shall preside at all meetings of the membership and Board of Directors. He or she shall be an ex-officio member of all committees. He or she shall perform other such duties as pertain to his office.

2. **VICE PRESIDENT.** The vice president shall perform the duties of the president in the absence of the president; shall act as a representative of the president at the request of the president; shall become president for the unexpired term in case of death, resignation, or incapacity of the president; and shall serve in such capacities as assigned by the president.

3. **SECRETARY-TREASURER.** The secretary-treasurer shall take and record the proceedings of meetings of the membership as well as meetings of the Board of Directors or delegate this to the Executive Director of the Association. The Secretary-Treasurer shall give notice of meetings consistent with these Bylaws and keep such records of the Association as are entrusted or delegated to the

Executive Director. The Executive Director shall report all monies deposited in the name of the Association in such depositories as the Board of Directors may designate from time to time. He or she shall present a statement of the condition of the treasury at each meeting of the general membership.

4. PLANT BOARD REPRESENTATIVE. One Association member shall represent the Association on the Arkansas State Plant Board. He or she shall attend to all duties that are required of him in connection with that office pursuant to the laws of the State of Arkansas. It is recognized that the Governor of the State of Arkansas must appoint each representative of the State Plant Board. However, the Association shall nominate and elect for recommendation to the Governor an Association member for purposes of filling a position on the Arkansas State Plant Board. This nomination and election will take place at the January meeting of the general membership every other year on the date as designated by the Board of Directors. A nominee shall be elected by a simple majority of voting members of a quorum. The elected member shall serve a two year term.

5. ELECTION OF PRESIDENT, VICE PRESIDENT AND SECRETARY-TREASURER. At the July meeting of the Association as designated by its Board of Directors, the President shall appoint a nominating committee for the purpose of nominating individuals for the offices of President, Vice President and Secretary-Treasurer. That committee will present a slate of nominees at the last meeting of the general membership in the calendar year. Additional candidates, other than those nominated by the nominating committee, may be nominated from the floor at that meeting. The nominees will be voted upon by the general membership and each position filled by a majority vote. The elected officers will serve from January 1 to December 31 next succeeding their election.

6. BOARD OF DIRECTORS. The Board of Directors shall consist of the following thirteen association members: First, the past presiding president of the Association shall serve as an ex-officio member of the Board of Directors with the same voting powers and duties as the twelve remaining Board of Directors and shall serve until succeeded by the next past president; Second, the President, Vice President and Secretary-Treasurer; Third, the five Regional Directors; and finally, there shall be four At Large members elected to serve upon the Board of Directors. They shall be elected by the general membership of the Association and shall serve a term of one year. One Allied Member shall serve as a non-voting Member of the Board for one year and cannot succeed his or her self.

7. ELECTION OF THE AT LARGE MEMBERS OF THE BOARD OF DIRECTORS. At the July meeting of the Association as designated by its Board of Directors, the president shall appoint a nominating committee for the purpose of nominating individuals to fill vacancies occurring in the at large positions on the Board of Directors for the next succeeding term. That committee will present a slate of nominees at the last meeting of the year of the general membership. Additional candidates, other than those nominated by the nominating committee, may be nominated from the floor at the meeting. The nominee(s) will be voted upon then by the general membership and each position filled by a majority vote.

8. No person elected to any position in the Association shall receive any salary for time in office

9. **AUTHORITY.** The Board of Directors shall have the authority to regulate the internal affairs of the Association in all respects except as to matters exclusively reserved to the general membership and as otherwise provided herein. Specifically, the Board of Directors shall have the power to hire and fire the Executive Director and any other employee or professional deemed necessary by the Board of Directors. The Board of Directors shall set the salaries of the Executive Director and any other employees or professionals it deems necessary to hire. The Board of Directors shall have the power to fill any vacancy in the office of the Vice President, Secretary-Treasurer, Regional Director or at large board member and Allied Board Member. Said appointment by the Board of Directors shall fill the vacancy only until the next scheduled election.

10. **AFFIRMATIVE VOTE.** All actions by the Board of Directors shall require an affirmative vote of seven (7) members of the Board of Directors.

11. **TELEPHONIC MEETINGS.** Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipments. All persons participating in the telephonic meeting must be able to simultaneously hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE V

Executive Committee and Executive Director

1. **EXECUTIVE COMMITTEE.** The executive committee shall consist of the President, Vice President, Secretary-Treasurer and five board members appointed by the President. The executive committee is authorized to act upon any business which, in the opinion of the President, or any two members of the executive committee, requires action between meetings of the Board of Directors. This action of the executive committee shall be reported to the Board of Directors at the following meeting of the full Board of Directors and such action shall be binding upon the Board of Directors.

2. **EXECUTIVE DIRECTOR.** The executive director shall be responsible to the Board of Directors generally, and specifically to the executive committee. He or she shall coordinate activities and programs of the Association including, but not limited to, quarterly and other meetings, annual Pest Control Operators Training Seminars, as well as meeting of all committees established at the discretion of the Board of Directors. He or she shall write and assist in the distribution of a quarterly newsletter directed to the general membership of the Association. He or she shall collect all monies due the Association and report the deposit of monies to the Secretary-Treasurer for deposit. He or she shall maintain the minutes of the Board of Director and General Membership meetings for the Secretary-Treasurer and maintain the business records and files of the Association necessary to conduct the business of the Association and other matters at the discretion of the Board of Directors. He or she shall attend state organization meetings and maintain a good rapport with the Arkansas State Plant Board, the Cooperative Extension Service and the Research staff of the University of Arkansas Pest Control Association, Inc. The Executive Director shall serve in that capacity at the pleasure of the Board of Directors of the Association and shall be paid a salary to be set by the Board of Directors or be an independent contractor.

ARTICLE VI

Regional Directors and Designation of Regions of the Association

1. REGIONAL DIRECTOR. There shall be five regional directors, one from each region hereinafter described, whose responsibilities shall include such duties as the President and Board of Directors may allocate from time to time. Regional directors shall be elected for a three year term.
2. ELECTION OF REGIONAL DIRECTORS. The nominating committee shall, at the July meeting of the general membership, solicit nominations from members from each region for the position of regional director for each of the five regions. Upon such nominations being received, the nominees shall be placed before the membership of the Association within that particular region at the next regular meeting of that region after the October meeting of the general membership and prior to December 31 of that same year and voted upon by the regional membership with a majority vote being required for election.
3. DESIGNATED REGIONS. There shall be five designated regions of the Arkansas Pest Control Association, Inc. Those regions shall consist of the following counties:
Region 1. Benton, Carroll, Boone, Marion, Baxter, Washington, Madison, Newton, Searcy, Crawford, Franklin, Johnson, Pope, Van Buren, Sebastian, Logan, Yell.
Region 2. Fulton, Sharp, Randolph, Clay, IZard, Lawrence, Craighead, Greene, Stone, Independence, Jackson, Poinsett, Mississippi, White, Woodruff, Cross, Crittenden, Monroe, Lee, St. Francis, Cleburne.
Region 3. Saline, Pulaski, Lonoke, Prairie, Conway, Faulkner, Scott, Perry.
Region 4. Polk, Montgomery, Garland, Hot Spring, Howard, Sevier, Pike, Clark, Little River, Miller, Hempstead, Lafayette, Nevada.
Region 5. Calhoun, Dallas, Grant, Jefferson, Arkansas, Phillips, Cleveland, Lincoln, Desha, Bradley, Drew, Ashley, Columbia, Ouachita, Union, and Chicot.

ARTICLE VII

Meetings of the Association

1. REGULAR MEETINGS. The time and place of any regular meeting shall be determined by the Board of Directors. Each regular meeting shall be held at a location and date designated by the Board of Directors, with at least thirty (30) days notice to the membership. Said notice must be contained within the regular newsletter of the Association.
2. SPECIAL MEETINGS. Special meetings shall be held when called by the President or the Board of Directors. In addition, a special meeting may be called at the request of ten (10) or more members of the Association, said request being made in writing directed to the President of the Association. Except in cases of an emergency, as determined by the President and the Board of Directors, notice of a special meeting must be sent to each member at least ten (10) days in advance of the meeting and must state the purpose for which the meeting is to be held. Only such business as is set forth in the notice shall be acted upon at a special meeting.

3. QUORUM. Ten voting members in good standing or a majority of the Board of Directors shall constitute a quorum at any meeting of the general membership.

4. PROCEDURE. The proceedings of all meetings of the Association, the Board of Directors, the Executive Committee and any other committee shall be governed by and conducted in accordance with the latest edition of Robert's Rules of Order.

ARTICLE VIII

Amendments

1. BYLAWS. These Bylaws may be altered, amended or repealed at any regular meeting of the membership at large after notice of the proposed changes have been published in the Association regular newsletter or posted on the website with notification of such in the newsletter, for at least 30 days prior to any vote. No changes to the Bylaws shall be adopted without the approval of two-thirds (2/3) of all members present and voting at the regular meeting in which changes to the Bylaws are presented.