

NORTH CAROLINA PEST MANAGEMENT ASSOCIATION

CONSTITUTION AND BYLAWS

ARTICLE I – NAME

The name of the organization shall be NORTH CAROLINA PEST MANAGEMENT ASSOCIATION, INC., hereinafter referred to as the "Association."

ARTICLE II – PURPOSES

The objectives of the Association are as follows:

Section 1. To promote general standards and ethics of the Pest Management Industry.

Section 2. To foster research and diffusion of knowledge of the industry among its membership.

Section 3. To promote a broader understanding and acceptance of the Pest Management Industry as indispensable to the health, comfort and safety and convenience of the public.

Section 4. To encourage, establish and maintain high standards of competence, knowledge and performance.

Section 5. To promote a closer and more professional relationship among those engaged in the industry.

Section 6. To cooperate with the National Pest Management Association and with governmental and educational authorities for the good of the community and industry.

ARTICLE III – MEMBERSHIP AND DUES

Section 1. ACTIVE MEMBERSHIP shall be limited to:

Any individual representing a firm, partnership or corporation, who is licensed under the N. C. Structural Pest Control Act and renders services in the State of North Carolina whose business record is consistent with the Code of Ethics and whose employees are in sympathy with the purpose of this Association. Said individual representing a firm, partnership or corporation shall be eligible for membership with no specific time requirement for being in the pest management business.

Section. 2. ALLIED MEMBERSHIP – Any person, firm or corporation not engaged in providing pest management services to the public, but which manufactures or supplies services, products, equipment or other materials to the pest management industry shall be eligible for allied membership. Allied members shall not have voting power and shall not be eligible for an elective office (except as outlined in Article IV, Section 6A - Board of Directors, Allied/Associate Industry Representative.)

Section 3. ASSOCIATE MEMBERSHIP

A. Any individual who, in the opinion of the Governing Board, is in sympathy with

the purposes of the Association; qualified by reason of experience or training in entomology, biology, chemistry, sanitation or allied science related to the practice of pest management, and is not otherwise eligible for membership in the Association, may apply for Associate Membership.

- B. Membership shall be in the name of the individual and not his employer or any other party. Rights and privileges of Membership shall accrue to the individual member and are not transferable.
- C. Associate members shall not have voting power and shall not be eligible for an elective office (except as outlined in Article IV, Section 5A - Board of Directors, Allied/Associate industry representative.)

Section 4. SPECIAL RECOGNITIONS

Outstanding contributions to the Association by individual pest management professionals, industry and government representatives may be recognized by induction into a membership classification of Honorary, Life or Hall of Fame.

HONORARY MEMBERSHIP – Shall be open to any non-industry individual who has performed outstanding service to the pest management profession. Honorary Members shall not be required to pay any dues or assessments and shall not have voting privileges.

LIFE MEMBERSHIP – An individual who has been an active member for 20 years or longer may, upon retirement from the industry, be eligible for Life Membership in the Association. Life Members shall not be required to pay dues or assessments. They shall not have voting privileges unless designated by the member's firm in writing to the Secretary of the Association that the individual be recognized as a voting representative and such privilege meets the requirement in Article III, Section 7. Any member desiring this status and meeting the above qualifications should make application to the Association office.

HALL OF FAME – This designation is to recognize those Pest Management Professionals who have made significant contributions to our Association and our industry through their leadership and example. Hall of Fame members shall not be required to pay dues or assessments. They shall not have voting privileges unless designated by the member's firm in writing to the Secretary of the Association that the individual be recognized as a voting representative and such privilege meets the requirement in Article III, Section 7.

In order to obtain an Honorary, Life or Hall of Fame membership, the individual must be:

- A. Nominated by two (2) of the individual's peers in the pest management industry who personally worked in the Association with the nominee and can attest to his/her contributions.
- B. Recommended by the Past Presidents' Council
- C. Approved by the Board of Directors.
- D. Approved by a three-fourths (3/4) vote of the voting membership present at any meeting of the Association.

Section 5. METHOD OF REPRESENTATION –

- A. Branch and/or affiliated offices. Each active membership, except as hereinafter qualified or amended, shall be entitled to two votes on all matters requiring vote of the membership. If the member should be a multi-location company operating under common ownership and management as a single corporate entity, they will designate authorized representatives to serve as their voting members. In no case, will any active membership be entitled to more than two (2) votes or have more than one (1) representative serving on the Board of Directors. All such branches or affiliates will be considered active members, with all other rights, privileges and responsibilities of association membership.
- B. Only one (1) of the two (2) designated members must be licensed under the NC Structural Pest Control Act. If not licensed, the second designated member shall have all rights of members, to include voting and serving on any committee and the board of directors, but will not be eligible to serve as President, Vice President or Secretary/Treasurer.
- C. The two designated voting members for each company will be indicated on the annual renewal application. This designation may be changed for any general membership meeting by submission to the Secretary/Treasurer of a properly executed proxy prior to the general membership meeting.

Section 6. DUES AND ASSESSMENTS – Dues shall be set by the Board of Directors based on the financial needs of the association. The Association's/Membership year is from July 1st to June 30th. All dues are to be paid annually by July 1. Dues shall not be prorated for a part of the year, except for initial membership. Special assessment may only be levied for designated purposes by three-fourths (3/4) vote of the members present at any regular meeting. Annual dues shall not exceed \$2,500 per member.

Section 7. APPLICATION FOR MEMBERSHIP – All applications shall be in writing and on forms provided or approved by the Association. Applications for membership must be accompanied by a check in the proper amount for annual dues.

Section 8. ELECTION TO MEMBERSHIP – In order to obtain an active membership, associate membership or allied membership the applicant must:

- A. Application for membership shall be posted by the Association through means of written notification. If after 30 days there have been no objections in writing from the Membership, the applicant automatically is accepted for the type membership for which they are eligible. Those who oppose membership applicants shall submit objections in writing to the Chairman of the Membership committee within 30 days of the applicant's name being distributed to the members. Entry shall be permitted or denied as decided by vote of the Board members attending the next meeting of the Board of Directors.
- B. Any applicant with litigation pending involving an existing member of the Association shall have its membership application held in abeyance until such

time as the litigation is resolved. "Litigation pending" shall be defined as any litigation filed with either the Federal or State judicial system prior to the expiration of the 30-day comment period set out in paragraph "A." "Resolved" shall be defined as the point in time when a dismissal with prejudice of the action is filed with the court.

- C. Any applicant with litigation pending involving issues of trustworthiness or moral turpitude shall have its membership application held in abeyance until such time as the litigation is resolved. The definitions set in paragraph "C" shall apply hereto.

Section 9. RESIGNATIONS – All resignations of members shall be presented in writing to the Board of Directors. Should a member resign with dues or assessment payable, the individual will be liable for payment.

Section 10. DELINQUENCY – Members who fails to pay their annual dues by July 1st shall have their membership terminated on that date.

Section 11. REINSTATEMENT –

- A. Members who fail to pay their annual dues by July 1st and are dropped from the roles may pay annual dues between the following July 1st and November 1st and be automatically reinstated. If not paid during that time, the individual shall reapply for membership if they should desire to rejoin the Association at a later date.
- B. Former members may make reapplication for membership through the same procedures as new members. Members expelled for cause may not reapply for a period of one year from the date of the expulsion.

Section. 12. SUSPENSION AND EXPULSION –

- A. Any membership may be terminated for causes. Sufficient cause for such termination of membership shall be violation of this Constitution, the Bylaws, the Code of Ethics of the Association, 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, a written complaint on any of the above charges against any other member. Thereafter, the Secretary shall mail a general statement of the charges by registered mail addressed to the last known address of the member so complained against at least 10 days before the meeting of the Board of Directors, at which the charges are to be considered. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges are to be considered, and the member complained against shall have the opportunity to appear and present any defense to such charges before action is taken. Suspension or expulsion shall be by the unanimous vote of the Board of Directors and a two-thirds (2/3) vote of the voting members present at any regular meeting of the Association.
- B. Upon suspension, expulsion or resignation all privileges of the Association immediately

and automatically terminate. Use of the seal, slogan, reference to membership in advertising and all other benefits must be promptly discontinued.

- C. Right of Appeal – Any applicant for membership rejected, or any member suspended or expelled, shall have the right to appeal for a review of his case by the membership. The membership, at any regular or special meeting, may reverse the decision of the Board of Directors by three-fourths (3/4) vote of the members present.

Section 13. NATIONAL PEST MANAGEMENT ASSOCIATION MEMBERSHIP –

Effective 01 July 1996, and until rescinded by the Membership, applicants for membership in the Association and those renewing the Association membership shall be required to become members of the NPMA, paying dues in accordance with the schedule agreed upon by the Association and the NPMA.

ARTICLE IV – OFFICERS AND DIRECTORS

The officers of the Association shall be President, Vice President, Secretary/Treasurer, Immediate Past President, four Regional Directors (one Director from each region), four At Large Directors and the Allied/Associate representative.

Section 1. PRESIDENT – The President shall preside at the meeting and perform the usual duties incidental to his/her office. He/she shall be an ex-officio a member of all committees.

Section 2. VICE-PRESIDENT – The Vice-President shall perform the duties of the President in the absence of the latter.

Section 3. REGIONAL DIRECTORS – Each Regional Director shall hold at least one meeting each year of the membership in his/her district. He/she shall perform such other duties that may be assigned to him/her by the President or the Board of Directors.

Section 4. SECRETARY-TREASURER – The Secretary-Treasurer shall give notice of all meetings and shall conduct the correspondence and keep such records of the Association as are entrusted to him/her.

At the expiration of his/her term, he/she shall surrender all books, papers and property of the Association in his/her possession.

He/she shall receive and disburse funds of the Association. All checks in disbursement of funds of the Association in an amount greater than \$500 shall be signed by the Executive Director and counter-signed by the Treasurer, Vice-President or President. Any check in the amount of less than \$500 shall require only the signature of the Executive Director. He/she shall have authority to endorse for deposit all checks and drafts payable to the Association in a bank or banks approved by the officers. He/she shall keep a complete roll of members and shall keep regular books of accounts, which shall be opened to inspection to any officer. He/she shall report, at each regular meeting, monies on hand, receipts, disbursement, monies due, outstanding obligations and resources of the Association. He/she shall perform such other duties as may from time to time be assigned to him/her. All those authorized to disburse Association funds shall furnish, at the expense of the Association, such bond as may be prescribed by the membership.

Section 5. AT LARGE DIRECTORS – At Large Director positions are open to all active members in good standing. Each At Large Director will be responsible for holding meetings when needed. He/she shall perform such other duties that may be assigned to him/her by the President and/or Board of Directors.

Section 6. DIRECTORS – There shall be a Board of Directors composed of a total membership of 13 voting members. The 12 officers (President, Vice-President, four Regional Directors, four At Large Directors, Secretary/Treasurer and the Allied/Associate representative) elected at each annual meeting and the immediate past president automatically become members of said board. The officers shall serve for a period of one (1) year or until their successors are duly elected. There shall be no more than one individual eligible from any Active Membership for the Board of Directors (see Article III, Section 1). At the President’s discretion, there shall be up to two (2) additional, ex-officio (non-voting), appointed directors. These ex-officio directors may make motions or offer seconds to motions, but may not vote.

A. There will be one member of the Board of Directors that will be selected from either the Allied or Associate membership. The Nominations Committee will receive one (1) or more names of individuals willing to serve as submitted by the Allied/Associate members. They, in turn, will choose one (1) name for the slate of candidates to be submitted to the general membership in the annual January meeting. Nominations from the floor will also be open.

B. Duties of the Board of Directors

(1) The Board of Directors shall have full charge of the property, funds and general management of the affairs of the Association, subject to such instructions as may be given at any duly called meeting of the Association.

(2) Meetings of the Board of Directors shall be held at such times as the Board of Directors may determine.

(3) Special meetings may be called by the President.

(4) Seven (7) members of the Board of Directors shall constitute a quorum, but no action at any meeting shall be taken without seven (7) votes in accord.

(5) Any vacancies in the Board of Directors during the year may be filled by the Board of Directors at a meeting called by the President for such a purpose.

Section 7. The Association reserves the right to terminate the tenure of office of all officers or directors who are not fulfilling the responsibilities of their office, by a two-thirds (2/3) vote of the membership present at any general membership meeting of the Association, or a unanimous vote of the Board of Directors (excluding the member in question). Specific examples of what may constitute a basis for such action would be:

(A) Failure to attend three (3) scheduled Board meetings in a 12-month period (extenuating circumstances to be considered by Board).

(B) Failure to pay annual dues in a timely manner.

(C) Consistently failing to fulfill tasks of office or those assigned by the President.

(D) Flagrant violation(s) of the Code of Ethics as outlined in Article X.

(E) Misappropriation of Association funds.

Section 8. The state will be divided into four regions with regional directors elected from each by the membership at the annual meeting.

Section 9. The Executive Director shall work under the direction of the Board of Directors and, at the expense of the Association, furnish such bond as may be required by the membership.

ARTICLE V – NOMINATIONS AND ELECTIONS

Section 1. At the annual meeting of the Association, at a place and time designated by the Board of Directors, nominations of officers may be made from the floor by the active members in good standing attending the annual meeting. The Nominating Committee's recommendations do not abrogate the right of the members to offer nominations as above stated. There shall be no more than one individual eligible from any active membership (see Article III, Section 1). No person shall be eligible to hold an office in the Association unless that person has been a member in good standing for at least one (1) year.

Section 2. The slate of candidates selected by the Nominations Committee shall be published by the Association prior to the winter annual meeting.

Section 3. The names of all candidates shall be arranged on a ballot or voted on in the following order: President, Vice-President, Secretary/Treasurer, four Regional Directors, four At Large Directors and Allied/Associate industry representative.

Section 4. Officers of the Association shall be elected at the annual (winter) meeting and assume their duties the following July 1st.

Section 5. The President shall appoint a committee of not less than two (2) judges, who shall have supervision of the election.

ARTICLE VI – MEETING OF THE ASSOCIATION

Section 1. The time and place of any regular meeting and of the annual meeting shall be determined by the Board of Directors. The first regular meeting of the calendar year shall be the annual meeting, hereinafter referred to as the "Annual Meeting," and shall be held each year at the location and date designated by the Board of Directors and with at least 30 days notice to the membership.

Section 2. Special meetings shall be held when called by the President or by the request of eight (8) or more members made in writing and stating the purpose of the meetings and said request to be delivered to the President.

Section 3. Except in case of emergency, as determined by the President and the Board of Directors, notice of special meetings 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.

Section 4. At least 25 active members shall constitute a quorum at any meetings

Section 5. The proceeding of all meetings of the Association shall be governed by and conducted in accordance with the latest edition Robert's Rules of Order, revised.

Section 6. The Board of Directors shall at their discretion enter into an Executive Session for the purpose of discussing Association business (such as personnel or legal matters). The Executive Session shall be open only to the voting members of the Board unless an invitation was extended in advance of said meeting.

ARTICLE VII – COMMITTEES

Section 1. The President shall create and/or appoint members to such committees as may be necessary or advisable to carry on the work of the Association, except elective committees as may from time to time be determined by the Association. Refer to the Standard Operating Procedures for a complete list of committees and their responsibilities.

Section 2. MEMBERSHIP COMMITTEE - The Committee shall receive from the Secretary/Treasurer all applications for membership, and shall investigate the eligibility of each applicant and submit a report to the Board of Directors. This Committee shall also have charge of soliciting new members of the Association. (Method of Election, see Article III, Section 10.) This committee will consist of all members of the Board of Directors plus members from each region, allied membership, associate membership and additional members as determined by the President or as outlined in the Standard Operating Procedures.

Section 3. FINANCIAL ADVISORY COMMITTEE – Shall consist of five (5) members, being the Vice President, the Secretary/Treasurer, and three (3) other members appointed by the President. These appointed members shall be Past Presidents with financial management abilities.

- A. They will serve three (3) year terms. The initial appointees will be for one (1), two (2) and three (3) year terms respectively so that thereafter their terms will expire on alternating years. They may be reappointed should the current President so desire.
- B. This committee will be responsible for oversight and management of all of the Association's assets and financial activities, to include:
 - (1) Advice and counsel in the preparation of the annual budget which, with the President's approval, will be presented to the general membership for approval at the summer meeting.
 - (2) Careful inspection and auditing of the financial records of the Association.
 - (3) Advice and counsel to the Board of Directors on current and future finances of the Association.
 - (4) They will actively manage all cash reserves, investing such monies as may be

deemed prudent and in the best interest of the Association considering current and future financial requirements.

- (5) If acting in good faith and in a reasonable and prudent manner they will in no way be held liable for any losses from such investments.
- (6) This committee will make no investments or enter into contract with any individual, partnership or corporate entity, which any member of said committee is related, or might stand to profit from such transaction.
- (7) They will meet no less than four (4) times a year, but will be constantly vigil in monitoring all investments.
- (8) The chair of the committee will give a report and review of all investments at each scheduled Board of Directors meeting.

Section 4. EXECUTIVE COMMITTEE - shall consist of four (4) members, being the President, the Immediate Past President, the Vice-President and the Secretary/Treasurer. They may meet or confer as deemed necessary by the President to consider any business of the Association as may be appropriate. Any actions they may take should be presented for approval at the next Board of Directors meeting.

Section 5. NOMINATIONS COMMITTEE – shall consist of the members of the Past Presidents’ Council.

ARTICLE VIII – REVENUES AND DISBURSEMENTS

Section 1. No appropriations or expenditures of monies, unless provided for in the approved budget, shall be made except by vote of the Board of Directors with recommendations of the Finance Committee. In no case may the annual budget be exceeded by more than \$10,000 in any fiscal year without approval of the majority of the general membership. No officer, director, committee, member or employee of the Association shall contract any obligation or incur any debt in behalf of the Association or in any way render it liable unless authorized by a vote of the Board of Directors of the Association.

ARTICLE IX – ORDER OF BUSINESS

The order of business for regular, annual or special meeting of the Association shall be as follows:

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| 1. Call to order and roll call | 5. Reports from committees |
| 2. Action on minutes | 6. Unfinished business |
| 3. Receiving of communications | 7. New Business |
| 4. Reports from officers | 8. Election of officers and directors |

ARTICLE X – ETHICS

The Association subscribes to the Code of Ethics, which code is adopted as part of Standard 16 of the Standard Operating Policy.

Section 1. To uphold the principles of this Association.

Section 2. To hold our industry in high esteem and strive to enhance its prestige.

Section 3. To maintain a high level of moral responsibility, character and business integrity; to practice fairness, frankness and honesty in all advertising and in all transactions with the general public.

Section 4. To keep the needs of our client always uppermost.

Section 5. To know the accurate costs of all services performed and responsibilities assumed in the prevention, control, elimination or management of pests and demonstrate a determination to recoup those costs and to profit from the effort.

Section 6. To render pest management services safely and efficiently in keeping with good practices and to observe them in both letter and spirit.

Section 7. To perfect our skills and business practices. To cooperate with others in the interchange of knowledge and ideas for mutual benefit.

Section 8. To respect the reputation and practice of other pest control operators, but to expose to the Association, without hesitation, illegal or unethical conduct of firms.

ARTICLE XI – AMENDMENT OF BYLAWS

These Bylaws may be revised, altered or amended at any meeting of the Association, by vote of three-fourths (3/4) of those present and voting at said meeting, provided that 10 days notice of the proposed action shall have been given to the members in the notice of meeting and a quorum is present.

Approved May 28, 1963

Revised July 1967

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