

# TEXAS PEST CONTROL ASSOCIATION, INC.

## BYLAWS

*As amended November 2010*

### Article I

#### Name and Location

**Section 1.** The name of this organization shall be the Texas Pest Control Association, Incorporated, a non-profit 501-C(6) corporation incorporated in the State of Texas and hereinafter referred to as the Association.

**Section 2.** Offices of the Association shall be located in Austin, Texas, and/or in such localities as may be determined by the Board of Directors.

### Article II

#### OBJECTIVES

The objectives of this Association shall be:

**Section 1.** The purposes of the Association shall be as follows:

- A) To promote and encourage high standards, conduct and ethics in the pest control industry by means of study, discussion and education regarding understanding of the pest control industry.
- B) To foster research and distribution of knowledge of the pest control industry among its membership, the general public and to broaden public understanding of the pest control industry.
- C) To foster, promote, maintain and encourage the civic, social and economic welfare of the pest control industry and to support our system of free competitive enterprise and individual acceptance of responsibility.
- D) To cooperate with Federal, State and Local Government authorities for the good of the community and the pest control industry.
- E) To cooperate with scientific and educational institutions in matters of interest to the pest control industry.
- F) To acquire, preserve and disseminate data and available information relative to the functions and accomplishments of this Association and its members.
- G) To cooperate with local, and national associations with common interests in the welfare of the pest control industry.
- H) To undertake such other functions consistent with the Bylaws that will advance the efficiency of the Association's members.

**Section 2.** The Association shall never form or enter into any agreement, understanding, combination or any other form of action designed to limit production, fix prices, suppress competition nor in any other matter restrain or monopolize trade or commerce, nor shall the Association engage in any other act or acts which might be in contravention of law or good business practices.

### Article III

#### DEFINITIONS

**Section 1.** *Definitions of business terms.* The purpose of this section is to provide clarity of terms for defining active membership classification.

- A) *Firm* - A pest control firm, as used by these Bylaws of the Association, shall mean sole proprietorship, partnership, corporation, any other business entity, or group of officers holding common financial interest, with a service person actually engaged in the performance of structural pest control service, and who, in the performance of such services, uses and employs pesticides and/or corrective measures.
- B) *Home Office* - Shall mean the office of a firm having more than one office, where that firm's policy, having to do with control of personnel, finances, etc., is made.
- C) *Branch Office* - shall mean any office under the control of the home office, which has the same firm name.
- D) *Affiliated Firm* - Shall mean a firm in which one or more of the owners of another firm hold controlling interest, or has the authority to establish and control the financial and/or operations policies of the affiliated firm. Here, the affiliated firm name would be different.

**Section 2.** Definition of Chapters - The term "chapter" as used in the Bylaws of the Association shall mean any pest control association that agrees with the purposes and goals of the TPCA and aligns itself by the adoption of the Chapter Charter. Upon the adoption of the Chapter Charter that local association shall become a Chapter.

**Section 3.** Definition of Membership Terms - Membership in the Texas Pest Control Association automatically provides membership in a chapter as provided by Article IV of the Bylaws. Membership in a Chapter may be acquired only by joining the Texas Pest Control Association.

#### **Article IV**

#### **MEMBERSHIP & QUALIFICATION FOR MEMBERSHIP**

**Section 1.** *Voting Membership.* Only Active Membership shall be eligible to vote or hold elective office.

A) *Active Member.* Any pest control firm, home office, branch office, or affiliated firm, who, in the opinion of the Board of Directors, is in sympathy with, and adheres to the purposes of the Association, complies with all the provisions of the Bylaws, and who has a current business license issued by the Texas Department of Agriculture for that business license location, shall be eligible for Active Membership in the Association.

Also, any firm, corporation, municipality, government, educational entity, or any business who holds a non-commercial or commercial certified applicators license from the Texas Department of Agriculture, who is in sympathy with the purpose of the Association shall be eligible for Active Membership upon approval by the Board of Directors.

B) Membership in the Association belongs to the firm or organization, rather than to the individual. However, the firm shall designate one (1) "Voting Member" for each business license location applying for Active Membership and designate the "Voting Member" on each membership application and dues declaration. The membership of a firm shall be approved or rejected and maintained or terminated on the basis of the qualifications, integrity, character and activities of the owner or manager and the individuals who work under his supervision. In the event the voting member of any firm shall change, a letter shall be submitted to the Executive Director. In the event the owner or manager of a firm shall change, the new owner or manager shall submit a membership application to the Board of Directors for continued membership under the new management.

**Section 2.** *Non-Voting Memberships.* The following membership categories shall have non-voting membership and shall not be eligible to hold elective office in the Association.

A) *Allied Memberships.* Any person, firm or corporation which manufacturers or supplies products, equipment and/or other materials or services to the pest control industry, shall be eligible for Allied Membership upon approval by the Board of Directors.

B) *Associate Memberships.* Any PCO outside the State of Texas or anyone holding a private applicators license who is in sympathy with the purposes of the Association shall be eligible for Associate Membership upon approval by the Board of Directors.

C) *Honorary Memberships.* A person who is not actively engaged in Pest Control, but who has made outstanding contribution to the pest control industry or to the Association shall be eligible for Honorary Membership. Honorary Membership is conferred after recommendation by the Nominating Committee and approval by a majority of the Board of Directors and approval by three-fourths of the members present and voting at the Annual Meeting of the Association.

D) *Life Membership.* Any active member or retired member of the Association who has made outstanding contributions to the pest control industry and the Association, shall be eligible for Life Membership. Applications for Life Membership must be submitted to the Executive Director two (2) weeks prior to the third (3<sup>rd</sup>) quarterly meeting. The Nominating Committee shall recommend not more than one Life Member, approved by a vote of three-fourths (3/4) of the Committee. Only one Life Membership may be conferred at each Annual Meeting. If a lifetime member wishes to maintain his vote, he does have the option to pay dues and keep or assign his voting rights.

(a) *Candidacy.* Applicants for life membership status must be submitted by one of the following procedures:

I) Chapters, by mail ballot, may nominate one nominee from within its own chapter, or

II) Submission of a petition with at least 40 voting member signatures.

A qualification form must be filled out and submitted along with the name of the nominee to the TPCA Executive Director prior to the 2nd quarterly Board meeting (normally held in June).

(b) *Qualifications.* Applicants for life membership shall meet the following minimum requirements:

i) A current member of TPCA, an employee of an active member firm, or retired from the pest control industry.

ii) A minimum of 20 cumulative years of membership within the state association.

iii) Applicant shall be a person who has actively and constructively served the industry and the Texas Pest Control Association.

(c) *Election.* Candidate's name(s) must be submitted to the Executive Director prior to the third quarterly board meeting. Qualified candidates shall be submitted to the Nominating Committee for review and recommendation with a vote of three-fourths (3/4) of the members present. The Nominating Committee may submit no more than one candidate to the Board of Directors for vote. They will vote and nominee must get 2/3 written approval of members present. The candidates name will then go to the Board of Directors for 2/3 written approval of directors present. If approved, the nominees name will be printed in the next issue of the magazine, along with their qualifications. This information also will be mailed to the active voting members and life members for mail ballot voting NLT 60 days prior to the fourth quarterly board meeting (normally held in December). Mail ballots will be tabulated NLT 14 days prior to the 4th quarterly board meeting. The nominee must have 2/3 approval of ballots received for election.

(d) *Rights and Privileges of Life Memberships.* Life members shall receive:

i) Free annual membership with non-voting privileges or, an option to maintain voting privileges with full membership payment.

ii) Free registration for the life member at an annual meetings, after induction, less the optional events.

iii) An appropriate lapel pin noting life membership status.

E) *Limited Membership.* Individuals who are in sympathy with the objectives of TPCA, but do not fulfill the requirements for any other membership status shall be eligible for Limited Membership which will entitle him to all Association mailings and attendance to all Association workshops and other functions. Limited membership shall not be granted to any person, firm, or company that meets the requirements of any other membership. Limited membership shall be ineligible to vote and will be assigned to the Chapter Association nearest to his domicile or business.

F) *Chapter Affiliate.* Any person, firm or corporation (non-industry related) whose business is limited to a single chapter (ex. CPA, car dealership) shall be eligible for chapter affiliate membership. Any person, firm or corporation whose business, at any level, provides for more than a single chapter shall be eligible for allied membership only. Local chapter shall determine, collect and keep dues for the category of chapter affiliate and shall provide a list of chapter affiliates to TPCA.

G) *Non-Commercial.* Non-commercial licensees may opt to have a non-voting Texas-only membership in lieu of a voting membership as described in Article IV, Section 1,A. The dues will be set by the Board of Directors. Chapters will determine if these members have a vote on chapter-only business.

**Section 3. *Membership Procedure.*** Membership in the Texas Pest Control Association shall be as follows: An application, accompanied by dues payment, shall be submitted to the Executive Director. The Executive Director shall process the dues and place the applicant in the appropriate Chapter and forward the Chapter dues, in full, along with the name of the applicant to the appropriate Chapter. The Executive Director shall publish the new memberships.

**Section 4. *Removal.*** Members of any classification may be removed from membership by the Board of Directors for cause by two-thirds vote. For any cause other than non-payment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged against him and has been given reasonable opportunity for defense through a special committee procedure as provided by Article XI, Section 3, and such member, if removed, may appeal the decision of the Board to the Annual Meeting of the Association, providing that notice of intent to appeal is provided to the Executive Director at least ten (10) days in advance of the meeting.

**Section 5. *Reinstatement.*** Any former member (either resigned or expelled) desiring reinstatement, must make application in the same manner as a new applicant. The application for reinstatement shall not be approved except upon condition of payment of all amounts of past due obligations (if any) to the Association.

**Section 6. *Resignation.*** Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

## **Article V**

### **DUES**

**Section 1. *Establishment of Dues.*** Dues and membership admission fees, if any, for all classes of membership shall be established by the Board of Directors with the exception of Honorary Members, Life Members, and Chapter Affiliate Members who will not be expected to pay state dues. Membership is valid for one year from the date of dues payment. Dues and membership fees for the approaching calendar year shall be established by the Board of Directors during any scheduled board meeting.

**Section 2. *Refunds.*** No dues shall be refunded to any member whose membership terminates for any reason.

**Section 3. *Payments.***

A) *Assessments.* A written notice is to be sent to the Board of Directors at least twenty (20) days in advance of a special or regularly called meeting to consider an assessment for the Association. An assessment can be levied on Active members by a three-fourths vote of Board members present and eligible to vote. Assessments can be levied to discharge Association obligations, special projects or in case of hardship.

(a1) *Non-Payment of Assessments.* Non-payment of assessments shall constitute sufficient cause for expulsion from the Association.

B) *Payment of Dues.* Association dues are owed and payable at the beginning of the membership year. Payment plans for dues payable may be approved by the Executive Director.

**Section 4. *Delinquency and Cancellation.*** If dues payment becomes 60 days delinquent then the membership shall be terminated and all rights, privileges, and Association services shall be suspended unless request has been approved by the Executive Committee.

**Section 5. *Chapter count.*** Active members of each chapter will be tallied on September 1 of each year. These numbers will be used for determining the number of Board members for each chapter.

**Article VI**

**MEETINGS OF MEMBERS AND VOTING**

**Section 1. *Annual Meeting.*** The Annual Meeting of the Association shall be held at such place and on such dates as may be determined by the Board of Directors.

**Section 2. *Special Meetings.*** Special meetings of the Association may be called by the Board of Directors at any time, or shall be called by the President, within thirty (30) days after a written request (by twenty-five [25] regular members) has been filed with the Executive Director. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

**Section 3. *Notice of Meetings.*** Notice of any meeting of the Association shall be given not less than fifteen (15) days before the date of the meeting.

**Section 4. *Voting.*** At all meetings of the Association, each firm's "Voting Member" (as defined in Article IV, Section 1[B]) shall have one vote to cast, in person only. In the event the "Voting Member" cannot attend any meeting of the Association the "Voting Member" may be changed, by letter from the firm's owner or manger, to the Executive Director. This letter must be in the Executive Director's hands prior to the convening of any meeting. The newly designated "Voting Member" must be licensed by the TSPCB as an employee of that firm.

**Section 5. *Voting by Mail.*** Proposals to be offered to the members for a mail vote, shall first be approved by the Board of Directors unless the proposal is endorsed by fifty (50) regular members in which case Board approval shall not be necessary. On any mail vote, no less than twenty percent (20%) of all regular members shall cast a ballot to constitute a valid action and a majority of those voting shall determine the action.

**Section 6. *Quorum of Members.*** At an annual or special meeting of members, a quorum shall consist of twenty-five (25%) percent of those active member firms registered for said meeting.

**Section 7. *Cancellation of Meetings.*** The Board of Directors may cancel any annual or special meeting for cause. In the event of cancellation, the Executive Director shall notify the membership of cancellation.

**Section 8. *Rules of Order.*** The meetings and proceedings of this association shall be regulated and controlled according to "Roberts Rules of Order (Revised)" for parliamentary procedure, except as may be otherwise provided by these Bylaws.

**Section 9. *Closed Meetings.*** Any Executive or Board meeting, or portion of a meeting may be designated as an "Executive Session" according to Robert's Rules of Order (revised), for the purpose of discussions concerning matters of the association; however, no motions or votes may be taken in Executive Session. Motions and/or votes arising from discussions during Executive Session must be made during open Executive or Board meeting sessions.

**Section 10. Telephone Conference.** Subject to the provisions of these Bylaws regarding notice and quorum, members of the Board of Directors may participate in and hold a meeting of such Board by means of conference telephone or other electronic equipment by means of which all persons participating in the meeting can hear each other. A copy of the minutes of such meeting shall be provided to the members of the Board of Directors as is the case for any other Board meeting.

## **Article VII OFFICERS**

**Section 1. Elected Officers.** The officers of this association shall be a President, a President-Elect, one (1) Vice President, and a Secretary-Treasurer. The President-Elect shall automatically succeed to the Presidency. All other offices shall be elected by the membership of the Association and shall serve until their successors have been duly elected and assume office.

**Section 2. Qualifications.** Any active member in good standing shall be eligible for nomination and election as an elected officer of this Association. However, the Elected Officers shall be limited to no more than one (1) person from any one company, firm, branch office, affiliated firm, corporation, or any other business entity of the same ownership.

**Section 3. Nomination and Election of Officers.** A notice will be given to the Board of Directors and printed in the magazine that the Executive Director is receiving applications for the President-Elect, Vice President, and Secretary-Treasurer. An application form will be printed detailing the qualifications for the position (see Article VII, Section 2). The form shall be printed in the magazine and shall also contain additional areas for the candidate to give a brief summary of him/her self. Any interested candidate(s) shall be required to fill out the application and submit it to Executive Director 30 days prior to the third quarterly Board meeting (normally held in September). The Chairman of the Nominating Committee will validate and announce the candidates to the Nominating Committee for review and recommendation. A slate of recommended candidates shall be submitted to the Board for approval at the third (3<sup>rd</sup>) quarterly board meeting. The slate of officers shall be mailed to the active voting members for mail ballot voting NLT 45 days prior to the fourth quarterly Board meeting (normally held in December). Mail ballots will be tabulated at least 10 days prior to the fourth quarterly Board meeting. Mail ballots will be tabulated in Austin, by a committee headed by the Secretary/Treasurer and three fully paid members named by the President. The candidate with the greatest number of votes will be declared the winner.

Write-in candidacy of any qualified person is permitted for any office with the exception of the office of President.

**Section 4. Term of Office.** Each officer shall take office immediately upon installation and shall serve for a term of one (1) year or until his successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Board.

**Section 5. Re-election.** No elected officer, except the Secretary-Treasurer having served one full term, shall be eligible for re-election to the same office, until at least one (1) year shall have elapsed.

**Section 6. Vacancies/Removal.** Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting. The Board of Directors, in its discretion by a two-thirds vote of all its members, may remove any officer from office for cause.

## **Article VIII DUTIES OF OFFICERS**

**Section 1. President.** The President shall serve as Chairman of both the Board of Directors and Executive Board. He shall also serve as: an ex-officio member, with right to vote on all committees. He shall make all required appointments of standing and special committees as prescribed in Article XI.

**Section 2. President - Elect.** The President-Elect shall succeed to the Presidency. In the event of death, resignation or permanent incapacity of the President, the President-Elect shall immediately succeed to the Office of President. In this case, he may succeed himself as President. He shall familiarize himself with the duties of the President, shall serve as Chairman of the Legislative Committee and perform other duties as assigned by the President.

**Section 3. Vice President.** There shall be one (1) Vice President who shall be responsible for such duties as are individually assigned to him by the President.

**Section 4. Secretary-Treasurer.** The Secretary - Treasurer shall be in charge of the Association's funds and records. As Treasurer, he shall collect all member dues and/or assessments; shall establish proper accounting procedures for handling of the Association's funds in such banks, trust companies and/or investments as are approved by the Executive Board. He shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times when called upon by the President. Secretary-Treasurer will chair the counting of official election ballots.

At the end of each fiscal year, as Treasurer, he shall prepare an annual report which shall reflect an audit by the Executive Director. At the expiration of his term of office, he shall deliver to his successor all books, money and other property in his charge, or, in the absence of a successor, he shall deliver such properties to the President.

As Secretary of the Association, he shall be responsible for the proper and legal mailing of notices to members. He shall see to the proper recording of proceedings of meetings of the Association and board of Directors and reports of all committees; and carry into execution all orders, votes and resolutions, not otherwise committed. He shall keep the seal of the Association. He shall furnish such bonds, at the expense of the Association, as the Board of Directors may determine.

Such duties of the Secretary-Treasurer as may be specified by the Board of Directors may be delegated to the Executive Director or a designated member of his/her staff.

## **Article IX BOARD OF DIRECTORS**

**Section 1. Authority and Responsibility.** The governing body of this association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction in the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Board. A Director shall not use elected position to promote business or self in paid advertisements.

### **Section 2. Composition.**

A) The Board of Directors shall consist of the President, the President-Elect, the Vice President, the Secretary/Treasurer, the Immediate Past President and a prescribed number of Directors from each Chapter according to the following schedule:

- 1) A minimum of one director from each chapter with 1 to 40 member firms.
- 2) A second director from each chapter with 41 to 70 member firms.
- 3) A third director from each chapter with 71 to 100 member firms.
- 4) A fourth director for each chapter will be added for 101 to 130.
- 5) An additional director for a chapter shall be added for each additional 30 members over 130.

B) An elected representative in good standing of the allied members shall serve on the board of Directors as a voting member but is not eligible to be an officer. The allied Director shall serve a two year term subject to the allied guidelines.

C) Four "members at large" in good standing of the active or non-commercial category shall be elected by the membership as a voting member. Candidates must submit an application before the third quarterly Board meeting. Four persons will be elected by the membership via ballot vote and shall serve a two year term.

D) Past Presidents may sit on the Board as *ex officio* members but are not eligible to vote. As *ex officio* Board members, Past Presidents may participate in meetings and speak during debate but may not vote.

**Section 3. Chapter Listing.** The chapters into which Association membership is divided shall be by Counties as follows:

Chapter 1: Austin, Waller, Harris, Colorado, Ft. Bend, Galveston, Brazoria, Wharton, Matagorda.

Chapter 2: Kleberg, Nueces, Jim Wells, Live Oak, Bee, San Patricio, Aransas, Refugio, Calhoun, Jackson, Victoria, Goliad, Duval.

Chapter 3: Comal, La Salle, Guadalupe, Gonzales, Lavaca, McMullen, DeWitt, Karnes, Atascosa, Wilson, Frio, Bexar, Medina.

Chapter 4: Williamson, Travis, Bastrop, Fayette, Caldwell, Hays.

Chapter 5: Red River, Bowie, Cass, Anderson, Morris, Titus, Franklin, Cherokee, Camp, Rains, Wood, Harrison, Upshur, Marion, Nacogdoches, Panola, Rusk, Henderson, Van Zandt, Gregg, Shelby, Angelina, Smith.

Chapter 6: Montague, Cooke, Denton, Wichita, Young, Tarrant, Wise, Jack, Palo Pinto, Clay, Parker, Hood, Archer, Johnson.

Chapter 7: Bailey, Lamb, Hale, Dickens, Yoakum, Gaines, Scurry, Floyd, Motley, Cochran, Terry, Lynn, Dawson, Hockley, Lubbock, Crosby, Garza, Kent, Borden.

Chapter 8: Tyler, Jasper, San Augustine, Newton, Liberty, Hardin, Orange, Jefferson, Chambers, Sabine.

Chapter 9: Grayson, Fannin, Lamar, Collin, Hunt, Delta, Hopkin, Rockwall, Dallas, Ellis, Kaufman.

Chapter 10: El Paso, Hudspeth, Culberson, Jeff Davis, Presidio, Brewster

Chapter 11: Dallam, Sherman, Hansford, Hartley, Moore, Hutchinson, Roberts, Hemphill, Oldham, Potter, Carson, Gray, Hall, Wheeler, Deaf Smith, Randall, Armstrong, Donley, Foard, Collingsworth, Parmer, Castro, Swisher, Briscoe, Childress, Ochilree, Lipscomb, Cottle, Hardeman, Wilbarger.

Chapter 12: Washington, Burleson, Walker, Trinity, Lee, Houston, Milam, Grimes, Brazos, Robertson, San Jacinto, Polk, Montgomery, Leon, Madison.

Chapter 13: Stonewall, Haskell, Fisher, Jones, Shackelford, Coke, Stephens, Nolan, Taylor, Callahan, Eastland, Runnels, Coleman, Brown, Throckmorton, King, Knox, Baylor, Concho, Tom Green, McCullough.

Chapter 14: Crockett, Schleicher, Menard, Sutton, Kimble, Edwards, Val Verde, Real, Kinney, Uvalde, Zavala, Maverick, Kerr, Bandera, Terrell, Dimmit, Kendall, Mason, Llano, Burnet, Blanco, Gillespie.

Chapter 15: Erath, Somervell, Comanche, Bosque, Hill, Navarro, Hamilton, McLennan, Limestone, Freestone, Falls, Bell, Corvell, Lampasas, San Saba, Mills.

Chapter 16: Andrews, Martin, Howard, Loving, Winkler, Ector, Ward, Midland, Glasscock, Sterling, Crane, Upton, Irion, Reagan, Mitchell, Pecos, Reeves.

Chapter 17: Webb, Zapata, Jim Hogg, Brooks, Kenedy, Starr, Hidalgo, Willacy, Cameron.

**Section 4. *Qualifications and Limitations.*** A voting member of an active firm who meets the criteria as described in Article IV, Section 1, of these bylaws shall be able to serve on the Board of Directors. However, the Board of Directors shall be limited to not more than three (3) persons from any one company, firm, branch office, affiliated firm, corporation or any other business entity of the same ownership.

**Section 5. Manner of Election and Terms of office.**

A.) *Chapter Directors:* Chapter directors shall be elected to two (2) year terms by members within their own chapter in the following manner:

- 1.) Chapters shall elect the required number of directors to the Association's Board of Directors within sixty days prior to the fourth quarterly Board meeting. Term begins in December with the orientation and installation meeting.
- 2.) Within ten (10) days of receiving the tabulations from the Chapters, the Executive Director shall notify the Directors elect of the next Board meeting for the installation of the new Directors.
- 3.) All Chapters shall elect at least one (1) director each year provided that the chapter has enough members as provided in Article IX. section 2. to warrant directors each year for a two year term.
- 4.) Any director shall serve no more than 2 consecutive terms of office. Additional terms may be approved by the Board of Directors.

B.) *At-Large Directors:* At-Large directors shall be elected to two (2) year terms by election of the association membership and shall serve until their successor has been duly elected and assumes office.

- 1.) Candidates must submit an application to the Executive Director at least 30 days prior to the third (3<sup>rd</sup>) quarterly Board

meeting.

2.) Up to four (4) at-large members may be elected by the membership by mail ballot vote and serve a two-year term.

3.) The Nominating Committee will submit up to four at-large candidates to the board of Directors to be included on the ballot.

C.) *Terms of Office:* Any Director shall serve no more than two (2) consecutive terms of office. The Board of Directors may approve additional terms.

**Section 6. *Quorum of the Board.*** At any meeting of the Board of Directors, one-third of the Board and not less than seven (7) members shall constitute a quorum for the transaction of the business of the association and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

**Section 7. *Meetings of the Board.*** A regular meeting of the Board of Directors shall be held each calendar quarter of the administrative year at such time and at such place as the Board of Directors may prescribe; however, the meeting may be held thirty (30) days prior to or thirty (30) days after the quarter in which the meeting is designated to be held.

Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of any three (3) Directors to the President by notice delivered to each member of the Board of Directors not less than seventy-two (72) hours before the meeting is held.

**Section 8. *Voting.*** Voting rights of a Director shall not be delegated to another nor exercised by proxy.

**Section 9. *Voting by mail ballot/facsimile/ telephone.*** Action taken by a mail ballot of the members of the Board of Directors, in which at least a majority of such Directors, in writing, indicate themselves in agreement, shall constitute a valid action of the Board of Directors if reported at the next regular meeting of such Board.

**Section 10. *Absence.*** Any elected officer or director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these Bylaws. However, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members present. For an absence to be considered excused, a request must be received by the commencement time of the board meeting via any form of media. Exceptions will be made if unforeseen emergencies occur.

**Section 11. *Vacancies and Removal.***

A) Any vacancy on the Board of Directors between Annual Meetings shall be filled by a caucus of the chapter within 60 days of the vacancy and TPCA shall be notified. A Director so elected to fill a vacancy shall serve the unexpired term of his/her predecessor. The TPCA board shall so note the remaining length of time to be served in the minutes of the association. Vacancies on the Board of Directors may be filled by a two-thirds (2/3) vote of the board at the next regular meeting if the vacancy has not been replaced by the respective chapter by that date.

B) The Board of Directors may in its discretion, by affirmative vote of two-thirds of its members, remove any director for cause.

C) Any local chapter may in its discretion, by affirmation vote of two-thirds vote of its voting membership, remove its director for cause.

**Section 12. *Compensation.*** Directors and elected officers shall not receive any compensation for their services as directors or officers. Gifts for exemplary service shall not be considered compensation.

## **Article X**

### **EXECUTIVE BOARD**

**Section 1. *Authority and Responsibility.*** The Executive Board may act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board of Directors by these Bylaws, pursuant to delegation of authority to such Executive Board by the Board of Directors. Actions of the Executive Board shall be reported to the regular Board for ratification by mail or at the next regular Board meeting. The Executive Board serves as a " Screening Committee" to determine the merit of subjects to be submitted to the Association's General Counsel.

**Section 2. *Composition .*** The Executive Board shall consist of five (5) members of the board of directors including the



president as chairman, the president-elect, the vice president, the secretary/treasurer, and the immediate past president.

**Section 3. *Quorum - Call of Meetings.*** A majority of the Executive Board shall constitute a quorum at any duly called meeting of the Board. The President shall call such meetings of the Executive Board as the business of the Association may require, or a meeting shall be called by the Executive Director on request of two (2) members of the Executive Board.

**Section 4. *Vacancies.*** Any vacancy occurring on the Executive Board shall be filled in the manner as provided in these Bylaws. Any Board member so elected to fill a vacancy shall serve the unexpired term of his predecessor.

## **Article XI**

### **SPECIAL AND STANDING COMMITTEES**

**Section 1. *Budget and Finance Committee.*** The Budget and Finance Committee shall consist of the Executive Board. The Secretary-Treasurer shall serve as Chairman. The Committee shall counsel with the Executive Director as to the financial status of the Association and prepare the Annual Budget for presentation to the Board of Directors at the first quarterly Board meeting. The committee shall perform such other duties in connection with the finances of the association as the Board may determine.

**Section 2. *Legislative Committee.*** The President-Elect shall automatically be Chairman of the Legislative committee. This Committee shall keep abreast of all matters and developments pertaining to legislation affecting the pest control industry.

**Section 3. *Special Committees.*** The President shall appoint such other committees, subcommittees, or task forces as are necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such committee shall be prescribed by the President upon their appointment.

**Section 4. *Advisory Committee.*** The Vice President shall automatically be chairman of the Advisory Committee. The President shall appoint at least 3 members and at least one shall be retained from the previous Advisory Committee. The committee shall study and advise the Executive Board on any matters which the board or President so directs.

**Section 5. *Public Relations Committee.*** The President shall appoint the Chairman and other members to this committee each year.

**Section 6. *Bylaws Committee.*** The President shall appoint the chairman and other members to this committee each year. The committee shall be charged with reviewing the bylaws and making recommendations if needed. The committee shall also be charged with verifying present bylaws publication. The committee shall be furnished with copies of all approved bylaw changes made by the general membership at the immediate past annual business meeting, prior to the first quarterly Board of Directors meeting. Upon publication of the current directory, the committee shall compare the present publication of the bylaws with the previous years publication and approved changes. If discrepancies occur, a supplement shall be sent to each member.

**Section 7. *Research Initiative Committee:*** The purpose of this committee is to raise funds for industry research. This committee shall be made up of no fewer than five (5) members with staggered two and three year terms. The committee shall elect a new chairman every two years. New committee members will be appointed by the TPCA President.

**Section 8. *Nominating Committee:*** There shall be a Nominating Committee composed of one Director from each chapter, one at-large director serving the first year of their two-year term, and the Immediate Past President. In the event there is more than one at-large director serving in the first year of his or her term, a coin toss conducted by the Immediate Past President shall determine the at-large director to serve on the Committee. In the event any member of the Nominating Committee is unable to serve, the President shall appoint a replacement for the chapter of the member unable to serve.

A.) *Responsibility.* This Committee shall identify, and submit to the Board of Directors, a slate of recommended candidates for office.

1.) The Committee shall recommend to the Board no more than one candidate for each office in the Association with the exception of the office of the President. The President-elect will automatically assume the office of the President.

2.) The Committee shall recommend to the Board one candidate for each at-large position open on the Board of Directors.

3.) The Committee shall make recommendations to the Board for Life Membership and honorary membership as directed in Article IV, Section 2 of the Bylaws.

**Article XII**  
**EXECUTIVE AND STAFF**

**Section 1. *Appointment.*** The board of Directors shall employ a salaried staff head who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Board.

**Section 2. *Authority and Responsibility.*** The Executive Director shall be responsible for all management functions. He/She shall manage and direct all activities of the Association prescribed by the Board of Directors and shall be responsible to the Board. He/She shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Association and fix their compensation. As Executive Director, he/she shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall, in his/her judgment, be in the best interest of the Association.

**Section 3. *Legal Counsel.*** The Association may retain a General Counsel for consultation in connection with activities and problems of the Association. Terms and conditions of employment shall be specified by the Board of Directors.

**Article XIII**  
**FINANCE**

**Section 1. *Fiscal Period.*** The fiscal period of the Association shall be prescribed by the Budget and Finance Committee with the approval of the Board of Directors.

**Section 2. *Directors & Officers Insurance:*** Directors & Officers Insurance is required for each chapter and will be available through the Executive Director and such other officers or employees of the Association as the Board shall direct.

**Section 3. *Budget.*** With recommendations of the Budget and Finance Committee, the Board shall adopt in advance of the next fiscal period an annual operating budget covering all activities of the Association. A non budgeted loan to chapters only, can be requested at any board meeting; however, no vote on any loan can be taken until the following board meeting, or any special meeting as defined in Article VI, Section 2, so that the Directors can poll their general membership.

**Section 4. *Audit.*** At the end of each fiscal year, the Executive Director shall prepare an annual report which will reflect the financial activities of the Association during the year.

**Section 5. *Restrictions - Reimbursements***

(A) *Restrictions.* No appropriations or expenditures of Association funds shall be made except by approval of the membership or the Board of Directors. No Officer, Director, Committee member, or employee of the Association shall contract any obligation or incur any debt on behalf of the Association, or in any way render it liable, unless authorized by a vote of the board of Directors, or of the membership, or as the Bylaws prescribe.

(B) *Reimbursements.* The Executive Board and certain committees or individuals can be reimbursed for expenses when on official business for the Association. Terms and conditions of such reimbursements are to be specified by the Board of Directors.

**Article XIV**  
**INDEMNIFICATION**

Every Director, Officer, employee of the Association and such others as specified from time to time by the Executive Committee, shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, Officer or employee of the Association, or any settlement thereof, whether the person is a Director, Officer or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

Every Director, Officer, employee of the Association and such others as specified from time to time by the Executive Committee, shall also be indemnified from actions of Chapter officers, chapter board, or chapter member activities that fall within the scope of the Texas Pest Control Association.

**Article XV  
DISSOLUTION**

**Section 1.** The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall insure or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

**Article XVI  
AMENDMENTS**

**Section 1.** These Bylaws may be amended or repealed by a two-thirds vote of the regular members present at any Annual Meeting of the Association, duly called and regularly held, notice of such proposed changes having been sent in writing to the members thirty (30) days before such meeting, or by a two-thirds vote of the regular members voting by a thirty-day mail ballot. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of any twenty-five (25) regular members addressed to the Board. All such proposed amendments shall be presented by the Board to the membership, with or without recommendations.

**ALLIED GUIDELINES**

An elected representative (in good standing) of the allied members shall serve on the Board of Directors as a voting member but is not eligible to be an officer or serve on the nominating committee.

The Allied Director shall serve a two-year term. The Allied Director shall be elected as needed at the allied meeting by a secret ballot by Allied Members only; each Allied member company having one vote. The Allied Director shall be employed by an Allied member company of the TPCA in good standing and reside within the State of Texas. The Allied Director shall be subject to all rules and regulations that apply to any other member of the TPCA Board of Directors. The permanent Allied Committee shall consist of five allied members who reside within the state of Texas, three of whom are permanent: The Allied Director, Allied Director-elect and immediate past president. The two remaining committee members will be selected by the allied Director with the approval of the TPCA President. No two committee persons shall be employed by the same Allied Members Company. Any committee member incapable of serving the full term shall be replaced by the Allied Director. The Director-Elect shall be elected as needed at the allied meeting by secret ballot, by Allied Members only, with each Allied Member company present having one vote. The Allied Director-Elect will serve for a period of not less than one year on the Allied Committee before automatically becoming the Allied Director at the appropriate allied meeting. The allied Director-Elect shall be subject to all rules and regulations that apply to the Allied Director.

**Article XVII  
CHAPTER CHARTER**

**Section 1.** The TPCA Board of Directors shall have the authority, at its discretion, to issue "charters" for Chapters. The TPCA Board of Directors shall have the authority to make rules and regulations for chartering, fixing chapter boundaries, and/or dissolving charters. No other pest control association shall be able to take the name: (Chapter name).

**Section 2.** Each Chapter chartered by the Texas Pest Control Association shall adopt such Bylaws for its operation as it may deem proper, provided, that nothing contained therein shall conflict with or contravene the Bylaws for the Texas Pest Control Association.

**Section 3.** Chapters shall constitute the "grass roots" representation of the Association and, within the limits defined above be entitled to all its rights and privileges. Chapters shall engage in such activities as are consistent with the ideals and code of ethics of the Association. Such activities shall be restricted to the boundaries fixed for such chapter, except as the TPCA Board of Directors in consultation with other affected charter areas, may authorize to the contrary.

**Section 4.** Chapters shall not have any voting privileges in the affairs of the Association except that their individual members are entitled to vote insofar as they meet the qualifications as provided in Article IV.

**Section 5.** All applications to form Chapters shall be submitted to the Secretary/Treasurer of the TPCA for approval of the Board of Directors, who shall issue a charter to the chapter as evidence of approval.

**Section 6.** Charters issued by the TPCA may be revoked at anytime by two-thirds vote of the TPCA Board of Directors. Chapters may dissolve the Charter and cease to be a chapter of the TPCA by a plurality vote of the chapter.

**Section 7. Chapter Charter**  
**TEXAS PEST CONTROL ASSOCIATION**  
**CHAPTER CHARTER**

Recognizing that the profession of pest control is now, more than ever a vital social and economic influence in the State of Texas, the \_\_\_\_\_ chapter of the Texas Pest Control Association does hereby dedicate itself to the advancement of the pest control industry, to serve both the public interest and the interest of its members.

**I**  
**OBJECTIVES**

The \_\_\_\_\_ chapter of the Texas Pest Control Association shall be a non-profit organization chartered Association, whose objectives shall be: To advance, in the broadest sense, the profession of pest control in the area served by the chapter; to aide and contribute to the education of its members and the general public in attaining high pest control standards, both technical and ethical; to provide a local headquarters for a closer association of its members; and to provide for local meetings for its membership.

**II**  
**DEFINITIONS**

In this Charter, unless the context or subject matter otherwise requires, the following definitions shall apply:

"Member" and "Membership" designates individually and collectively those persons of all classes of membership, as defined in Article IV of the Texas Pest Control Association Bylaws, who shall become a member of the \_\_\_\_\_ Chapter.  
"Member in good standing" designates any member of the Texas Pest Control Association and any member of a Chapter, whose dues are currently paid and who is not subject to any disciplinary action by either said Association or Chapter.

**III**  
**NAME AND LOCATION**

Section 1. The name of this organization shall be the \_\_\_\_\_ Chapter of the Texas Pest Control Association.

Section 2. The area in which the activities of the Chapter shall be conducted, shall consist of the following counties:

Section 3. The headquarters of the Chapter shall be selected by the Executive Board of the chapter.

Section 4. The Charter of the \_\_\_\_\_ Chapter may be revoked at any time by the said Board.

**IV**  
**MEMBERSHIP**

Section 1. Only members in good standing in the Texas Pest Control Association shall be eligible for membership in the \_\_\_\_\_ chapter. Any such member of the Texas Pest Control Association shall become a member of the \_\_\_\_\_ Chapter if the member or member firm is domiciled in the following counties:

Section 2. Any member of another Chapter whose dues are currently paid and who shall change his domicile to an area served by another Chapter shall affiliate with the \_\_\_\_\_ chapter without any further payment of dues for that fiscal year.

**V**

**RIGHTS OF THE CHAPTER**

Section 1. The Association shall not restrict nor interfere with the operation of the chartered chapter in any of the following ways:

- 1.) Shall not dictate its Bylaws except for those necessary to affiliate the Association and the Chapter.
- 2.) Shall not be involved in running the day to day affairs of the Chapter.
- 3.) Shall not dictate local meeting places and/or times.
- 4.) Shall not have any approval or disapproval over elections of the Chartered Chapter except as specified under Article IX of the Association Bylaws in reference to qualifications to the TPCA Board of Directors.

**ADOPTION**

The \_\_\_\_\_ Chapter by action of its Board of Directors and upon consent of its membership does hereby affiliate itself with the Texas Pest Control Association as a Chartered Chapter of said Association. This Chapter is hereby issued on \_\_\_\_\_ by the Texas Pest Control Association upon approval by its Board of Directors.

Dated this the \_\_\_\_\_ day of \_\_\_\_\_

Signed in behalf of the Association:

President (Year)

Signed in behalf of the Chapter:

President (Year)