

**BY-LAWS
OF
WEST VIRGINIA PEST MANAGEMENT ASSOCIATION**

ARTICLE I

NAME, PURPOSE, OBJECTIVES, POWERS AND LIMITATIONS

Section 1. **Name.** The name of this corporation is the WEST VIRGINIA PEST MANAGEMENT ASSOCIATION, a non-profit corporation duly incorporated in the State of West Virginia as evidence by a Certificate of Incorporation issued XXXXXXXX. References in these by-laws to the Corporation or Association shall mean the WEST VIRGINIA PEST MANAGEMENT ASSOCIATION.

Section 2. **Purpose and Objectives.** The purposes, objectives and activities of the West Virginia Pest Management Association (“WVPMA”) are as follows:

- (a) To promote general standards and ethics for the pest management industry in the State of West Virginia.
- (b) To foster research and diffusion of knowledge of the industry among its members.
- (c) To foster, promote, maintain and encourage the civic, social, commercial and industrial welfare of the pest control industry in the state of West Virginia.
- (d) To cooperate with the National Pest Management Association (“NPMA”) and 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 participate in activities within the Association which shall not result in any agreement, understanding, combination or any form of concerted action to limit production, fix prices, suppress competition or in any other manner restrain trade or commerce or to do any act or acts which might be in contravention of law or good business practice. Further, the Association may not endorse, approve or recommend any product or device, manufactured or formulated, that is offered to the trade.

Section 3. **Powers and Limitations.** The Association is organized to exercise every function and power permissible for a non-profit organization organized pursuant to the general laws of the United States of America and the State of West Virginia as they now exist, or as they may hereafter be amended, and the Association shall not be conducted for profit. Thus, the Association may exercise any function or power and perform any act which any West Virginia non-profit corporation of general character may lawfully exercise and function.

ARTICLE II

MEMBERSHIP

Section 1. **Active Membership.** Any person, firm or corporation engaged in the pest management service industry and in sympathy with the purposes of this Association, whose business record is consistent with the Code of Ethics and can meet the requirements of at least one of the following classifications, is eligible for membership as an Active Member with voting rights:

- (a) An owner/operator in the pest management industry, or
- (b) A degree from a recognized college of university with advanced training or a major in entomology or chemistry or other sciences related to the pest management industry.

Section 2. **State-only Membership.** Any otherwise Active Member residing outside the state of West Virginia shall be eligible for a State-only Membership. Must have a current membership with NPMA. A “State-only member” may vote.

Section 3. **Associate Membership.** Any person, firm or corporation engaged in the pest management service work which is not for hire to the public as large, shall be eligible for an Associate Membership. An “Associate Member” may not vote.

Section 4. **Allied Membership.** Any person, firm or corporation not engaged in the pest management service work but which manufactures or supplies product, equipment and other materials to the pest control industry shall be eligible for allied membership. An “Allied Member” may not vote.

Section 5. **Resignation and Removal.** A Member is entitled to resign at any time. A Member may be expelled by action of the Board of Directors, but solely for good cause shown.

Section 6. **Applications for Membership.** All applications for membership shall be submitted to the Board in writing or electronically and on forms provided by the Association. Applications for Active, Associate or Allied membership shall be processed in accordance with procedures established by the Board of Directors. Applications for Honorary Membership or Life Members shall not be required.

Section 7. **Delinquency.** Any member, who shall fail to pay his annual dues within thirty (30) days after the same became due, shall be posted by the Association and notified by mail of his delinquency by the Secretary/Treasurer. If at the end of the thirty (30) additional days, sixty (60) days from the time dues were first payable, if the Member is still delinquent in his dues, the membership will be suspended by the Board.

Section 8. **Reinstatement.** Former members must make application for membership through the same procedure a new members.

Section 8. **Election of Life Member.** Any WVPMA member may submit a candidate for Life Membership. Candidates name should be submitted to the WVPMA Board of Directors for consideration at a regular board meeting. Submission should be made in the form of a short essay, outlining the candidate's contribution and qualifications. Two essays supporting the nomination should also be submitted from other sources within the WVPMA. The Board of Directors will consider the nomination and make further investigations if deemed necessary by the board. Election will be by a 2/3 majority of all board members.

Section 10. **Criteria for WVPMA Lifetime Member.** Candidates for Honorary Lifetime Membership should be individuals who have contributed to the advancement of the profession of pest management in a visible or notable way. Candidates should generally be retired from full-time occupation in the industry.

Section 11. **Benefits for WVPMA Lifetime Members.** benefits will include the following:

- 1) Free attendance for the Life member at any WVPMA sponsored function.
- 2) Full benefit of a recertification classes held by WVPMA (Life Member must meet any attendance guidelines as required).

ARTICLE III

MEETINGS OF THE MEMBERS

Section 1. **Annual Meeting.** The annual meeting of the Members of the Corporation for the election of directors from the membership and the transaction of such other business as may properly come before the meeting shall be held, annually at such time and place as the Board of Directors may designate.

Section 2. **Special Meetings.** Special meetings of the general membership may be called only by the President or the Board of Directors. The President or the Board must designate a time and place for such meeting, when notifying the Members of such meeting. Such meeting may not be outside the State of West Virginia.

Section 3. **Notice of Members' Meetings.** Notice of Members' meetings shall be given not less than thirty (30) business days before the date of the meeting.

Section 4. **Voting Privileges.** Each Active Member is entitled to vote on each and all matters requiring a vote of membership. Where the membership is a partnership or other multiple ownership, the Member shall designate and authorize a representative to cast its vote. In the case of a corporation, partnership or similar association, having more than

one office or branch, or the organizational status is such as would be considered a holding company or substantially considered a single financial interest operating under more than one name, each such entity shall be entitled to one (1) vote. Associate, Allied, Honorary Members or Life Members shall not be entitled to vote except for properly designated proxies for Active Members.

Section 5. **Quorum.** A quorum at a meeting of Members shall be twenty percent (20%) of the Members present in person or by proxy.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. **General Powers.** The Board shall have responsibility for carrying out the purposes and objectives of the Corporation and shall conduct and manage the business and affairs of the Corporation and shall exercise all powers of the Corporation as expressly limited by the Articles of Incorporation.

Section 2. **Qualification.** Number and Term of Office.

- (a) Any person who has attained the age of twenty-one (21) years shall, upon being duly elected, be qualified to serve as Director.
- (b) Any person who is a current employee of a member company, shall, upon being duly elected, be qualified to serve as Director.
- (c) The number of Directors fixed by these By-laws, at any given time, shall be the number of Board members then duly elected and serving, whether or not such number is less than the maximum number of Board Members allowed. The number of Elected Directors shall, in any event, be no less than seven (5), and no more than nine (9).

Each Director shall be elected for a two (2) year term except as The Members and each Director shall be elected to serve until his successor has been elected and has qualified.

Following the annual meeting of the Members, the Board may elect additional Board Members, up to the maximum number of Directors allowed by these By-laws, or fill vacancies occurring in the Board of Directors, all as provided in Subsection (c) of this Section 2.

- (d) If any vacancy should occur in the Board of Directors by reason of resignation, death, retirement or disqualification, or if any directorship may be filled by reason of an increase in the number of Directors, all

of the Directors then in office, though less than a quorum of the Board of Directors, may, by the affirmative vote of a majority of the remaining Directors, choose a successor in the case of a vacancy, or fill the newly created directorship in the case of increasing the number of Directors then serving, and the Director so chosen shall hold office until the next annual meeting of the Members and until his successor shall be duly elected and qualified.

ARTICLE V

MEETINGS OF THE BOARD

Section 1. **Meetings.** The Board shall hold at least three (3) meetings annually at such time and place as it may determine; however, at least one (1) such meeting shall be held at the site of the Annual Meeting of the Membership. Directors may meet by means of telephone conference or similar communications equipment as long as all persons participating in the meeting can hear each other simultaneously, and such participation shall constitute presence at the meeting. Additional meetings of the Board may be called by the President and shall be called by the President upon the request of a majority of the Executive Committee or at the written request of a majority of the Board.

Section 2. **Special Meetings; Notice.** A special meeting of the Board of Directors shall be held only upon call of the President of the Corporation at such time and place in the State of West Virginia, as may be specified in the notice of such meeting, provided that a special meeting may be held upon call of any two (2) Directors in the event that the President shall be deceased or so mentally disabled as to be factually incompetent in the premises. In the event of a special meeting each Director shall be notified at least three (3) business days before the meeting is to take place. No notice of any adjourned meeting need be given.

Section 3. **Quorum – Action.** A quorum at a meeting of the Board of Directors shall be not less than one-half (1/2) of the number of Directors fixed at the time of such meeting in accordance with these By-laws. If a quorum is not present, the meeting may be adjourned by the affirmative vote of a majority of the Directors present at the meeting. Adjournment shall be to a day and a time certain but any one adjournment shall be for a period not to exceed sixty (60) days. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the West Virginia Non-Profit Corporation Act, the Articles of Incorporation of the By-laws.

ARTICLE VI

OFFICERS

Section 1. Members may nominate from the floor for officers. The officers shall consist of a President, a Vice President and Secretary/Treasurer.

The President-Elect and Secretary/Treasurer shall be elected by the Board of Directors annually at the annual meeting of the Board of Directors or at the next meeting of the Board of Directors if required to fill a vacancy. Each Officer shall hold office until the next annual meeting of the Board of Directors and until his successor is chosen and qualified, or until he shall resign or be removed from office. The Board of Directors shall have the power to re-elect the President for a second term. In the event that the current President or President-Elect are unable to fulfill said term, the Board of Directors shall have the ability to appoint a President without restrictions of the Association bylaws.

Section 2. **Resignation. Removal. Vacancies.** Any officer may resign at any time. Any officer may be removed pursuant to the West Virginia Non-Profit Corporation Act. Vacancies in any office shall be filled by the Board of Directors at its next meeting.

Section 3. **The President.** The President shall have the general and active management of the business of the Corporation. The President shall preside at all meetings of the Members and of the Board of Directors. The President shall carry out or be responsible for the execution by others of all orders and resolutions of the Board of Directors as to the conduct of the business and affairs of the Corporation. The President shall ex-officio be a member of every committee of the Corporation. The President shall serve a two (2) year term, then serve one (1) year on the board as Past President.

Section 4. **The Vice President.** The President-Elect shall have all powers of the President when the President is absent, is incapacitated, or to preside when it is necessary for the President to leave the chair and shall have such other duties and responsibilities as may be conferred by the Board of Directors. The membership may vote for the President-Elect to become the President in the case of death, resignation or permanent incapacity of the President, but it is NOT automatic. If the period of service as President is less than six (6) months, the individual may, at his or her discretion be re-elected for a full one-year (1) term. The President-Elect will also be the parliamentarian of all official meetings of the Association. The President-Elect shall also, ex-officio be a member of every committee of the Association.

Section 5. **The Secretary/Treasurer.** The Secretary/Treasurer shall record and keep the minutes of the Board of Directors and of the Executive Committee, unless otherwise delegated, shall be the custodian of the seal of the Corporation shall keep a record of the names and addresses of the Directors and shall perform all duties usual and customary for the secretary of a corporation. The Secretary/Treasurer shall also oversee the financial

books and records, including all books and records of account, of the Corporation, have charge of and superintend all receipts and present disbursements of the Corporation to the Board for disposition, handle the bank accounts, make necessary tax and license filings, and perform the usual duties of the treasurer of a corporation.

ARTICLE VII

NOTES, DEEDS, AND CONTRACTS

Section 1. **Execution.** All notes, deeds and contracts of the Corporation, except those executed in the usual, ordinary and routine course of business, shall be executed and delivered by the officers of the Corporation solely upon the express authorization and direction of the Board of Directors.

Section 2. **Bank Instruments.** Bank instruments shall be executed for the Corporation only by duly authorized signatures and only for the purposes within the usual and ordinary course of business of the Corporation, except by specific authorization and direction of the Board of Directors.

ARTICLE VIII

COMMITTEES

Section 1. **Board Committees.**

(a) **Executive Committee.** The Board of Directors may, at its discretion, establish an Executive Committee consisting of the President, President-Elect, Secretary/Treasurer and immediate Past President. The Executive Committee shall have such powers and shall perform such duties as the Board may delegate to it in writing from time to time including the immediate oversight and management of the business affairs of the Corporation but subject to the exceptions set forth in (b) of Section 1 of this Article VIII, which exceptions shall specifically apply to the Executive Committee. The Executive Committee shall be organized and shall perform its functions as directed by the Board, shall keep minutes of each of its meetings and shall distribute said minutes periodically and regularly to all of the Board. The Committee shall act by a majority of the members thereof and any action duly taken by the Executive committee within the course and scope of its authority shall be binding on the Corporation. The Executive Committee

may be abolished at any time by the vote of the whole majority of the Board of Directors and during the course of the Committee's may be changed by the Board of Directors as it may deem appropriate. The President of the Corporation shall act as the Chairman of the Executive Committee.

(b) **Other Committee.** The President may designate and appoint such other committees each of which shall consist of one (1) or more Directors, which committees shall have such authority as the President may deem necessary or advisable, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the By-laws: electing, appointing, or removing any member of any such committee or any officer or Director of the Corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; incurring any indebtedness; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon them by law.

(c) **Directors on Committees.** Each Director shall serve on at least (1) committee as determined by the President of the Board.

ARTICLE IX

FISCAL YEAR

The fiscal year for the purposes of dues collection from membership shall be July one (1) through June thirtieth (30) of any given year. Dues payments made in the first half of the calendar year are to be for a full year's membership. Dues payments by new members made in the second half of the fiscal year are to be for one-half (1/2) of the annual dues payment. In all cases, by the second year of membership, dues are to be paid by July one (1) of each consecutive year.

ARTICLE X

NOTICE

Any notice required to be given pursuant to these By-laws, or otherwise by law, shall be deemed given at the time of delivery, electronically, if personally delivered, or, if mailed, when deposited in the United States mail addressed to the party at their address as it appears on the records of the Corporation, with postage thereon prepaid.

ARTICLE XI

AMENDMENTS

These By-laws may be amended at any annual, regular or special meeting of the Board of Directors, provided that notice of the proposed amendment is given in writing to all of the Directors at least five (5) days before the meeting.

AUTHENTICATION

The foregoing By-laws of the West Virginia Pest Management Association, revising the previously existing By-laws in their entirety were duly adopted at a regular meeting of the Board of Directors of the Corporation, held on the X day of X , 201X.

Signed by President –