



California Association of  
Pest Control Advisers

By-Laws

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## TABLE OF CONTENTS

ARTICLE I	NAME; PRINCIPAL OFFICE .....	1
Section 1.	Name of Corporation .....	1
Section 2.	Location of Principal Office .....	1
ARTICLE II	PURPOSES.....	1
Section 1.	Corporation Is Nonprofit.....	1
Section 2.	Specific Purpose.....	1
ARTICLE III	MEMBERSHIP.....	2
Section 1.	Members of the Corporation.....	2
Section 2.	Application for Membership.....	2
Section 3.	Term of Membership .....	2
Section 4.	Membership Rights.....	2
Section 5.	Termination or Suspension of an Active Membership .....	3
Section 6.	Non-Voting Members .....	4
ARTICLE IV	MEMBERSHIP MEETINGS .....	5
Section 1.	Annual Meeting .....	5
Section 2.	Special Meetings.....	5
Section 3.	Notice of Members' Meetings .....	5
Section 4.	Quorum Requirements.....	6
Section 5.	Record Dates for Member Notice, Voting and Giving Consents.....	7
Section 6.	Member Voting Rights .....	8
Section 7.	Eligibility to Vote; Good Standing.....	8
Section 8.	Manner of Casting Votes .....	8
Section 9.	Majority Vote of Members Represented at Meeting Required.....	8
ARTICLE V	BOARD OF DIRECTORS .....	8
Section 1.	General Corporate Powers .....	8
Section 2.	Specific Powers.....	9
Section 3.	Limitations on Powers .....	10
Section 4.	Number, Qualification and Election .....	10
Section 5.	Term of Office .....	10

Section 6.	Removal of Directors and Filling Vacancies on the Board of Directors .....	11
i		
Section 7.	Compensation .....	12
Section 8.	Limitations on Powers of Board .....	12
Section 9.	Rules and Regulations.....	13
ARTICLE VI	BOARD MEETINGS .....	13
Section 1.	Place of Meetings; Meetings by Telephone.....	13
Section 2.	Annual and Regular Meetings of Directors .....	14
Section 3.	Special Meetings of the Board.....	14
Section 4.	Notice of Meetings.....	14
Section 5.	Attendance by Members .....	14
Section 6.	Quorum Requirements .....	15
Section 7.	Waiver of Notice.....	15
Section 8.	Adjournment .....	15
Section 9.	Action without a Meeting .....	15
ARTICLE VII	COMMITTEES.....	16
Section 1.	Committees of Directors .....	16
Section 2.	Executive Committee.....	16
Section 3.	Standing Committees .....	17
Section 4.	Committee Procedures .....	17
Section 5.	Attendance at Committee Meetings.....	18
ARTICLE VIII	OFFICERS.....	18
Section 1.	Officers .....	18
Section 2.	Election of Officers.....	18
Section 3.	Subordinate Officers .....	19
Section 4.	Removal of Officers.....	19
Section 5.	Resignation of Officers .....	19
Section 6.	Vacancies .....	19
Section 7.	Chair.....	19
Section 8.	Vice Chair .....	19
Section 9.	President/Chief Executive Officer .....	19

Section 10.	Secretary .....	19
Section 11.	Chief Financial Officer .....	20
Section 12.	Immediate Past Chair .....	20

ARTICLE IX	CHAPTERS .....	20
Section 1.	Formation of Chapters .....	20
Section 2.	Operations and Procedures .....	20
Section 3.	Chapter Organization .....	21
Section 4.	Chapter Termination .....	21
Section 5.	Affiliation of Members .....	22
Section 6.	Chapter Rights .....	22
ARTICLE X	DUES AND FINANCES .....	22
Section 1.	Description of Dues and Assessments to Which Members Are Subject.....	22
Section 2.	Fiscal Year .....	22
Section 3.	Checks.....	22
Section 4.	Accounts .....	22
Section 5.	Execution of Instruments .....	23
ARTICLE XI	indemnification, personal liability and insurance .....	23
Section 1.	Indemnification of Corporate Agents .....	23
Section 2.	Personal Liability of Directors and Officers .....	23
Section 3.	Maintaining General Liability Insurance .....	24
ARTICLE XII	REPORTS and RECORDS.....	24
Section 1.	Maintenance of Corporate Records .....	24
Section 2.	Year-End Report .....	24
Section 3.	Inspection of Books and Records .....	24
Section 4.	Biennial Statement of General Information .....	25
ARTICLE XIII	AMENDMENT OF BYLAWS.....	25
Section 1.	Adoption by the Board.....	25
Section 2.	Ratification by Members.....	25
ARTICLE XIV	Assets & Dissolution.....	25
Section 1.	Assets .....	25

Section 2.	Dissolution .....	26
ARTICLE XV	GENERAL MATTERS .....	26
Section 1.	Construction and Definitions .....	26

**BYLAWS OF  
CALIFORNIA ASSOCIATION OF PEST CONTROL ADVISERS  
A California Nonprofit Mutual Benefit Corporation**

**ARTICLE I  
NAME; PRINCIPAL OFFICE**

**Section 1. Name of Corporation.** The name of this Corporation shall be California Association of Pest Control Advisers and shall be referred to herein as the “Corporation” or the “Association.”

**Section 2. Location of Principal Office.** The principal office of the Corporation will be located in the State of California and the County of Sacramento as the Board of Directors of the Corporation (“Board”) may from time to time designate by resolution.

**ARTICLE II  
PURPOSES**

**Section 1. Corporation Is Nonprofit.** This Corporation has been formed pursuant to the California Nonprofit Mutual Benefit Corporation Law as a mutual benefit corporation.

**Section 2. Specific Purpose.** The specific purposes of this Corporation are as follows:

(a) The specific purpose and business in which the Corporation is primarily to engage is to initiate, sponsor, promote and carry out plans, policies and activities which will tend to further the well-being of and to upgrade the qualifications of agricultural pest control advisers (PCAs) in the State of California and to promote, educate and communicate and serve as a proactive voice for the pest management industry as it relates to pest control advisers making recommendations for pest solutions for the agricultural, turf and ornamental and industrial industries.

(b) To provide technical information to its members; encourage careful and skillful use of pest management practices; to provide facilities and materials for educational programs for its members, and to establish rules and regulations governing the activities of its members.

(c) To obtain, provide and distribute studies, reports and other information of general interest to its members.

(d) To engage in all lawful activities and operations usually and normally allowed by law, for such an association.

(e) To possess and exercise all powers conferred by laws upon a non-profit corporation, and to have all other powers and to do all other acts necessary or incidental to the administration of the affairs and for carrying out of the purposes of this

corporation, including without limitation any or all of the following acts or things:

(1) To buy, lease, rent or otherwise acquire, hold or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed and trust, pledge, encumber, transfer upon trust or otherwise dispose of any and all kinds of property, whether real or personal or mixed and including share of stocks, bonds or securities of any other corporation and whenever situated;

(2) To receive property by devise or bequest subject to the laws regulating the transfer of property by testamentary disposition; to act as trustee under any trust and to receive, hold, administer and expend funds and property subject to any such trust; and

(3) To enter into, make, perform and carry out partnerships, joint ventures and contracts of every kind for any lawful purpose and without limit as to the amount with any person, firm or corporation.

(f) Notwithstanding any of the above statements of the purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

### **ARTICLE III MEMBERSHIP**

**Section 1. Members of the Corporation.** The Corporation shall have one class of members, as defined in Section 5056 of the California Nonprofit Corporation Law, which shall be known as “Active Members” or “Members”. Active Members shall have the right to vote as provided by law and shall include and be limited to be any Active Member in good standing on the date these amended Bylaws become effective and any other Pest Control Adviser (“PCA”) holding a valid license from the State of California, who applies and is accepted for membership in accordance with this article. Nothing in this article III shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities of the Corporation, as “members” even though such persons are not members, as defined in Section 5056 of the California Nonprofit Corporation Law. The classes of non-voting “members” are set forth in section 6 of this article III.

**Section 2. Application for Membership.** Applicants shall be admitted to membership on making application therefore in writing, acceptance by the Association and payment of the first annual dues applicable. Each applicant upon acceptance shall be subject to the Articles of Incorporation, Bylaws and Rules and Regulations of this Association and thereupon become a Member.

**Section 3. Term of Membership.** The term of membership shall be for one calendar year (beginning January 1 and ending December 31). Each Member shall remain a Member until expiration of his or her term, until he or she no longer qualifies as such under section 1 above or until his or her membership is terminated Membership as

provided in section 5 below.

**Section 4. Membership Rights.** Subject to these Bylaws and the Corporation's Rules and Regulations, the Active Members in good standing shall have the rights to one vote on any item of business submitted to a vote of the membership; to hold office; and to receive printouts of continuing education hours. The rights, obligations and interests of each Member of the Association in and to such membership and the assets of the Association are not transferable.

**Section 5. Termination or Suspension of an Active Membership.**

(a) Events of Termination. A membership shall terminate on occurrence of any of the following events:

- (1) Resignation of the Member;
- (2) Expiration of the period of membership, unless the Membership is renewed on the renewal terms fixed by the Board;
- (3) Expiration or loss of the Member's PCA license or any other event that renders the Member ineligible for Membership, or a failure to satisfy membership qualifications;
- (4) For cause, upon the good faith determination by a committee authorized to do so by the Board, that the Member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests; provided, however, that the Member may appeal the termination decision to the Board under subsection (c) of this section; or
- (5) For no cause, upon recommendation of the Member's local Chapter and ratification by the Board of the Association, and subject to the right of the Member to appeal such termination to the Board, pursuant to subsection (c) below.

(b) Events Causing Suspension of Membership. A Member may be suspended for cause (subject to the right of the Member to appeal such suspension pursuant to subsection (c) below) based on the good faith determination by the Board or a committee authorized by the Board to make such a determination, that the Member has failed in a material and serious degree to observe the Corporation's Articles of Incorporation, Bylaws, or rules of conduct, has not maintained standards of behavior appropriate to licensed PCAs, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests. A Member may be suspended without cause, upon recommendation of the Member's Local Chapter and ratification by the Board. A person whose membership is suspended shall not be a Member during the period of suspension.

(c) Procedure for Termination or Suspension of Membership for Cause. If grounds appear to exist for terminating a Member under subsection (a)(4) or

suspending a Member under subsection (b) of this section, the following procedure shall be followed:

(1) The Board shall give the Member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the Member's last address as shown on the Corporation's records.

(2) The Member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board to determine whether the suspension or termination should occur.

(3) The Board or committee shall decide whether the Member should be suspended or the membership terminated. The decision of the Board or committee shall be final.

(4) Any action challenging a suspension or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the suspension or termination.

(d) Cessation of Membership Rights. All membership rights cease on the Member's death, suspension, or termination.

## **Section 6. Non-Voting Members.**

(a) Classes. There shall be the following Classes of non-voting "members", who are not members of the Corporation as defined in Section 5056 of the California Nonprofit Corporation Law. No reference to such person as a "member" shall be deemed to constitute such person a member of this Corporation as defined in Section 5056 of the California Nonprofit Corporation Law. The Classes of non-voting members are as follows:

(1) *SUSTAINING MEMBER* shall be any person, partnership, corporation or other entity wishing to promote the purpose of the Association as set forth in the Articles of Incorporation. Such member in good standing shall be entitled to all rights of an Active Member except the right to vote or hold office.

(2) *ASSOCIATE MEMBER* shall be any person not licensed as an Agricultural Pest Control Adviser who wishes to promote the purpose of the Association as set forth in the Articles of Incorporation. Such member in good standing shall be entitled to all rights of an Active member except the right to vote or hold office.

(3) *STUDENT MEMBER* shall be any student regularly enrolled in a college or university, majoring in biological or agricultural sciences and preparing for a career in pest management. Such member in good standing shall be entitled to all rights of an Active Member except the right to vote or hold office.

(4) *CHAPTER* shall be any group of 25 Active Members or more joining together in the interest of upgrading the Pest Control Adviser profession in the State of California, provided that each Chapter in good standing with this Association on the effective date of these amended Bylaws shall remain a Chapter of this Association.

(b) Termination of Non-Voting Members. Non-Voting members may be terminated for any or no cause, upon recommendation of the Member's local Chapter and ratification by the Board.

## **ARTICLE IV MEMBERSHIP MEETINGS**

**Section 1. Annual Meeting.** There shall be an annual meeting of the Members during the fourth (4<sup>th</sup>) quarter on such date as determined by the Board of Directors each year, or on such other date that the Board may determine. The Board shall also determine the time and location of the meeting and notice the Members in accordance with section 3, below. Notice of the annual Members' meeting may be given through the Association's publication and web page at least thirty (30) days prior to the date of the meeting.

### **Section 2. Special Meetings.**

(a) Persons Entitled to Call Special Meetings. A majority of the Board, the Chair or 5 percent or more of the Active Members may call special meetings of the Members at any time to consider any lawful business of the Corporation.

(b) Procedures for Calling Special Meetings Requested by Members. Members requesting a special meeting shall submit a written request that specifies the general nature of the business proposed to be transacted, to the Chair, the Vice Chair, or the secretary of the Corporation. The officer receiving the request shall cause notice to be promptly given to the Members entitled to vote, in accordance with the provisions of section 3 of this article IV, that a meeting will be held, and the date, time and purpose for such meeting, which date shall be not less than 10 days nor more than 90 days following the receipt of the request. If the notice is not given within the 20 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of Members may be held when the meeting is called by action of the Board of Directors or the Chair.

### **Section 3. Notice of Members' Meetings.**

(a) Generally. All notices of meetings of Members (whether regular or special) shall be sent or otherwise given in writing to each Member who, on the record date for notice of the meeting (as provided in section 5 of this article IV) is entitled to vote at such meeting, in accordance with subsection (c) of this section 3, not less than 30 nor more than 90 days before the date of the meeting. The notice shall specify the place,

date, and hour of the meeting, and the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which Members may participate in that meeting. In the case of a special meeting, the notice shall state the general nature of the business to be transacted, and no other business may in that case be transacted.

(b) Special Notice Rules for Certain Material Transactions. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

(1) Amending the Articles of Incorporation of the Corporation or these Bylaws in any manner requiring approval of the Members;

(2) Approving a contract or transaction between the Corporation and one or more of its directors, or between the Corporation and any corporation, firm or association in which one or more of its directors has a material financial interest; or

(3) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the Articles or Bylaws, when the Corporation is in the process of winding up.

(c) Manner of Giving Notice. Notice of any meeting of Members shall be given either personally, by electronic transmission by the Corporation, by first-class mail, or by other written communication, charges prepaid, addressed to each Member either at the address of that Member appearing on the books of the Corporation or the address given by the Member to the Corporation for the purpose of notice. If no address appears on the Corporation's books and no other has been given, notice shall be deemed to have been given if either (i) notice is sent to that Member by first-class mail or other written communication to the Corporation's principal office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at that time when delivered personally or deposited in the mail or sent by other means of written communication.

(d) Notice by Electronic Transmission. Notice given by electronic transmission by the Corporation means a notice delivered by (i) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that Member on record with the Corporation, (ii) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the Member of the posting, or (iii) other means of electronic communication; providing that (i) such Member has provided an unrevoked consent to the use of those means of transmission to conduct a meeting of Members, and (ii) such means of transmission creates a record that can be retained, retrieved, and reviewed, and that may later be transferred into a tangible and legible form. Notwithstanding the foregoing, notice shall not be given by electronic transmission by

the Corporation after either of the following:

(1) The Corporation is unable to deliver two (2) consecutive notices to the Member by that means; or

(2) The inability to deliver the notices to the Member becomes known to the Secretary or other person responsible for the giving of the notice.

(e) Affidavit of Mailing; Effect Thereof. An affidavit of the mailing or other means of giving any notice of any Members' meeting may be executed by the secretary of the Corporation, and if so executed, shall be filed and maintained in the minute book of the Corporation. Such affidavit shall constitute prima facie evidence of the giving of notice.

#### **Section 4. Quorum Requirements.**

(a) The presence in person of 5 percent of the Active Members entitled to vote at any meeting shall constitute a quorum for the transaction of business; provided, however, that at any annual meeting actually attended, in person, by less than one-third of the voting power of Members (but at which a quorum is present) the only matters upon which action can be validly taken are those matters the general nature of which was described in the notice of the meeting issued pursuant to section 3 of this article IV.

(b) The Members present at a duly held meeting at which a quorum is initially present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

#### **Section 5. Record Dates for Member Notice, Voting and Giving Consents.**

(a) Record Dates, Generally. For the purpose of determining which Members are entitled to receive notice of any meeting, vote, act by written ballot without a meeting or exercise any rights in respect to any other lawful action, the Board of Directors may fix, in advance, a "record date" and only Members of record on the date so fixed are entitled to notice, to vote, or to take action by written ballot or otherwise, as the case may be. Notwithstanding any transfer of any membership on the books of the Corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Mutual Benefit Corporation Law. The record dates established by the Board pursuant to this section shall:

(1) In the case of determining those Members entitled to notice of a meeting, not be more than 90 nor less than 10 days before the date of the meeting;

(2) In the case of determining those Members entitled to vote

at a meeting, not be more than 60 days before the date of the meeting;

(3) In the case of determining Members entitled to cast written ballots, not be more than 60 days before the day on which the first written ballot is mailed or solicited; and

(4) In the case of determining Members entitled to exercise any rights in respect to other lawful action, not be more than 60 days prior to the date of such other action.

(b) Failure of Board to Fix a Record Date.

(1) Record Date for Notice of Meetings. Unless fixed by the Board, the record date for determining those Members entitled to receive notice of a meeting of Members, shall be the business day preceding the day on which notice is given, or, if notice is waived, the business day preceding the day on which the meeting is held.

(2) Record Date for Voting. Unless fixed by the Board, the record date for determining those Members entitled to vote at a meeting of Members shall be the day of the meeting, or in the case of an adjourned meeting, the day of the adjourned meeting.

(3) Record Date for Action by Written Ballot without Meeting. Unless fixed by the Board, the record date for determining those Members entitled to vote by written ballot on proposed Corporation actions without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written ballot is mailed or solicited. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.

(4) Record Date for Other Lawful Action. Unless fixed by the Board, the record date for determining those Members entitled to exercise any rights in respect to any other lawful action shall be Members at the close of business on the day on which the Board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

(c) “Record Date” Means as of Close of Business. For purposes of this section 5, a person holding a membership as of the close of business on the record date shall be deemed the Member of record.

**Section 6. Member Voting Rights.** On each matter submitted to a vote of the Members, whether at a meeting of the membership called and held pursuant to the provisions of these Bylaws or otherwise, each Active Member shall be entitled to cast one vote.

**Section 7. Eligibility to Vote; Good Standing.** The persons entitled to vote at any meeting of Members shall be those persons who are Active Members in good standing as of the record date determined in accordance with section 5 of this article IV.

In order to be in good standing, a Member must be current in the payment of all dues duly imposed pursuant to article X, section 1 hereof, and not be subject to a suspension of voting rights as the result of any disciplinary proceeding conducted in accordance with article III, section 5 hereof.

**Section 8. Manner of Casting Votes.**

(a) Voting at a Meeting or by Written Ballot. Voting on any issue properly before a meeting of the Members may be by voice or by ballot, at the discretion of the Chair, or when requested by 10 percent of the voting power present at the meeting.

(b) Proxy and Cumulative Voting Prohibited. Proxy voting and cumulative voting shall not be permitted on any matter put to the vote of the Members.

**Section 9. Majority Vote of Members Represented at Meeting Required.**

If a quorum is present, the affirmative vote of the majority of the voting power of Members represented at the meeting, entitled to vote and voting on any matter shall be the act of the Members, unless the vote of a greater number is required by California's Nonprofit Corporation Law or by the Articles of Incorporation or Bylaws of the Corporation.

**ARTICLE V  
BOARD OF DIRECTORS**

**Section 1. General Corporate Powers.** Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations in the Articles and these Bylaws relating to action required to be approved by the Members, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. Subject to the limitations expressed in article VII, section 1, the Board may delegate the management of the activities of the Corporation to any person or persons, or committee, provided that notwithstanding any such delegation the activities and affairs of the Corporation shall continue to be managed and all Corporate powers shall continue to be exercised under the ultimate direction of the Board.

**Section 2. Specific Powers.** Without prejudice to the general powers of the Board of Directors set forth above in section 1, the directors shall have the power to:

(a) Exercise all powers vested in the Board under the laws of the State of California.

(b) Appoint and remove all officers of the Corporation, the President/Chief Executive Officer of the Corporation, if any, and other Corporation employees; prescribe any powers and duties for such persons that are consistent with law, the Articles of Incorporation and these Bylaws; and fix their compensation.

(c) Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the Corporation, and

to fix their duties and to establish their compensation.

(d) Adopt and establish rules and regulations governing the affairs and activities of the Corporation, and take such steps as it deems necessary for the enforcement of such rules and regulations, including the imposition of monetary penalties and/or the suspension of voting rights; provided notice and a hearing are provided as set forth in section 5 of article III hereof.

(e) Enforce all applicable provisions of these Bylaws.

(f) Contract for and pay premiums for insurance and bonds (including indemnity bonds) which may be required from time to time by the Corporation.

(g) Pay all taxes, and charges which are or would become a lien on any portion of the Corporation's properties.

(h) Levy and collect dues from the Members of the Corporation in accordance with article X hereof.

(i) Prepare budgets and maintain a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals prepare an annual financial report, a copy of which shall be delivered to each Member as provided in article XII, section 2 hereof.

(j) Form, oversee and terminate Chapters in accordance with article IX hereof.

(k) Appoint such committees as it deems necessary from time to time in connection with the affairs of the Corporation in accordance with article VII hereof.

(l) Fill vacancies in Director positions, subject to the rights of the Chapters to fill vacancies in State Director positions, or fill vacancies in any committee.

(m) Open bank accounts and borrow money on behalf of the Corporation and designate the signatories to such bank accounts.

(n) Bring and defend actions on behalf of more than one Member or the Corporation to protect the interests of the Members or the Corporation, as such, so long as the action is pertinent to the operations of the Corporation, and assess the Members for the cost of such litigation.

**Section 3. Limitations on Powers.** Without the vote or written assent of a majority of the voting power of the Members, the Board shall not pay compensation to members of the Board or officers of the Corporation other than the President/CEO; provided that directors and officers can be reimbursed for reasonable out-of-pocket expenses, verified in writing, incurred in the discharge of their duties.

**Section 4. Number, Qualification and Election.**

(a) Number. The authorized number of directors shall be not less than 16 nor more than 36 persons until changed by an amendment to these Bylaws. The Board shall be composed of (i) one director elected by each qualified Chapter as set forth in subsection (c) below (“State Directors”); and (ii) five At-Large Directors, as set forth in subsection (d) below. All such directors shall have full voting rights. The exact number of directors shall be determined annually by resolution of the Board.

(b) Qualifications. Any Active Member in good standing shall be eligible for election as a State Director.

(c) State Directors. Each active, qualified Chapter, as described in article IX, shall, from its Active Members in good standing, elect one (1) representative to the Association’s Board. These directors elected by the Chapters shall be known as the “State Directors”. If a Chapter fails to elect a State Director prior to the Association’s year-end of December 31, the Board of Directors of the Association may fill the vacancy from among that Chapter’s Active Members.

(d) At-Large Directors. The At-Large Directors shall consist of the Chair of the Board, the Vice-Chair, the Secretary, the Treasurer and the Immediate Past Chair, each of which shall also be an officer of the Corporation. Every other year, and at least sixty (60) days prior to the annual meeting, the Board of Directors shall elect from those then serving as State Directors or At-Large Directors, directors to fill the positions of Chair, Vice-Chair, Secretary and Treasurer. The retiring Chair of the Association shall serve as the Immediate Past Chair until succeeded by the next retiring Chair.

**Section 5. Term of Office.** The term of each Director shall be two (2) years, and no Director shall serve continuously more than six (6) years unless serving as an Officer.

**Section 6. Removal of Directors and Filling Vacancies on the Board of Directors.**

(a) Vacancies, Generally. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of a director pursuant to subsections (c)(1) and (2) of this section 6; (ii) an increase of the authorized number of directors; or (iii) the failure of a Chapter, at any meeting of the Chapter at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

(b) Resignation of Directors. Except as provided in this subsection, any director may resign, which resignation shall be effective on giving written notice to the Chair, the secretary, or the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective. No director may resign if the Corporation would be left without a duly elected director or directors.

(c) Removal of Directors.

(1) Removal By the Board.

(i) For Cause. The Board of Directors shall have the power and authority to remove a State Director or an At-Large Director and declare his or her office vacant prior to expiration of his or her term only by the affirmative vote of a majority of the directors present at a duly held Board meeting, if the director (i) has been declared of unsound mind by a final order of court; (ii) has been convicted of a felony; (iii) has been found by a final order or judgment of any court to have breached any duty under sections 7230 through 7238 of the California Nonprofit Mutual Benefit Corporation Law (relating to the standards of conduct of directors); (iv) fails to meet the qualifications of a director; or (v) fails to attend two consecutive regular meetings of the Board of Directors which have been duly noticed in accordance with California Law.

(ii) For No Cause. The Board, by the affirmative vote of a majority of the directors present at a duly held Board meeting, shall have the power and authority to remove without cause (i) a State Director only from his or her position as an officer but not as a director prior to expiration of his or her term; or (ii) an At-Large Director from his or her position as a director and an officer and declare his or her office vacant prior to expiration of his or her term.

Removal of an at-Large Director shall also serve to remove such director from his or her position as an officer. If a director requests to appear before the Board for an informal hearing regarding his or her removal, the Board shall grant that request.

(2) Removal By Chapters. A Chapter shall have the power and authority to remove any of its State Directors, with or without cause, and declare his or

her office vacant prior to expiration of his or her term, only by the affirmative vote of a majority of the Chapter members present at a duly held Board meeting.

(3) No Removal by Reduction in Number. No reduction of the authorized number of directors shall have the effect of removing any director before the director's term of office expires.

(d) Filling of Vacancies.

(1) Any vacancy in a State Director position may be filled by the affirmative vote of a majority of a quorum of that Chapter's members at a duly held Chapter meeting, and ratified by the Board. If a Chapter fails to elect a State Director within sixty (60) days after the Secretary of the Association sends notice to the Chapter of a vacancy, the Board of Directors of the Association may fill the vacancy from among that Chapter's Active Members.

(2) A vacancy in an At-Large Director position may be filled by the affirmative vote of a majority of the directors present at a duly held Board meeting. If the vacant At-Large Director position holds the office of Immediate Past-Chair, the vacancy shall be filled by the next most recent Past-Chair who is willing and able to fulfill the responsibilities of At-Large Director.

**Section 7. Compensation.** Directors, officers, and members of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board to be just and reasonable. The Corporation shall budget money to cover Executive Committee member expenses for hotel/or flights so that their Chapter is not adversely impacted by the costs. Expenses will be based on an approved travel policy. Expenses shall be supported by an invoice or voucher acceptable to the Board. This section 7 shall not be construed to preclude any director from serving the Corporation in any other capacity, such as an agent, employee, or otherwise and receiving compensation for those services.

**Section 8. Limitations on Powers of Board.**

(a) Conflicts of Interest. No director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts as to the transaction and such director's interest are fully disclosed or known to the Members and such contract or transaction is approved by the Members in good faith, with any membership owned by any interested director not being entitled to vote thereon; or (ii) the material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all Board Members before consideration by the Board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the Board by a

vote sufficient for that purpose without counting the vote of the interested director.

(b) Loans to Directors or Officers. This Corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer of the Corporation or of its parent, affiliate, or subsidiary.

(c) Assets Held in Charitable Trust. With respect to assets held by the Corporation in charitable trust, the directors shall be governed by the standards of conduct set forth in the Nonprofit Public Benefit Corporation Law for directors of a nonprofit public benefit corporation.

**Section 9. Rules and Regulations.** The Board may adopt and maintain a body of Rules and Regulations which shall aid in the governance of the Corporation and the implementation of the Bylaws. The Rules and Regulations may be created, amended or abolished by a majority vote of the Board of Directors at any regular meeting or any special meeting called for this purpose. These Rules and Regulations shall define and direct the activities of committees, President, employees and other components of the organization and provide guidance for other important administrative matters. Copies of the Rules and Regulations for each calendar year shall be maintained in the Corporation's archives and shall be made available for inspection by any Member of this organization in good standing.

## **ARTICLE VI BOARD MEETINGS**

**Section 1. Place of Meetings; Meetings by Telephone.** Regular and special meetings of the Board may be held at any place that has been designated from time to time by resolution of the Board and stated in the notice of the meeting. There shall be no less than four (4) regular meetings each year, one (1) in each quarter. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or electronic transmission, in which case the following shall apply:

(a) Participation in a meeting through use of conference telephone constitutes presence in person at the meeting as long as all directors participating in the meeting are able to hear one another.

(b) Participation in a meeting through use of video screen communication or other communications equipment, other than conference telephone, constitutes presence in person at the meeting if all of the following apply:

(1) Each director participating in the meeting can communicate concurrently with all other directors;

(2) Each director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and

(3) The Board has adopted and implemented a means of verifying both of the following:

(A) A person participating in the meeting is a director or other person entitled to participate in the Board meeting.

(B) All actions or votes by the Board are taken or cast only by the directors and not by persons who are not Directors.

**Section 2. Annual and Regular Meetings of Directors.** The newly elected Board of Directors shall hold a regular meeting for the purpose of organization and the transaction of other business during the first quarter of the year. Other regular meetings of the Board shall be held quarterly.

**Section 3. Special Meetings of the Board.** Special meetings of the Board of Directors for any purpose may be called at any time by the Chair, one other officer, or any three directors.

**Section 4. Notice of Meetings.**

(a) Manner of Giving. Notices of the time and place of regular and special meetings of the Board shall be given to each director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone communication, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate such notice promptly to the director; or (iv) facsimile when directed to the facsimile number for that recipient on record with the Corporation; (v) electronic mail when directed to the electronic mail address for that recipient on record with the Corporation; (vi) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof; or (vii) other electronic means. Notice given by facsimile, electronic mail, electronic message board, or other electronic means may be given only to recipients who have provided an unrevoked consent to the use of those means of transmission notices, and may only be used if such means create a record that can be retained, retrieved, and reviewed, and later be transferred into a tangible and legible form. Notice of a meeting need not be given to any director who signed a written waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, as more particularly provided in section 7 of this article VI.

(b) Time Requirements. Notices sent by first-class mail shall be deposited into a United States mailbox at least 30 days before the time set for a regular meeting, or 10 days before the time set for a special meeting. Notices given by personal delivery, telephone, or electronic means shall be delivered, telephoned, or sent at least 25 days before the time set for the regular meeting, or 7 days before the time set for a special meeting.

(c) Notice Contents. Notices shall state the date, time, place, and, if it is a special meeting, a description of the general purpose of the meeting.

**Section 5. Attendance by Members.** All meetings of the Board shall be open to Members of the Corporation; provided, however, that non-director Members may only participate in deliberations or discussions of the Board when expressly authorized by a vote of a majority of a quorum of the Board; and provided further that the Board shall be entitled to adjourn at any time for purposes of reconvening in executive session to discuss litigation in which the Corporation is or may become a party, personnel matters or business of a similar nature. Prior to adjourning into an executive session, the topic(s) to be discussed in such session shall be announced, in general terms, to the Members in attendance at the meeting.

**Section 6. Quorum Requirements.** A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in section 8 of this article VI. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting. Voting by proxy is not authorized.

**Section 7. Waiver of Notice.** The transaction of any meeting of the Board of Directors, however called and noticed, shall be as valid if (a) a quorum is present, and (b) each of the directors not present, individually or collectively, signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers of notice, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting. The requirement of notice of a meeting shall also be deemed to have been waived by any director who attends the meeting without protesting before or at its commencement about the lack of notice.

**Section 8. Adjournment.** A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place or may adjourn for purposes of reconvening in executive session to discuss and vote upon personnel matters, litigation in which the Corporation is or may become involved and orders of business of a similar nature. The nature of any matter to be considered in executive session must first be announced in open session. If the meeting is adjourned for more than 24 hours, notice of adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the directors who are not present at the time of the adjournment. Except as hereinabove provided, notice of adjournment need not be given.

**Section 9. Action without a Meeting.**

(a) Any action required or permitted to be taken by the Board of

Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this section, “all members of the Board” shall not include any “interested director” as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law, insofar as it is made applicable to this Corporation pursuant to Section 7238 of the California Nonprofit Mutual Benefit Corporation Law.

(b) “Consent in writing” includes consent given through electronic transmissions from and to the Corporation by a means that creates a record that can be retained, retrieved, and reviewed, and that may later be transferred into a tangible and legible form. A written consent solicited by the Corporation may be delivered to a director by (i) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that director on record with the Corporation, (ii) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, or (iii) other means of electronic communication; providing that such director has provided an unrevoked consent to the use of those means of transmission for communication by written consent.

(c) A written consent returned by a director to the Corporation may be delivered by (i) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the Corporation has provided from time to time to Directors for sending communications to the Corporation, (ii) posting on an electronic message board or network which the Corporation has designated for those communications, and which transmission shall be deemed validly delivered upon the posting, or (iii) other means of electronic communication; providing that the Corporation has adopted reasonable measures to verify that the sender is the Director purporting to send the transmission.

## **ARTICLE VII COMMITTEES**

**Section 1. Committees of Directors.** The Board may, by resolution adopted by a majority of the directors then in office, designate or cause the Chair to designate one or more committees of directors, each consisting of two or more directors, to serve at the pleasure of the Board. Committees shall have all the authority of the Board with respect to matters within their area of assigned responsibility, except that no committee, regardless of Board resolution, may:

(a) Take any final action on any matter which, under the Nonprofit Corporation Law of California, also requires approval of the Members.

(b) Fill vacancies on the Board of Directors or on any committee which has been delegated any authority of the Board.

- (c) Amend or repeal Bylaws or adopt new Bylaws.
- (d) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable.
- (e) Appoint any other committees of the Board of Directors or the members of those committees.
- (f) Expend Corporation funds to support a nominee for director after there are more people nominated for director than can be elected.
- (g) Approve any transaction (i) to which the Corporation is a party and one or more directors have a material financial interest; or (ii) between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

**Section 2. Executive Committee.** The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer, and the Immediate Past Chair. The Executive Committee shall have all the authority of the Board, except as limited by law and in section 1 of this article VII. It is intended that the Executive Committee shall only act as and when necessary between Board of Directors meetings and to report its actions and recommendations to the Board of Directors no later than the next meeting for ratification.

**Section 3. Standing Committees.**

(a) Appointment and Duties. The Board may establish other particular committees, standing or ad hoc. Any committee with non-director members is not a “committee of directors” and should be clearly labeled an “advisory committee.” or “standing committee.” There may be the following standing committees; the committee chair shall be appointed by the Chair of the Association. Except as otherwise provided herein, the chairs and members of committees may be selected from the Board of Directors or the membership of the Association. The function of the committees is to investigate, discuss, submit facts and make recommendations to the Board of Directors, relating to subjects requiring action.

(1) Finance Committee. Shall make recommendations to the Board of Directors with regard to budget, dues rates and other fiscal matters. The Chair shall be a member of the Board of Directors.

(2) Governmental Relations Committee. Shall keep in close touch with changes in the laws and regulations affecting the Association.

(3) Membership Committee. Shall make every effort to secure qualified Agricultural Pest Control Advisers and persons interested in promoting the purposes of the Association members.

(4) SWS Committee. Shall conduct educational training to

assist educators teach students about California agriculture and the role the licensed pest control adviser has in the stewardship of our environmental resources. Additionally, SWS will sponsor scholarships to deserving students pursuing careers in the pest management industry.

(5) Nominating Committee. Shall consist of three (3) members of the Board of Directors, including the immediate Past-Chair, who shall serve as committee chair. It shall prepare a listing of nominees for elective offices and submit names to the Board of Directors for their action not less than thirty (30) days prior to the annual meeting.

(6) Conference Committee. Shall prepare a complete program for each annual meeting of the Association. It shall make recommendations to the Board of Directors regarding time, place and agenda at least sixty (60) days before the proposed meeting.

(7) Public Relations Committee. Shall be responsible for the development of information regarding the Associations activities and objectives.

**Section 4. Committee Procedures.** A committee must act as a whole. A majority of the committee shall constitute a quorum. Committee action requires a favorable vote of not less than a majority of the committee. Notices of committee meetings shall be sent to all committee members at least ten (10) days in advance of such meeting. A committee meeting may be called by the Chair of the Committee, any three (3) members of the committee or the Chair of the Association. Meetings may be noticed and conducted via electronic means, including notices, conference or video calls, and, if agreed upon, by e-mail ballots. Meetings and actions of the Executive Committee and other committees of directors shall be additionally governed by, and held and taken in accordance with, the provisions of article VII of these Bylaws, concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

**Section 5. Attendance at Committee Meetings.** If a standing committee member fails to attend three (3) consecutive meetings without a leave of absence, the committee member position may be declared vacant. The name of the standing committee member will automatically be removed from the committee roster.

## **ARTICLE VIII OFFICERS**

**Section 1. Officers.** The officers of the Corporation shall be a Chair, a Vice-Chair, a President/Chief Executive Officer, a Secretary, a Chief Financial Officer, who shall be known as the Treasurer, and the Immediate Past Chair. The Corporation may also have, at the discretion of the Board, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of section 3 following. One person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as Chair.

**Section 2. Election of Officers.** The officers of the Corporation, except the President/Chief Executive Officer and such subordinate officers as may be appointed in accordance with the provisions of section 3 following, shall be elected bi-annually by majority vote of the Board at least sixty (60) days prior to the annual meeting of the Members. Each officer shall hold his or her office for a term of two years, unless he or she earlier resigns, is removed or otherwise disqualified to serve, and his or her successor is elected and qualified. Officers may be re-elected to succeed themselves, but not more than once. Any Active Member of the Association serving as a State Director or an At-Large Director is qualified to be an officer of the Association (except that only the retiring Chair or previous Past-Chairs may be the Immediate Past Chair). Voting for officers may be by written ballot or by an electronic ballot. Cumulative voting is not authorized and voting by proxy is not allowed.

**Section 3. Subordinate Officers.** The Board may appoint, and may empower the President to appoint, such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws and as the Board may from time to time determine.

**Section 4. Removal of Officers.** Any officer may be removed, either with or without cause, by the affirmative vote of a majority of the directors present at a duly held Board meeting. Officers serve at the pleasure of the Board.

**Section 5. Resignation of Officers.** Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

**Section 6. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office for the unexpired term.

**Section 7. Chair.** The Chair shall be elected by the Board from among the State and At-Large Directors. He or she shall preside at all meetings of the Board, and of all meetings of the members. The Chair shall be an ex-officio member of all standing committees, appoint Chairs of all committees and develop an agenda for all regular Board of Directors meetings and have such other powers and duties as may be prescribed by the

Board of Directors or by other provisions of these Bylaws.

**Section 8. Vice Chair.** The Vice Chair shall be elected by the Board from among the State and At-Large Directors. In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. He or she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws to include conducting an annual review of the Bylaws and liaison with all Chapters.

**Section 9. President/Chief Executive Officer.** The Board may, from time to time, employ the services of a President/Chief Executive Officer to manage the affairs of the Corporation and, to the extent not inconsistent with the laws of the State of California, and upon such conditions as are otherwise deemed advisable by the Board, the Board may delegate to the President/Chief Executive Officer any of its day-to-day management and maintenance duties and powers under these Bylaws, provided that the President/Chief Executive Officer shall at all times remain subject to the general control of the Board. He or she shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Corporation. The President/Chief Executive Officer shall not be a member of the Board of Directors or the Executive Committee..

**Section 10. Secretary.** The Secretary shall be elected by the Board from among the State and At-Large Directors. The secretary shall keep or cause to be kept at the principal office or such other place as the Board may order, a book of minutes of all meetings of directors and Members, with the time and place of holding same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of Members present at Members' meetings, and the proceedings thereof. The secretary shall keep, or cause to be kept, appropriate current records showing the names and mailing addresses of the Members of the Corporation. He or she shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given, and he or she shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

**Section 11. Chief Financial Officer.** The chief financial officer, who shall be known as the Treasurer, shall be elected by the Board from among the State and At-Large Directors. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books and records shall at all reasonable times be open to inspection by any director or Member. The treasurer shall or cause to deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board. He or she shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the Chair and directors whenever they request it, an account of all of his or her transactions as treasurer and of the financial condition of

the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

**Section 12. Immediate Past Chair.** The Immediate Past Chair will serve as an officer and director. The immediate past Chair shall serve on the Executive Committee and shall chair the Nominations Committee.

## **ARTICLE IX CHAPTERS**

**Section 1. Formation of Chapters.** The Board of Directors shall have full power and authority to authorize the formation of local Chapters of the Association as follows:

(a) Application for the authority to form a Chapter shall be addressed to the Board of Directors of the Association. Such application shall be signed by not less than 25 Active Members or applicants for Active Membership as provided in section 1 of article III.

(b) A Chapter which has been duly formed or established or affiliated with the Association in the manner prescribed by this article IX or article III shall be issued an authorization duly signed and executed by the Board of Directors of the Association.

**Section 2. Operations and Procedures.** The operation and procedures of each Chapter shall be governed by that Chapter's Board of Directors, subject to but not limited to the following:

(a) Chapters shall hold regular meetings each year as determined by the Members or its Bylaws.

(b) Chapters shall encourage regular attendance by all Members.

(c) Chapters shall carry on activities for the advancement of the profession of Agricultural Pest Control Advisers.

(d) Chapters may accumulate and disburse monies and may acquire other assets legally from the Association, provided, however that such monies or assets shall be and remain the property of the Association.

(e) Chapters shall remit promptly to the Association all monies due to the Association as provided herein.

(f) Chapters shall, on or before January 31 of each year, render to the Association's principal office a true and current statement of their receipts and disbursements for the previous fiscal year, and funds on hand at the end thereof.

(g) Chapters shall hold an annual, regular or special meeting of its

Active Members in good standing each year prior to the Annual Meeting of the Members of the Association, to elect the Chapter Board of Directors and its representative(s) on the Association Board. Immediately following the meeting, the newly formed Chapter Board of Directors shall meet to elect Chapter Officers.

(h) Chapters shall maintain at all times a minimum of at least 25 Active Members. A Chapter falling below such minimum may be subject to suspension by the Board of Directors.

### **Section 3. Chapter Organization.**

(a) Each Chapter shall have a President, Vice President, Secretary, and Treasurer elected from among the Chapter Board of Directors or from the Chapter membership. The office of the Secretary and Treasurer may be held by the same person as determined by the Chapter.

(b) Each Chapter may adopt Bylaws designed to further the purposes of the Association. Such Bylaws may contain any provision deemed appropriate for the purposes of the Association but shall not be inconsistent with or in conflict with these Bylaws.

### **Section 4. Chapter Termination.**

(a) Authorization to operate as a Chapter may be withdrawn by the Association's Board of Directors for failure to comply with the law, the Articles of Incorporation of the Association, these Bylaws and the Rules and Procedures of the Association.

(b) A Chapter may voluntarily surrender its authority to operate as a Chapter.

(c) In the event authority to operate as a Chapter shall be withdrawn or voluntarily surrendered, all assets of the discontinued Chapter shall be transferred to the Association which shall pay out said assets all legal obligations of the discontinued Chapter. Any Member or Members of said discontinued Chapter may, within sixty (60) days of such discontinuance, transfer his or her membership to another Chapter or Chapters. Any assets remaining after payment of such obligation shall be transferred pro rata to such Chapter or Chapters according to the number of transfers.

**Section 5. Affiliation of Members.** Active, Associate and Student Members of the Association shall be affiliated with a Chapter of their choice. Members may affiliate with more than one Chapter but shall designate a "Home Chapter".

### **Section 6. Chapter Rights.**

(a) Except as limited in these Bylaws, the Articles, or by law, the right of each Chapter to operate autonomously shall not be abridged.

(b) All powers not granted to the Association in these Bylaws, the Articles, or law shall be retained by the Chapters and their members.

## **ARTICLE X DUES AND FINANCES**

**Section 1. Description of Dues and Assessments to Which Members Are Subject.** All Members of the Corporation shall be obligated to pay the following annual dues as determined by the Board of Directors from time to time and shall be payable on or before January 1 of each year. The Association shall allocate equally to each Chapter a portion of the dues received from each Active, Associate, or Student Member of the Chapter as determined by the Board.

(a) Dues will not be required of Chapters and Chapters may not be assessed.

(b) Membership dues may be added to the general fund to promote the activities and purposes of this Association as set forth in the Articles of Incorporation.

(c) This Association is not to be construed as a collective bargaining unit between employee and employer.

**Section 2. Fiscal Year.** The fiscal year of this Association shall be from January 1 to December 31.

**Section 3. Checks.** All checks or demands for money and notes of the Corporation shall be signed by the-Chair and Treasurer or by such other officer or officers or such other person or persons as the Board may from time to time designate.

**Section 4. Accounts.** There shall be established and maintained a cash deposit account to be known as the "Operating Account" into which shall be deposited the operating portion of all dues and assessments as fixed and determined for all Members. Disbursements from such account shall be for the general operations of the Corporation. The Board shall maintain any other accounts it shall deem necessary to carry out its purposes.

**Section 5. Execution of Instruments.** The Board of Directors, except otherwise provided in these Bylaws, may by resolution authorize any officer, employee, or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or specific. Unless so authorized, no officer, Member, agent or employee shall have any power or authority to bind the Association.

## **ARTICLE XI INDEMNIFICATION, PERSONAL LIABILITY AND INSURANCE**

**Section 1. Indemnification of Corporate Agents.**

(a) To the fullest extent permitted by law and as provided in these Bylaws, the Corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Nonprofit Mutual Benefit Corporation Law, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section 7237, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section 7237. “Expenses,” as used in this Bylaw, shall have the same meaning as in Section 7237(a) of the California Nonprofit Mutual Benefit Corporation Law.

On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Nonprofit Mutual Benefit Corporation Law, the Board shall promptly decide under Section 7237(e) of the California Nonprofit Mutual Benefit Corporation Law whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) of the California Nonprofit Mutual Benefit Corporation Law has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of Members. At that meeting, the Members shall determine under Section 7237(e) of the California Nonprofit Mutual Benefit Corporation Law whether the applicable standard of conduct has been met and, if so, the Members present at the meeting shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this article XI in defending any proceeding covered by that article shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

(b) The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not the Corporation would have the power to indemnify the agent against such liability under Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

**Section 2. Personal Liability of Directors and Officers.** The personal liability of officers and directors of this Corporation for negligent acts or omissions shall be eliminated to the fullest extent permitted by law.

**Section 3. Maintaining General Liability Insurance.** In order to obtain the benefit of Section 5047.5 of the California Nonprofit Corporation Law, the Board shall insure that the Corporation maintains, at a minimum, the following general liability insurance coverage:

(a) Five Hundred Thousand Dollars (\$500,000) if the Corporation's annual budget is less than Fifty Thousand Dollars (\$50,000); or

(b) One Million Dollars (\$1,000,000) if the Corporation's budget equals or exceeds Fifty Thousand Dollars (\$50,000).

## **ARTICLE XII REPORTS AND RECORDS**

**Section 1. Maintenance of Corporate Records.** The Corporation shall keep: (a) adequate and correct books and records of accounts; (b) written minutes of the proceedings of the Board and Board committees; and (c) a record of its Members giving their names and addresses and the class of membership held by each.

**Section 2. Year-End Report.** The Corporation shall cause a year-end report to be prepared within 120 days after the close of the fiscal year, consisting of at least the following information:

(a) A balance sheet as of the end of the fiscal year, an operating (income) statement and a statement of changes in financial position for the fiscal year, accompanied by an independent accountants' report or, if none, by the certificate of an authorized officer of the Corporation that they were prepared without audit from the Corporation's books and records;

(b) A statement of the place where the names and addresses of the current Members are located; and

(c) Any information required to be reported under section 8322 of the Corporations Code requiring the disclosure of certain transactions in excess of \$50,000 per year between the Corporation and any director or officer of the Corporation and indemnifications and advances to officers or directors in excess of \$10,000 per year.

The Corporation shall annually notify each Member of the Member's right to receive a copy of the financial report under this section. On written request by a Member, the Board shall promptly cause the most recent annual report to be sent to the requesting Member. The Corporation may send the annual report and any accompanying material by electronic transmission as described in section 3(d) of article IV of these Bylaws for notices to Members.

### **Section 3. Inspection of Books and Records.**

(a) Inspection by Members. All accounting books and records, minutes of-proceedings of the Members, the Board and committees of the Board, and membership lists of the Corporation shall at all times, during reasonable business hours, be subject to the inspection of any Member or his or her duly appointed representative at the offices of the Corporation for any purpose reasonably related to the Member's interest as such. A Member's rights of inspection hereunder shall be exercisable on 10 days' written demand on the Corporation, which demand shall state the purpose for which the

inspection rights are requested. The Board of Directors may establish reasonable rules with respect to (i) notice of inspection, (ii) hours and days of the week when inspection may be made, and (iii) payment of the cost of reproducing copies of documents requested by the Member. Inspection rights shall be subject to the Corporation's right to offer a reasonable alternative to inspection within 10 days after receiving the Member's written demand (as more particularly set forth in section 8330 and following of the California Nonprofit Mutual Benefit Corporation Law).

(b) Inspection by Directors. Every director shall have an absolute right at any reasonable time to inspect all books, records, documents and minutes of the Corporation and the physical properties owned by the Corporation. The right of inspection by a director includes the right to make extracts and copies of documents.

**Section 4. Biennial Statement of General Information.** As and when required by section 8210 of the California Nonprofit Corporation Law, the Corporation shall file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the, the names and complete business or residence addresses of the chief executive officer, secretary and chief financial officer, the street address of its principal office in this state, together with a designation of the agent of the Corporation for the purpose of service of process.

### **ARTICLE XIII AMENDMENT OF BYLAWS**

**Section 1. Adoption by the Board.** New Bylaws may be adopted, amended or repealed, or these Bylaws may be amended or repealed by the Board of Directors, subject to membership ratification as provided in section 2 immediately following:

**Section 2. Ratification by Members.** Amendments to the Bylaws must be ratified in order to become legally effective as follows:

(a) By a two-thirds vote of the Active Members present and entitled to vote at the annual meeting, providing a quorum is present; or

(b) By a vote of the Active Members present and in good standing at a regular meeting of each Chapter.

### **ARTICLE XIV ASSETS & DISSOLUTION**

**Section 1. Assets.** If any Member of the Association shall for any reason cease to be a Member, any interest of such Member in and to the property, assets and privileges of the Association shall cease and revert to the Association.

**Section 2. Dissolution.** In the event of dissolution of the Association, its physical assets shall be sold and, after payment of all debts, monies possessed by the Association shall be given without let or hindrance to agricultural educational institutions in the State of California as directed by the Directors holding office at the time of

dissolution.

**ARTICLE XV  
GENERAL MATTERS**

**Section 1. Construction and Definitions.** Unless the context requires otherwise or a term is specifically defined herein, the general provisions, rules of construction, and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, and singular number includes the plural and the plural number includes the singular.

**CERTIFICATE OF SECRETARY**

The undersigned, secretary of the Corporation known as CALIFORNIA ASSOCIATION OF PEST CONTROL ADVISERS, does hereby certify that the above and foregoing Bylaws consisting of 26 pages, were duly adopted by the Board of Directors at a meeting on the \_\_\_\_ day of \_\_\_\_\_, 2006, and were ratified by vote of the Members of said Corporation on the \_\_\_\_ day of \_\_\_\_\_, 2006, and that they now constitute said Bylaws.

\_\_\_\_\_

Secretary