



CAPCA
AT THE CENTER OF PLANT HEALTH

California Association of
Pest Control Advisers

Amended and Restated By-Laws

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**AMENDED AND RESTATED 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 the 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. The Corporation has been formed pursuant to the California Corporations Code as a nonprofit mutual benefit corporation.

Section 2. Specific Purpose. The specific purposes of the 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 the 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, the 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 the 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 Corporations Code, which shall be known as “Active Members” or “Members”. Active Members shall consist of those who have complied with the requirements for membership set forth in these Bylaws, have properly presented themselves for membership in accordance with the procedures determined by the Board, have paid all dues and assessments set forth by the Board, and have been enrolled as Members and identified as Members on the membership roster. Only Active Members who are in good standing (as defined in Article IV, Section 7) shall have the right to vote for officers and directors and other matters brought to the attention of the voting members, and the right to serve as officers and directors of the Corporation.

Section 2. Application for Membership. Any individual holding a valid Pest Control Adviser (“PCA”) license from the State of California shall be eligible to become an Active Member. To become an Active Member, the licensed PCA must submit an applicant to the Corporation. Applicants shall be admitted to membership on making application therefore in writing, acceptance by the Association and payment of the first annual membership dues applicable. Each applicant upon acceptance shall be subject to the Corporation’s Articles of Incorporation (the “Articles of Incorporation”), these Bylaws and the Rules and Regulations (as defined in Article V, Section 9) and thereupon become a Member.

Section 3. Term of Membership. An eligible individual shall be enrolled as an Active Member for the current calendar year upon payment of the prescribed annual membership dues during such calendar year. A Member’s term of membership shall be for one calendar year beginning January 1 of each year and ending December 31 of each year. Each Member shall remain a Member until expiration of his or her term (i.e., the end of the applicable calendar year), until he or she no longer qualifies as an eligible individual under Article III, Section 2 or until his or her

membership is terminated as provided in Article III, Section 5. No refund of membership dues will be made in case of membership suspension, disqualification, resignation or termination.

Section 4. Membership Rights. Subject to these Bylaws and the Rules and Regulations, only Active Members in good standing shall have the right to one vote on any item of business submitted to a vote of the membership and for officers and directors of the Corporation, to hold office as officers and directors of the Corporation, 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. Notwithstanding the foregoing, an eligible individual may pay for outstanding membership dues for past calendar years in order to access the Association's database for his/her records of continuing education hours during such past periods; however, despite payment of membership dues for past calendar years after such calendar years have already passed, such individual shall not retroactively be considered an Active Member for such past periods.

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 term of membership (i.e., calendar year), unless the Member renews his or her membership 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 Articles of Incorporation, these Bylaws, the Rules and Regulations, the Standard of Conduct and Code of Ethics of the Corporation, 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; provided, however, that the Member may appeal the termination decision to the Board pursuant to Article III, Section 5, subsection (c) ; or
- (5) For no cause, upon recommendation of the Member's local Chapter and ratification by the Board, and subject to the right of the Member to appeal such termination to the Board, pursuant to Article III, Section 5, subsection (c).

(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 Article III, Section 5, subsection (c)) 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 Articles of Incorporation, these Bylaws, the Rules and Regulations, the Standard of Conduct or the Code of Ethics of the Corporation, 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 considered a Member in good standing during the period of suspension, and shall take no part in any of the activities, funds, property, rights and interests belonging to the Corporation until such time as such Member complies with the requirements for the removal of the suspension and return to good standing.

(c) Procedure for Termination or Suspension of Membership for Cause. If grounds appear to exist for terminating a Member under Article III, Section 5, subsection (a)(4) or suspending a Member under Article III, Section 5, subsection (b), 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 designated by the Board shall decide whether the Member should be suspended or the membership terminated. The decision of the Board or committee concerning suspension or termination of membership shall be final and binding.

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

Section 6. Non-Voting Members.

(a) Classes. A person who does not qualify to be an Active Member under Article III, Section 2 is eligible to become a non-voting associate under this Article III, Section 6, and may be referred to as non-voting "members". 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 Corporations Code. 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 Corporations Code. No reference to such person as a "member" shall be deemed to constitute such person a member of the Corporation as defined in Section 5056 of the California Corporations Code.

(1) *SUSTAINING MEMBER* shall be any person, partnership, corporation or other entity wishing to promote the purposes of the Association. Sustaining Members shall not have the right to vote for officers and directors of the Corporation or any other

matters brought to the attention of the voting members, or to hold office as officers and directors of the Corporation.

(2) *ASSOCIATE MEMBER* shall be any person not licensed as a PCA in the State of California who wishes to promote the purposes of the Association; these shall include former Active Members who have since retired and are no longer licensed as a PCA. Associate Members shall not have the right to vote for officers and directors of the Corporation or any other matters brought to the attention of the voting members, or to hold office as officers and directors of the Corporation.

(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. Student Members shall not have the right to vote for officers and directors of the Corporation or any other matters brought to the attention of the voting members, or to hold office as officers and directors of the Corporation.

(4) *CHAPTER* shall be, subject to the requirements set forth in Article IX, 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.

(b) Admission to Non-Voting Membership Classes. All persons desiring to become a Sustaining Member, an Associate Member or a Student Member shall submit to the Corporation a written application signed by the applicant under penalty of perjury. Applicants shall be admitted to these classes of non-voting membership on making application therefore in writing, acceptance by the Corporation and payment of applicable dues and fees, if any, set forth by the Board. Each applicant upon acceptance shall be subject to the Articles of Incorporation, these Bylaws and the Rules and Regulations and thereupon become a Sustaining Member, an Associate Member or a Student Member, as the case may be.

(c) 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 Active Members during the fourth (4th) quarter of each calendar year on such date as determined by the Board, or on such other date that the Board may determine. The Board shall also determine the time and location of all other meetings of the Active Members and provide notice to the Active 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 annual meeting. The annual Members' meeting shall be open to the non-voting members.

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. Active 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 Active Members in good standing as of the record date (determined in accordance with Article IV, Section 5), in accordance with Article IV, Section 3, 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 or the Chair.

Section 3. Notice of Members' Meetings.

(a) Generally. All notices of meetings of Active Members (whether regular or special) shall be sent or otherwise given in writing to each Active Member in good standing on the record date for notice of the meeting (as provided in Article IV, Section 5), in accordance with Article IV, Section 3, subsection (c), 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 or these Bylaws in any manner requiring approval of the Active 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 of Incorporation or these Bylaws, when the Corporation is in the process of winding up.

(c) Manner of Giving Notice. Notice of any meeting of Active 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 Active Member in good standing 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 (1) notice is sent to that Member by first-class mail or other written communication to the Corporation's principal office, or (2) 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 (1) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that Member on record with the Corporation, (2) 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 (3) 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:

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

(B) 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 in good standing 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 Active Members in good standing (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 Article IV, Section 3.

(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, so long as any action taken (other than adjournment) is approved by Members constituting at least a majority of the required 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 may fix, in advance, a “record date” and only Members of record and in good standing 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. 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 Article IV, 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 Article IV, Section 5. In order to be in good standing, a Member must be current in the payment of all dues and assessments duly imposed pursuant to Article X, Section 1, and not be subject to a suspension under Article III, Section 5.

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 shall be by voice, unless the Chair orders the vote to be conducted by secret ballot, at the discretion of the Chair, or 10 percent of the Active Members in good standing present at the meeting request that the vote be conducted by secret ballot.

(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. The affirmative vote of the majority of the Active Members in good standing and entitled to vote present at a duly held meeting at which a quorum is present shall be the act of the Members, unless the California Corporations Code, the Articles of Incorporation or these Bylaws require a greater number.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. General Corporate Powers. Subject to the provisions of the California Corporations Code and any limitations in the Articles of Incorporation 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. 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 set forth above in Section 1, the Board 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 corporate officers of the Corporation set forth in Article VIII, Section 1, including the President/Chief Executive Officer of the Corporation, if any;

prescribe any powers and duties for such persons that are consistent with law, the Articles of Incorporation and these Bylaws; and fix their compensation, if any.

(c) Appoint and remove such agents, 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 the Rules and Regulations, and take such steps as it deems necessary for the enforcement of the Rules and Regulations, including the imposition of monetary penalties and/or the termination or suspension of membership, provided notice and a hearing are provided as set forth in Article III, Section 5.

(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 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.

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

(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.

(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 of a majority of the Active Members in good standing, the Board shall not pay compensation to members of the Board or corporate officers of the Corporation other than the President/Chief Executive Officer; provided

that officers and directors 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 12 nor more than 36 persons until changed by an amendment to these Bylaws. The Board shall be composed of (1) State Directors elected by each qualified Chapter as set forth in Article V, Section 4, subsection (c) below, and (2) at least five At-Large Directors, as set forth in Article V, Section 4, 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 Board, which election is then ratified by the Board. These directors elected by the Chapters shall be known as the "State Directors". A Chapter is required to elect a State Director for the new Board term prior to the annual meeting of the then current year. If a Chapter fails to elect a State Director for the incoming Board term prior to December 31 of the then current year, the Board may fill the vacancy from among that Chapter's Active Members. A person elected by a qualified Chapter as a State Director, which election has been ratified by the Board, shall be seated as State Director and deemed to be in office only upon such person's attendance of his or her first Board meeting for the incoming term; prior to such person attending a Board meeting, such person is not deemed to be in office as a State Director.

(d) At-Large Directors. Every two years, and at least sixty (60) days prior to the annual meeting, the Board shall elect "At-Large Directors" for the incoming Board term from those then serving as State Directors or At-Large Directors for the concluding Board term. From the incoming At-Large Directors shall be chosen the officers for the incoming Board term, which shall consist of the Chair of the Board, the Vice-Chair, the Secretary and the Treasurer (see Article VIII, Section 1). The outgoing Chair of the Association shall serve as the Immediate Past Chair of the incoming Board term until succeeded by the next retiring Chair; the outgoing Chair, who is also an At-Large Director of the concluding Board term, shall have his/her term as an At-Large Director extended for another two years in order to serve the position of Immediate Past Chair for the incoming Board Term. Subject to the number of authorized directors determined annually by the Board under Article V, Section 4, subsection (a), the Board may elect such number of At-Large Directors for the incoming Board term as the Board deems appropriate for the Corporation. A State Director may only qualify to be elected as an At-Large Director if he/she has served as a State Director for at least one year at the time of the election.

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 an extension is necessary for a director to continue serving as an officer, with such extension only up to the end of the then current term as an officer. In addition, if a director retires and is no longer licensed as a PCA at any time

during such director's 2 year term, such director shall be allowed to finish his/her term until the end of the then current term as a director.

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: (1) the death, resignation or removal of a director pursuant to Article V, Section 6 subsections (c)(1) and (2), (2) an increase of the authorized number of directors, or (3) the failure of a qualified Chapter to elect a State Director for such Chapter.

(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 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 at which a quorum is present, if the director (A) has been declared of unsound mind by a final order of court; (B) has been convicted of a felony; (C) 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 Corporations Code (relating to the standards of conduct of directors); (D) fails to meet the qualifications of a director; (E) fails to attend two consecutive regular meetings of the Board which have been duly noticed in accordance with the California Corporations Code; or (F) fails to comply with the Standard of Conduct and Code of Ethics of the Corporation. The removal of the At-Large Director who is also an officer shall also serve to remove such person from his or her position as an officer.

(ii) For No Cause. The Board, by the affirmative vote of a majority of the directors then in office, shall have the power and authority to remove without cause an At-Large Director prior to expiration of his or her term. The removal of the At-Large Director who is also an officer shall also serve to remove such person 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, by the affirmative vote of a majority of the Active Members of the Chapter present at a duly held Chapter meeting at which a quorum is present, shall have the power and authority to remove its State Director, with or without cause, and declare his or her office vacant prior to expiration of his or her term. This subsection shall not apply to a previously elected State Director of a Chapter who has been subsequently elected as an At-Large Director (and is no longer deemed a State Director).

(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 that Chapter's Active Members present at a duly held Chapter meeting at which a quorum is present, which election is then 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 may fill the vacancy from among that Chapter's Active Members. A person elected to fill a vacancy in the State Director position, which election has been ratified by the Board, shall be seated as State Director and deemed to be in office only upon such person's attendance of his or her first Board meeting; prior to such person attending a Board Meeting, such person is not deemed to be in office as a State Director.

(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 at which a quorum is present. If the vacant At-Large Director position was last held by the Immediate Past-Chair, the vacancy shall be filled by the person who was the next most recent Immediate Past-Chair and who is willing and able to fulfill the responsibilities of At- Large Director and Immediate Past Chair for the remainder of the term.

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 to be just and reasonable by resolution of the Board. The Corporation shall budget money to cover Executive Committee member expenses for hotel/or flights so that their respective Chapters are 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 Article V, 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 the Corporation nor any other corporation, firm, association, or other entity in which one or more of the Corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with the Corporation, unless 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 the Board before consideration by the Board of such contract or transaction at a meeting held for the purpose of considering the matter, and such contract or transaction is authorized in good faith by a majority of the directors present at such duly held Board meeting at which a quorum is present, without counting the vote of the interested director (except that the interested director may be counted for quorum purposes).

(b) Loans to Directors or Officers. The 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 California Corporations Code 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 (the “Rules and Regulations”), which shall aid in the governance of the Corporation and the implementation of these Bylaws. The Rules and Regulations may be created, amended or abolished by a majority vote of the Board at any regular meeting or any special meeting called for this purpose. The Rules and Regulations shall define and direct the activities of committees, the President/Chief Executive Officer, 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 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:

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

(ii) 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 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 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: (1) by personal delivery of written notice; (2) by first-class mail, postage prepaid; (3) 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 (4) facsimile when directed to the facsimile number for that recipient on record with the Corporation; (5) electronic mail when directed to the electronic mail address for that recipient on record with the Corporation; (6) 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 (7) 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 directors then in office (including State Directors and At-Large Directors) shall constitute a quorum for the transaction of business, except to adjourn as provided in Article VI, Section 8. 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, subject to the provisions of the California Corporations Code. 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, 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's 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 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. 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 Corporations Code, insofar as it is made applicable to the Corporation pursuant to Section 7238 of the California Corporations Code.

(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 (1) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address,

respectively, for that director on record with the Corporation, (2) 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 (3) 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 (1) 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, (2) 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 (3) 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 California Corporations Code, also requires approval of the Members.

(b) Fill vacancies on the Board 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 which by its express terms is not so amendable or repealable.

(e) Appoint any other committees of the Board 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 (1) to which the Corporation is a party and one or more directors have a material financial interest; or (2) 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 Article VII, Section 1. It is intended that the Executive Committee shall only act as and when necessary between Board meetings and to report its actions and recommendations to the Board 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.” 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 or the membership of the Association. The function of the committees is to investigate, discuss, submit facts and make recommendations to the Board, relating to subjects requiring action. There may be the following standing committees:

(1) Finance Committee. Shall make recommendations to the Board with regard to budget, dues rates and other fiscal matters. The Treasurer (as defined below) shall be the Chair of the Finance Committee.

(2) Advocacy Committee. Shall keep in close touch with changes in the laws and regulations affecting the Association; the Vice-Chair (as defined below) shall serve at least as a Co-Chair of the Advocacy Committee.

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

(4) Conference Committee. Shall advise the Board on a schedule and CE program for each annual meeting of the Association. The members of the Conference Committee shall act as volunteers on site, supporting the staff and attendees at the Conferences of the Association. It shall make recommendations to the Board regarding time, place and agenda at least sixty (60) days before the proposed meeting.

Section 4. Committee Procedures. A committee must act as a whole. Meetings and actions of the Executive Committee and other committees of directors shall be governed by, and held and taken in accordance with, the provisions of these Bylaws, concerning meetings and other Board actions, with such changes in the context of those Bylaws as are necessary to substitute the Board committee and its members for the Board and its members, except that the time for regular meetings of committee of directors may be determined either by resolution of the Board or by resolution of the Board committee. Special meetings of committees of directors may also be called by resolution of the Board, by the chair of the committee, any three (3) members of the committee, or the Chair of the Association. Minutes shall be kept of each meeting of any Board committee and shall be filed with the corporate records. Meetings of committees of directors may be noticed and conducted via electronic means, including notices, conference or video calls, and, if agreed upon, by e-mail ballots. Advisory committees may determine their own meeting rules and whether

minutes are kept. The Board may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee of directors or advisory committee.

Section 5. Attendance at Committee Meetings. If a standing committee member fails to attend three (3) consecutive meetings without an approved 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 the Chair, the Vice-Chair, the President/Chief Executive Officer, the Secretary, a 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, a Chief Financial Officer and such other officers as may be appointed in accordance with Article VIII, Section 3. 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 Immediate Past Chair, the President/Chief Executive Officer and such subordinate officers as may be appointed in accordance with Article VIII, Section 3, shall be elected bi-annually (i.e. every two years) by the Board either at a duly held Board meeting at which a quorum is present or by an alternative process agreed upon by the Board at least sixty (60) days prior to the annual meeting of the Members. Pursuant to Article V, Section 4, subsection (d), the Chair, the Vice-Chair, the Secretary, the Treasurer shall be elected from the At-Large Directors for the incoming Board term, and the Immediate Past Chair shall be the outgoing Chair of the concluding Board term. 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 outgoing Chair or previous Immediate Past Chairs (see Article V, Section 6) may be the Immediate Past Chair for the incoming term). Upon the election of the At-Large Directors for the incoming Board term, the Board shall then elect the Chair, the Vice-Chair, the Secretary and the Treasurer from the incoming At-Large Directors. If such election of officers is at a duly held Board meeting at which a quorum is present, voting will be by the members of the Board present at such meeting; voting shall be by voice unless the Chair orders the vote to be conducted by secret ballot, at the discretion of the Chair, or there is more than one nominee for each open position and voting shall be by secret ballot. The Board may agree upon an alternative process for the election of the officers that allows for the participation of the members of the Board. Cumulative voting is not authorized and voting by proxy is not allowed. The candidates receiving the highest number of votes for an officer position shall be elected to such position.

Section 3. Subordinate Officers. The Board may appoint, and may empower the President/Chief Executive Officer 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 these Bylaws and as the Board and/or the President/Chief Executive Officer may from time to time determine.

Section 4. Removal of Officers. An officer who is also an At-Large Director may be removed in accordance with Article V, Section 6, subsection (c). All other officers 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 at which a quorum is present; such officers serve at the pleasure of the Board.

Section 5. Resignation of Officers. Subject to Article V, Section 6, subsection (b), 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 these Bylaws for regular appointments to such office for the unexpired term, subject to Article V, Section 6, subsection (d).

Section 7. Chair. The Chair 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, shall appoint the chairs of all committees and shall develop an agenda for all regular Board meetings and have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Vice Chair. 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 these Bylaws, including conducting an annual review of these Bylaws and serving as 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 President/Chief Executive Officer shall be responsible for the day-to-day management and maintenance of the Corporation, 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 or the Executive Committee.

Section 10. Secretary. 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 these 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 these Bylaws.

Section 11. Treasurer. 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 these Bylaws.

Section 12. Immediate Past Chair. The Chair of the concluding term shall serve as the Immediate Past Chair for the incoming Board term. The Immediate Past Chair shall serve on the Executive Committee, serve as host to the Presidents' Summit, and shall chair the Nominations Committee.

ARTICLE IX CHAPTERS

Section 1. Formation of Chapters. The Board 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. Such application shall be signed by not less than 25 Active Members or eligible applicants for Active Members under Article III, Section 1.

(b) Application for new Chapters must meet the initial requirements established in these Bylaws and follow the guidelines outlined in the policies and procedures of the Association. New Chapters need to meet the following criteria for consideration: (1) a minimum of 25 Active Members in good standing with the Association; (2) a Chapter Board of Directors that includes a President, Vice President, Secretary and Treasurer; (3) all members of the Chapter Board of Directors are Active Members in good standing with the Association; and (4) it is identified in all documents, written and digital, that such Chapter is part of the Association.

(c) A Chapter which has been duly formed or established in the manner prescribed by this Article IX shall be issued an authorization duly signed and executed by the Board.

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) Each Chapter shall hold regular meetings each year as determined by the Chapter Members or the Chapter's Bylaws.

(b) Each Chapter shall encourage regular attendance by all Chapter Members.

(c) Each Chapter shall carry on activities for the advancement of the profession of PCAs.

(d) All financial operations for each Chapter will be managed by the Association per the policies and procedures set by the Association. Each Chapter may accumulate and disburse monies and may acquire other assets legally from the Association, consistent with the policies and procedures set by the Association; provided, however that such monies or assets shall be and remain the property of the Association.

(e) Each Chapter shall remit promptly to the Association all monies due to the Association as provided in these Bylaws.

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

(g) Each Chapter shall hold an annual meeting of the Chapter's Active Members in good standing prior to the annual meeting of the Members of the Association, to elect the Chapter's Board of Directors and the Chapter's State Director on the Board. Immediately following the meeting, the newly formed Chapter Board of Directors shall meet to elect Chapter officers.

(h) Each Chapter must have a minimum of 25 Active Members in good standing with the Corporation, and shall maintain at all times the required minimum of Active Members. A Chapter falling below such minimum number may be subject to action by the Board of Directors in accordance with Article IX, Section 4.

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 its own bylaws, which shall be subservient to these Bylaws, the Rules and Regulations, the resolutions, policies and procedures and other applicable rules of the Association. The Board shall establish such policies and procedures for Chapter operation necessary to ensure responsible fiscal operations and Chapter activities in alignment with the mission and strategic plan of the Association.

Section 4. Chapter Termination.

(a) In order to maintain good standing with the Association, a Chapter needs to meet the following criteria: (1) a minimum of 25 Active Members in good standing with the Association; (2) a Chapter Board of Directors that includes a President, Vice President, Secretary and Treasurer; (3) all members of the Chapter Board of Directors are Active Members in good standing with the Association, except that a member of the Chapter Board who retires and/or is no longer licensed as a PCA during his/her term as director shall be allowed to finish his/her elected term until the end of the then current term; and (4) it is identified in all documents, written and digital, that such Chapter is part of the Association. To maintain good standing, each Chapter must maintain viability as a local Chapter, evidenced by demonstrating financial solvency, holding elections for officers on a regular basis, evidence of structured governance procedures and annual compliance with reporting to the Association. Local Chapter compliance will be reviewed on a bi-annual basis (every two years) or as needed by the Board.

(b) Authorization to operate as a Chapter may be revoked by the Board for failure to comply with the law, the Articles of Incorporation, these Bylaws, the Rules and Regulations and the resolutions, policies and procedures and other applicable rules of the Association.

(c) If a local Chapter is unable to meet the minimum requirements of good standing, the Board can take the following options:

(1) If a local Chapter is meeting some but not all of the criteria of good standing as outlined by these Bylaws, a provisional status may apply to the Chapter. The local Chapter has until the next annual meeting of the Members (but in no case less than six months) to identify and apply remedial measures. The Board may revoke a provisional status by a two-thirds vote of the directors present at a duly held Board meeting at which a quorum is present.

(2) If a local Chapter is unable to meet the basic levels of a chapter organization as outlined in these Bylaws, a suspended status may be applied to the Chapter. To remove a suspended status, the local Chapter has until the next annual meeting of the Members (but in no case less than six months) to apply the necessary measures, and present the remedial measures to the Board together with evidence that the local Chapter has now satisfied all the requirements for a new charter application per the guidelines outlined in the policies and procedures of the Association. The Board may revoke a suspended status by a two-thirds vote of the directors present at a duly held Board meeting at which a quorum is present.

(3) If a local Chapter is unable to meet the basic levels of a chapter organization as outlined in these Bylaws, the Board may revoke the Chapter's charter. Before the final action may be taken with respect to the revocation of the charter of a local Chapter, a notice to revoke may first be passed by a majority of the directors present at a duly held Board meeting at which a quorum is present, and the local Chapter in question advised in writing of the reasons behind the proposed action. The local Chapter shall have until the next annual meeting of the Members (but in no case less than six months) to affect the remedial measures. If the Chapter is not able to affect the remedial measures within the time period provided, the Board shall be notified of such failure. Two thirds of votes cast by the directors who are present at a duly held Board

meeting at which a quorum is present shall be necessary to revoke the charter of a local Chapter; if the two thirds vote is not reached, the Chapter shall be suspended instead (Article IX Section 4, subsection (c)(2) shall apply with respect to overturning such suspended status). If the local Chapter's charter has been revoked, and the Chapter wants to remove such revoked status, a new charter application needs to be completed and submitted to the Board for approval per the guidelines outlined in the policies and procedures of the Association.

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

(e) In the event authority to operate as a Chapter shall be revoked or voluntarily surrendered, all assets of the discontinued Chapter shall be transferred to the Association which shall pay out from said assets all legal obligations of the discontinued Chapter. Any Member of said discontinued Chapter may, within sixty (60) days of such discontinuance, transfer his or her membership to another Chapter.

Section 5. Affiliation of Members. Active Members and non-voting members (Sustaining Members, Associate Members and Students Members) shall be affiliated with a Chapter of their choice. Members may affiliate with more than one Chapter but shall designate a "Home Chapter".

ARTICLE X DUES AND FINANCES

Section 1. Description of Dues and Assessments to Which Members Are Subject. All Active Members and non-voting members of the Corporation shall be obligated to pay annual dues (on an individual year basis) as determined by the Board 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 Member, Sustaining Member, Associate Member, or Student Member affiliated with such Chapter as determined by the Board.

(a) Dues will not be required of Chapters and Chapters may not be assessed dues by the Association.

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

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

Section 2. Fiscal Year. The fiscal year of the 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 Active Members and non-voting 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, except as 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 Corporations Code, 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 these Bylaws, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly decide under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) of the California Corporations Code 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 the Active Members. At that meeting at which a quorum is present, the Members shall determine under Section 7237(e) of the California Corporations Code 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 this 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 Corporations Code.

Section 2. Personal Liability of Directors and Officers. The personal liability of officers and directors of the 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 Corporations Code, 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, Board committees and the Members; and (c) a record of its Active Members and non-voting members, including 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 California 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 Article IV, Section 3(d) 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 may establish reasonable rules with respect to (1) notice of inspection, (2) hours and days of the week when inspection may be made, and (3) 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 *et seq.* of the California Corporations Code).

(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 Corporations Code, the Corporation shall file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the names and complete addresses of the President/ Chief Executive Officer, the Secretary and the Treasurer/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, subject to membership ratification as provided in Article XIII, Section 2.

Section 2. Ratification by Members. Amendments to these Bylaws must be ratified in order to become legally effective by a two-thirds vote of the Active Members in good standing and present at the annual meeting of the Members at which a quorum is present, or a special meeting of the Members duly called to approve the amendments to these Bylaws, at which a quorum is present.

**ARTICLE XIV
ASSETS & DISSOLUTION**

Section 1. Assets. If any Member 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 Corporations Code 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.

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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 Amended and Restated Bylaws consisting of 27 pages (excluding this page), were duly adopted by the Board of Directors at a meeting on the ____ day of _____, 2023, and were ratified by vote of the Members of the Corporation on the ____ day of _____, 2023, and that they now constitute said Bylaws of the Corporation.

Secretary