

**INCORPORATION AND BY-LAWS OF THE
INDIANA PEST CONTROL ASSOCIATION, INC.
2002**

ARTICLES OF INCORPORATION

Article 1 - Name

The name of this corporation shall be the Indiana Pest Control Association, Inc.

Article 2 - Purposes

The purposes for which it is formed are as follows:

- (1) To promote standards and ethics of the pest control industry; to promote harmony and unity among the members of said industry; and to encourage sincerity of purpose, thus stimulating general cooperation and increasing the benefits derived therefrom.
- (2) To foster research and diffusion of knowledge and principles of the industry among its membership.
- (3) To foster, promote, maintain and encourage the civic, social, commercial and industrial welfare of the industry and its members.
- (4) To secure freedom from unjust and unlawful actions.
- (5) To cooperate with Federal, State and Local government authorities for the good of the community and the pest control industry.
- (6) To cooperate with the National Pest Management Association International.
- (7) To pursue any other actions which would accrue to the benefit of the Association.

Article 3 - Tenure

The period during which it is to continue as a corporation is unlimited.

Article 4 - Address

The post office address of its principal office is Indiana Pest Management Association; P.O. Box 3926; West Lafayette, Indiana 47996.

Article 7 - Membership

There shall be five classes of membership: Active, Associate, Allied, Honorary, Life.

(1) Active Membership Qualifications.

Any pest control organization legally operating under the Indiana Pesticide Use and Application Law, whether it be a sole proprietorship, partnership, corporation, franchise, or multiple ownership, who is actively engaged in the performance of pest control service to the general public in the State of Indiana, is in sympathy with the purposes of this Association, whose business record is consistent with the code of ethics, and who can meet the following requirements:

- a. The firm shall have been established in the pest control business for a minimum of one year.
- b. At least one person in a responsible position in the firm shall be appointed and have had at least two years' experience in the pest control business, or shall have a degree from a recognized college or university with advanced training in entomology, chemistry, or other related sciences to the practice of pest control.
- c. Active members must also be members of the National Pest Management Association International.

(2) **Associate Membership Qualification.**

- a. Active firms may be entitled to two Associate Memberships for certified employees employed at the same service address as the Active Member providing that additional member holds a position of employment with the sponsoring Active firm, are certified by the State of Indiana and upon submission and approval of a membership application payment of the stipulated fee. The Associate Membership may be appointed by the sponsoring Active firm without vote of the membership and may be an alternate for the Active member when a vote is called for, providing the presiding officer is notified before the vote is taken in writing from the sponsoring Active member. The Associate Members may serve on committees or hold an elected office provided the sponsoring active member is not serving on the same committee and Active Members and their Associate Members may not both serve as elected officers at the same time.
- b. Firms which have not been established in business for a minimum of one year or whose representatives have less than the requirements under Section 1-b may also qualify for Associate Membership. When an Associate Member later meets the qualifications of Active Membership, his/her status is automatically changed to that of an Active Member.
- c. An individual qualifying for Associate Membership shall have the right to attend and to speak at all meetings and functions of the Association and to make motions. The attendance of an Associate Membership at an Association meeting shall not be counted as part of a quorum.
- d. An Associate Member nominated for an elected office must first be approved by a two-thirds favorable vote of the active membership attending the annual meeting of the election of officers. If an Associate Member becomes an elected officer of the Association, the privilege of voting on all matters of Association business shall automatically be granted during tenure of office. During his/her tenure of office of the Association, the sponsoring Active firm membership vote shall be withdrawn when voting on all matters of the Association. While serving as an officer of the Association, his/her presence shall be counted as part of a quorum.
- e. If an individual or firm was a currently Active Member on July 1, 2002 they may elect to become an Associate member rather than accepting joint membership in the National Pest Management Association International. This decision must be made prior to July 1, 2003. Those individuals becoming Associate Members under this paragraph may not hold elected office. After July 1, 2003 all members who are Active Members must remain in the Active Member Classification.

(3) **Allied Membership.**

- a. Any person, firm or corporation not performing pest control service work but which is actively engaged in serving the pest control industry and, is in sympathy with the purpose of the Association.
- b. An applicant qualifying for Allied Membership shall not be entitled to vote on any Association matters - or hold an elected office unless specifically approved by a two-thirds favorable vote of the Board of Directors and majority of membership present at general meeting. If an Allied Member becomes an officer of the Association, the privilege of voting on all matters of Association business shall be automatically granted during tenure of office and his/her presence shall be counted as part of quorum. Allied members may make motions and serve on committees.

(4) **Honorary Membership.**

- a. An Honorary Membership may be conferred upon any individual upon recommendation of the Board of Directors and unanimous vote of the members present and voting at any regular or special meeting. Honorary Membership shall be granted only to individuals who have made outstanding contributions to the Pest Control Industry or the Association.
- b. Honorary Members have no voting power and shall not be expected to pay dues or assessments, make motions or hold elected office.

(5) **Life Membership.**

- a. An individual who has been a continuous member of the Association for a period of 20 years or longer, may, upon retirement from the industry, be eligible for Life Membership in the Association under such conditions as may be determined by the Board of Directors.
- b. Life Members have no voting power, and shall not be expected to pay dues or assessments, make motions, or hold elected office.

(6) **Acceptance of Active, Associate, and Allied Members.**

- a. Any individual eligible for membership under these Articles of Incorporation may submit to any Active Member a written application on forms provided by the Association and accompanied by an initiation fee. The application and initiation fee will then be forwarded to the Membership Committee for review. Upon approval of an application for membership by the Membership Committee and after the applicant's name has been published in a newsletter of the IPCA, and no member of the Association has submitted to the Board of Directors a letter of disapproval within 15 days after publication of said newsletter, the applicant is automatically granted membership.
- b. If the Board of Directors receives a letter of disapproval concerning any applicant, or if any former member is reapplying for membership for any reason other than non-payment of dues or specially levied assessments, the application will be presented at the next general membership meeting for

approval. Such approval will be granted only by a two-thirds favorable vote of those attending.

- c. Should an applicant be approved for membership the initiation fee will be accepted in lieu of the first year's dues.

(7) Privileges.

- a. Accompanied with the acceptance into Active, Allied, or Honorary or Life Membership of the Association is the privilege to use the name of the Association, its seal, or any insignia adopted by the Association.

(8) Termination of Privileges.

- a. Privileges of the Association immediately terminate upon change in firm affiliation, suspension, resignation or expulsion. Continuation or renewal of membership shall be considered in accordance with Article 7, Sections 2, 3, and 7 of the Articles of Incorporation. Any member leaving the Association for any reason forfeits any or all dues or special assessments paid.

(9) Voting.

- a. Only elected Officers and Active Members are eligible to vote. The vote shall be cast either by the approved member or any person who is a member under any other class of membership defined herein, and having a written proxy executed by the approved member. Such proxy representation shall not be counted as part of a quorum. Proxy voting shall be permitted only for the election of officers and on those matters about which an official announcement has been made at least ten days prior to the meeting at which the matters are to be considered.

(10) Resignations.

- a. All resignations of members shall be submitted in writing to the Board of Directors. Resignations received 90 days after dues and/or special assessments are due, shall not relieve the resigning member of liability of payment.

NOTE

Articles 5, 6, and 8 through 12 pertain to the legal matters of incorporation and can be read by any Association member interested by contacting the Secretary.

BY-LAWS

Article 1 – Operation

(1) Code of Ethics.

- a. The Association subscribes to the Code of Ethics of the National Pest Management Association International as presented in that Association's Constitution and By-Laws.

(2) **Seal.**

- a. The Seal of the Association shall be an outlined map of the State of Indiana with a worker termite superimposed in its center and with appropriate lines radiating from it. Further it will be encircled with a line within which will be inscribed the words, "Indiana Pest Control Association, Inc." The Seal in this circular form will be mounted on a metal die suitable for paper impression.

(3) **Fiscal Year.**

- a. The fiscal year shall be from January 1 through December 31 each year.

Article 2 – Dues, Assessments, Disbursements

(1) **Initiation Fee.**

- a. An initiation fee shall be required for new members who join the Association, other than Life or Honorary. Such fee shall be determined by the Board of Directors each year. Upon approval by the general membership at the Summer meeting such fee shall become effective the following July 1.

(2) **Assessments.**

- a. Special assessments, if any, may be levied for emergency purposes by a two-thirds vote of the members present and voting at a regular or special meeting.

(3) **Dues.**

- a. The amount of annual dues shall be determined by the Board of Directors each year. If approved by the general membership at the Summer meeting, such shall become effective the following July 1.
- b. All dues shall become payable between July 1 and August 31 of the year to which they apply. Secretary shall then notify the member of their delinquency. Any member who fails to pay dues by September 10 may be suspended or expelled by the Board of Directors.
- c. Associate and Allied members' dues shall be the same as active membership.
- d. In the case of an Associate member, the initiation fee shall be waived if the sponsoring active member is in good standing.
- e. Members who have been suspended or expelled only because of failure to pay dues, may be reinstated by payment of all unpaid amounts occurring in the year in which such member was declared delinquent and by a majority vote of the Board of Directors. The Board vote on this matter may be made via telephone, mail, email, or other form of communication at the President's discretion. All Directors need not be tallied once a majority decision has been reached.

Article 3 - Officers

(1) Titles.

- a. The Officers of the Association shall be a President, Vice-President, and Secretary-Treasurer.

(2) Duties.

- a. The President shall preside at all regular and special meetings of the Association. He/she shall be an ex-officio member of all standing committees, and shall perform such other duties as normally pertain to his/her office.
- b. The Vice President shall perform the duties of the President in his/her absence, and shall assume responsibility for regular meeting programs.
- c. The Secretary-Treasurer shall give notice of all meetings of the Association, shall conduct the correspondence and keep such records of the Association as are entrusted to him/her. He/she shall keep the minutes of newsletters and similar documents. As Treasurer he/she shall receive and be custodian of the funds of the Association and shall render disbursements upon receipt of duly authorized vouchers. All checks shall be signed by the Secretary-Treasurer or the President (or some duly authorized agent appointed by the Board of Directors). He/she shall keep regular books of account and a complete roll of the membership of the Association. All of his/her records shall be open to the inspection of any member upon due request. He/she shall be bonded in an amount set annually by the Board of Directors. He/she shall report in writing at the Annual Meeting of the Association as to all money on hand, receipts, disbursements, money due outstanding obligations, and resources, and it shall be the annual duty of the Auditing Committee to examine the accounts and report its findings to the membership. At the expiration of his/her term of office the Secretary-Treasurer shall turn over to the Board of Directors all books, records, and property of the Association in his/her possession.

(3) Term of Office.

- a. Officers shall assume office at the close of the annual meeting at which they are elected and shall serve for a term of one year or until their successors are duly elected and installed.

Article 4 - Board of Directors

(1) Members of the Board of Directors.

- a. There shall be a Board of Directors consisting of ten members: the President, Vice President, Secretary-Treasurer, the Immediate Past President and six elected board members.
- b. There shall be a minimum of one (1) Board Member from each of the following geographical regions of Indiana and two (2) Board Members from the Active membership at large, and one (1) Board Member selected from eligible Allied Membership.

REGION AREAS

Region 1 – Northern third of Indiana South to Ambia on the west side and Noble on the east side.

Region 2 – Middle third of Indiana from Southern tip of Region 1 South to Sanford on the west side and Billingsville on the east side.

Region 3 – Southern tip of Region 2 to Indiana State Line South.

(2) **Term of Office.**

- a. Each Director elected will serve for three years as designated, unless elected to some other association office, resigns or otherwise becomes ineligible.

(3) **Duties.**

- a. The Board of Directors shall have full charge of the property funds and general management of the affairs of the Association, subject to such instructions as may be given at any duly meeting of the Association.
- b. The Board of Directors may recommend an annual budget outlining the expenditure of funds for the operation of the Association of the general membership. Approval of such budget will be by majority vote of the general membership. In the absence of an approved budget, revenues may be discharged for routine operating expenses at the discretion of the Board of Directors. Appropriations or expenditures of monies deemed other than routine by any member of the Board, must be presented to and approved by a majority of the Board of Directors.

(4) **Meetings.**

- a. Whenever possible, meetings of the Board of Directors shall be held concurrently with general membership meetings. A special meeting of the Board of Directors may be called by the President; by written request of at least 4 Board of Directors; or by written request of at least 10 active members of the Association. Such requests must contain the specific purpose for which a special meeting is to be convened. A special Board meeting may be called upon 5 days notice, either written, verbal or by telephone. Such notice shall state the purpose for which the meeting is to be held and only such business as is set forth in this notice shall be acted upon. Special Board meetings shall be attended by a quorum of Board Members and 6 of 10 members requesting such. Other members may be called to attend at the discretion of the Board of Directors.
- b. In order to transact the business of the Association, a minimum of five members of the Board of Directors must be present at a meeting.
- c. Board of Directors meeting may be closed to general membership by the wishes of a majority of the Board members only on matters of grievance, misconduct, and proposed memberships. The entire membership, however, shall be advised of the actions of any closed meeting of the Board of Directors.

(5) **Termination.**

- a. The Association reserves the right to terminate the tenure of office of any officer or director who is not functioning in line with the most ethical practices of their office, by a two-thirds vote of the active membership present and voting at a regular or special meeting.

Article 5 - Limitations on Liabilities

- (1) Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, agent or employee of this Association shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of the Association, nor shall any member, officer, agent, or employee be liable for his acts or failures to act under the Articles of Incorporation or By-Laws, excepting only acts or omissions to act arising out of his willful misfeasance.

Article 6 Nominations and Elections

(1) **Procedure.**

- a. Officers shall be nominated and elected at the Annual Winter Meeting of the Association. Election of officers shall be by a majority vote of the membership.
- b. A Nominating Committee, consisting of three Active members, shall be appointed each year by the President. For the Annual Winter Meeting, this committee shall present a slate of at least 3 candidates as follows: One nominee each for President, Vice-President, and Secretary-Treasurer. In addition, the slate shall include one nominee for each office needed to assure a Board of Directors of six.. Such nominations shall be presented to the membership at the time the Annual Winter Meeting is announced - at least ten days in advance of the meeting.
- c. The President shall call for other nominations from the floor at the Annual Meeting.

(2) **Vacancies.**

- a. Vacancies of officers or directors occasioned by death, resignation, or otherwise, shall be filled by the Board of Directors. Officers or directors thus appointed shall serve for the unexpired term of their immediate predecessor.

Article 7 - Meetings

(1) **Annual Meeting.**

- a. There shall be a minimum of two regular meetings each year consisting of an annual winter and summer meeting. Specific places and dates will be designated by the Board of Directors or by the members. In the event of conflict, the feelings of the general member shall take precedence.
- b. A quorum at any regular scheduled meeting shall consist of one-fourth of the active membership to include any Associate or Allied member holding elected office.

(2) **Special Meeting.**

- a. A special meeting of the general membership may be called at any time by the President or by the Secretary upon approval of five (5) members of the Board of Directors, or upon request of ten (10) members of the Association. Any request must state the purpose for which the meeting is intended. Such notice shall state the purpose for which the meeting is to be held.
- b. Except in cases of emergency, as determined by the President and the Board of Directors, notice of a special meeting must be sent to each member at least ten days in advance of the meeting. Only such business as is set forth in this notice shall be acted upon at a special meeting.
- c. A quorum of any special meeting shall consist of one-fourth of the active membership.

Article 8 – Grievances

(1) **Causes.**

- a. Membership may be terminated or suspended for loss of Indiana State Certification, or for violation of the Association’s statement of ethics, or its stated policies pertaining to business practices.

(2) **Procedure.**

- a. Any member may file with the Secretary a written complaint against any other member. If a person against whom the complaint is lodged is on the Board of Directors, the Director or Officer shall be relieved of all duties until the charges have been dismissed by the remaining Board members or the general membership.
- b. The Secretary shall notify both parties involved of the grievance filed, by registered mail sent to the last known address of each member. Such notice shall contain a full statement of the charges and the time, date and place of the next Board meeting at which the charges are to be considered. Notification must be sent 10 days prior to the next Board meeting. Each member involved shall be given the opportunity at the time to present explanations. Only when the Board of Directors decides by a majority vote that sufficient evidence exists for consideration of suspension or expulsion of a member, shall all charges and explanation be brought before the general membership. Innocence or guilt and an appropriate disciplinary action, as set forth by the Board of Directors shall be approved by a two-thirds vote of the members present at any meeting of the Association.

Article 9 – Committees

(1) **Procedure.**

- a. The President shall appoint special committees as may be necessary or advisable in carrying on the work of the Association.
- b. The President is empowered to and should annually appoint the following standing committees:

1. Membership Committee
 2. Auditing Committee
 3. Nominating Committee
- c. All committees shall perform the duties outlined herein, and all such other duties which may be referred to them by the President. A majority of the members of any committee shall constitute a quorum.
- d. The committee on Membership shall receive all applications and shall investigate the eligibility of the firm and/or representative. Should the applicant be found not eligible, the committee shall notify the applicant of its findings, return the initiation fee, and make recommendations as to future applications.
- Should the committee find the applicant eligible for the applied for class of membership, the application and initiation fee shall be forwarded to the Secretary-Treasurer.
- e. The Auditing Committee will audit the Treasurer's records at least annually and report its finding to the membership at the Annual Meeting.
- f. Nominating Committee shall perform in a manner as set forth in Article 6, Section 1, paragraph b.

Article 10 – Order of Business

(1) The **order of business** for **regular** and **special meetings** of the Association shall be as follows:

- a. Call to order and the roll call
- b. Reading and approval of the minutes
- c. Receiving of communications
- d. Reports from officers
- e. Reports from committees
- f. Unfinished business
- g. New business
- h. Adjournment

(2) **Exceptions.**

- a. All other procedures not covered in these By-Laws shall be governed by Roberts Rules of Order.

Article 11 – Amendment of the Articles of Incorporation and By-Laws

(1) The Articles of Incorporation and By-Laws of the Association may be revised, altered or amended at any meeting of the Association, but only by a two-thirds vote of those present and voting at such meeting provided that a copy of the amendment is mailed out by the Secretary-Treasurer to all members at least thirty (30) days prior to the meeting.