

**BY-LAWS OF  
INDIANA PEST MANAGEMENT ASSOCIATION, INC.**

**ARTICLE 1  
Corporation**

**Section 1.01. Name.** The name of the corporation is **Indiana Pest Management Association, Inc.** (hereinafter referred to as the “**Corporation**”).

**Section 1.02. Place of Business.** The principal offices of this Corporation shall be P.O. Box 3926, West Lafayette, Indiana 47996. The Corporation may also have offices at such other places as the Board of Directors may, from time to time, appoint or the purposes of the Corporation may require.

**Section 1.03. Purposes.** The purposes for which the Corporation is organized are:

- (a) such purposes as are fully set forth in the Articles of Incorporation, as the same may, from time to time, exist and be amended;
- (b) to engage in any lawful act or activities for which this nonprofit corporation is organized pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 and the provisions of Title 23 Article 17 of the Indiana Code, and such other purposes as are permitted by law; and
- (c) to qualify as a nonprofit corporation, exempt from federal taxation under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE 2  
Membership Requirements**

**Section 2.01. Members.** Membership in the Corporation shall be open to eligible individuals within or connected to the pest control industry. There shall be five (5) classes of membership: Active, Associate, Allied, Honorary, and Life.

**Section 2.02. Active Membership.** Active membership shall be available to any pest control organization legally operating under the Indiana Pesticide Use and Application Law, I.C. 15-16-4-5-1 et seq., as amended from time to time, whether it be a sole proprietorship, partnership, limited liability company, 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 the Corporation, 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 (2) 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) certified and in good standing with the Indiana State Chemists'

Office; and (d) Active Members must also be members of the National Pest Management Association Inc.

**Section 2.03. Associate Membership.** Each Active Member shall be entitled to two (2) Associate Memberships for certified employees employed at the same service address as the Active Member, provided that Associate Member holds a position of employment with the sponsoring Active Member, is certified by the State of Indiana and, upon submission and approval of a membership application, pays the applicable fee. Each Associate Membership may be appointed by the sponsoring Active Member without vote of the membership and may be an alternate for the Active Member when a vote is called for, provided that the Secretary-Treasurer is notified in writing from the sponsoring Active Member before the vote is taken, as further provided herein. Associate Members may serve on committees or hold an elected office provided the sponsoring Active Member is not serving on the same committee, and provided further that Active Members and their Associate Members may not both serve as elected officers at the same time.

Firms which have not been established in business for a minimum of one (1) year or whose representatives have less than two (2) years' experience may also qualify for Associate Membership. When an Associate Member later meets the qualifications for Active Membership, his/her status will automatically be changed to that of an Active Member.

An individual qualifying for Association Membership shall have the right to attend and to speak at all meetings and functions of the Corporation and to make motions. The attendance of an Associate Member at a Corporation meeting shall not be counted as part of a quorum, unless such Associate Member is serving as an alternate for an Active Member or as an elected officer as provided herein.

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 for the election of officers. If an Associate Member becomes an elected officer, the privilege of voting on all matters of the Corporation business shall automatically be granted during said Associate Member's tenure of office. During his/her tenure of office of the Corporation, the sponsoring Active Member vote shall be withdrawn when voting on all matters of the Corporation. While serving as an officer of the Corporation, his/her presence shall be counted as part of a quorum.

**Section 2.04. Allied Membership.** Allied Membership shall be available to 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 Corporation.

An applicant qualifying for Allied Membership shall not be entitled to vote on any Corporation matters. He/she also may not 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 Corporation, the privilege of voting on all matters of Corporation business shall be automatically granted during said Allied Member's tenure of office and his/her presence shall be counted as part of a quorum. Allied Members may make motions and serve on committees.

**Section 2.05. Honorary Membership.** An Honorary Membership may be conferred upon any individual upon recommendation of the Board of Directors and unanimous vote of the Voting Members present at any regular or special meeting of the members called for such purpose. Honorary Membership shall be granted only to individuals who have made outstanding contributions to the pest control industry or the Corporation. Honorary Members have no voting power and shall not make motions, hold elected office, or be expected to pay dues or assessments.

**Section 2.06. Life Membership.** An individual who has been a continuous member of the Corporation for a period of twenty (20) years or longer may, upon retirement from the industry, be eligible for Life Membership in the Corporation under such conditions as may be determined by the Board of Directors. Life Members have no voting power and shall not make motions, hold elected office, or be expected to pay dues or assessments.

**Section 2.07. Acceptance of Active, Associate, and Allied Members.** Any firm or individual eligible for membership under these By-Laws may submit to any Active Member a written application for membership on the forms provided by the Corporation and accompanied by an Initiation Fee (as hereinafter defined). 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, the applicant shall then be granted membership without further action from the members. Should an applicant be approved for membership, the Initiation Fee will be accepted in lieu of the first year's dues.

**Section 2.08. Composition of Voting Membership.** The voting membership of the Corporation shall consist only of Active Members, and, to the extent provided for by this Article 2, Associate Members and Allied Members serving as elected officers (collectively "**Voting Members**").

**Section 2.09. Rights of Voting Members.** The Voting Members of this Corporation shall have all rights and authorities granted to members of Indiana nonprofit corporations, as provided by law, and as may hereinafter exist under Indiana law.

**Section 2.10. Voting Rights.** All voting rights given to voting members of Indiana nonprofit corporations shall be vested in the Voting Members without limitation.

**Section 2.11. Privileges.** Accompanied with the acceptance into Active, Allied, Honorary, or Life Membership of the Corporation is the privilege to use the name of the Corporation, its seal, or any insignia adopted by the Corporation. Non-voting members shall be entitled to attend membership functions and annual meetings.

**Section 2.12. Termination of Privileges.** Privileges of the Corporation immediately terminate upon change in a Member's affiliation, suspension, resignation, or expulsion. Continuation or renewal of membership shall be considered in accordance with this Article 2. Any member leaving the Corporation for any reason forfeits any and all dues or special assessments paid.

**Section 2.13. Resignations.** All resignations of members shall be submitted in writing to the Board of Directors. Resignations received ninety (90) days after dues and/or special

assessments are due shall not relieve the resigning member of liability for payment of such dues or special assessments.

**Section 2.14. Removal of Members, Grievances.** Membership may be terminated for failure to pay dues, loss of Indiana State Certification, or for violation of the Corporation's statement of ethics or its stated policies pertaining to business practices. 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. The Secretary shall notify both parties involved of the grievance 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 charges are to be considered. Notification must be sent ten (10) days prior to the next Board meeting. Each member involved shall be given the opportunity at the time to present explanations. The findings and conclusions of the Board and any appropriate disciplinary action, if applicable, as set forth by the Board of Directors, shall be presented to the members present at the next meeting of the Corporation.

### ARTICLE 3 **Membership Meeting**

**Section 3.01. Annual Meeting.** There shall be a minimum of two regular meetings each year, consisting of an annual winter and summer meeting.

**Section 3.02. Notice of Annual Meeting.** A written or printed notice, stating the place, day and hour of the annual meeting shall be delivered to each member of the, either personally, electronically (via email) or by mail, at least ten (10) days before the date of the meeting. Notice of any such annual meeting may be waived in writing by any member. Attendance at any meeting, in person or by proxy, shall constitute a waiver of notice of such meeting.

**Section 3.03. Special Meetings.** 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 Corporation. Any request must state the purpose for which the meeting is to be held.

**Section 3.04. Notice of Special Meetings.** A written or printed notice, stating the place, day, hour, and purpose of a special meeting shall be delivered to each member of the, either personally, electronically (via email) or by mail, at least ten (10) days before the date of the meeting. Notice of any such special meeting may be waived in writing by any member. Attendance at any meeting, in person or by proxy, shall constitute a waiver of notice of such meeting.

**Section 3.05. Quorum.** At any regular scheduled meeting of the members of the Corporation, all Voting Members present shall constitute a quorum, except as otherwise may be provided by law, and the Voting Members present at the meeting at which there is a quorum shall be the act of the full membership, except as may be otherwise specifically provided by statute or these By-Laws.

**Section 3.06. Voting.** At every meeting of members, each Voting Member shall be entitled to one vote. Upon any matter requiring a vote of the membership and upon demand of any Voting Member, the vote upon any question shall be by ballot. All voting shall be had and all questions decided by a majority vote of the Voting Members, provided there is a quorum.

**Section 3.07. Proxy.** Voting Members may vote in person or by proxy. The person appointed as proxy need not be a Voting Member of the Corporation. Designation by a Voting Member of a proxy to vote on the Voting Member's behalf shall be made in writing and delivered to the Secretary-Treasurer and shall be revocable at any time by actual notice to the Secretary-Treasurer by the Voting Member making such designation. Notice to the Corporation in writing or in open meeting of the revocation of the designation of a proxy shall not affect any vote previously taken or authorized.

**Section 3.08. Presence.** Any or all members may participate in any annual or special members' meeting by, or through the use of, any means of communication by which all members participating may simultaneously hear each other during the meeting. A member so participating is deemed to be present at the meeting.

**Section 3.09. Action by Written Consent.** Any action required or permitted to be taken at any meeting of the members of the Corporation, except the removal of a Director, may be taken without a meeting if prior to such action a written consent to such action is signed by all the members entitled to vote and such written consent is filed with the minutes of proceedings of the Corporation.

#### ARTICLE 4

#### **Dues, Assessments, Disbursements**

**Section 4.01. Initiation Fee.** An initiation fee shall be required for new members who join the Corporation, other than Life or Honorary members ("**Initiation Fee**"). Such Initiation Fee shall be determined by the Board of Directors, in its discretion, each year. Upon approval by the Voting Members at the annual summer meeting, such fee shall become effective the following July 1. In the case of an Associate Member, the Initiation Fee shall be waived if the sponsoring Active Member is in good standing.

**Section 4.02. Assessments.** Special assessments, if any, may be levied for emergency purposes by a two-thirds vote of the Voting Members present and voting at a regular or special meeting.

**Section 4.03. Dues.** The amount of annual dues shall be determined by the Board of Directors, in its discretion, each year. If approved by the Voting Members at the annual summer meeting, such dues shall become effective the following July 1.

Associate and Allied Members' dues shall be the same as the dues for Active Membership. All dues shall become payable between June 1 and July 31 of the year to which they apply. Any dues paid after July 31 shall include a late fee in an amount to be determined by the Board of Directors, in its discretion, each year. After July 31, the Secretary-Treasurer shall notify any non-current member of his or her delinquency. Any member who fails to pay dues by September 10 may be suspended or expelled by the Board of Directors. 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.

## **ARTICLE 5**

### **Board of Directors**

**Section 5.01. Composition of Board of Directors.** The Board of Directors shall be composed of ten (10) members: the President, Vice President, Secretary-Treasurer, the Immediate Past President and six (6) elected Board members. There shall be one (1) Board Member from each of the following geographical regions of Indiana: Region 1 – northern third of Indiana, south to Ambia on the west side and Noble of 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. There shall be two (2) Board members from the Active Membership at large, and one (1) Board Member selected from eligible Allied Membership.

**Section 5.02. Election and Term of Directors.** Directors shall be duly elected, qualified and admitted to the Board at the annual winter meeting of the membership. Directors shall serve for a period of three (3) years.

**Section 5.03. Resignation.** Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Any such resignation shall be effective when received, unless the notice specifies a later date.

**Section 5.04. Vacancies.** Vacancies of Directors occasioned by death, resignation or otherwise, shall be filled by the affirmative vote of a majority of the remaining Directors. Directors thus appointed shall serve for the unexpired term of their immediate predecessor and until his or her successor is duly elected.

**Section 5.05. Powers and Authority.** The business of the Corporation shall be managed by the Board of Directors as the governing body of the Corporation. The Board of Directors shall have the power and authority to direct, control, and manage the business, affairs and property of the Corporation and to perform all acts and functions not inconsistent with the Articles of Incorporation, these By-Laws and the laws of the State of Indiana. In addition to the foregoing powers and authority, the Board of Directors shall have full charge of the property funds and general management of the affairs of the Corporation, subject to such instructions as may be given at any duly held meeting of the Corporation. The Board of Directors may recommend an annual budget outlining the expenditure of funds for the operation of the Corporation of the general membership. Approval of such budget will be by majority vote of the Voting Members. 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 other member of the Board must be presented to and approved by a majority of the Board of Directors.

**Section 5.06. Annual Meeting.** Unless otherwise agreed upon, the Board of Directors shall conduct meetings concurrently with general membership meetings, at the place where such meeting of the members was held and for the purpose of organization, election of officers of the Corporation, and consideration of budget and any other business which may be brought before the meeting. No notice shall be necessary for the holding of this meeting of the Board of Directors.

**Section 5.07. Regular and Special Meetings.** A special meeting of the Board of Directors may be called by the President, by written request of at least four (4) Directors, or by written request of at least ten (10) Active Members of the Corporation. Such requests must contain the specific purpose for which a special meeting is to be convened. A special Board meeting may be called upon five (5) days' notice delivered to each Director either personally, electronically (via email), or by mail. 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 six (6) of ten (10) of the members requesting such. Other Corporation members may be called to attend at the discretion of the Board of Directors.

**Section 5.08. Quorum.** A majority of the Directors shall be necessary to constitute a quorum for the transaction of any business, except for filling of vacancies, which shall require a majority of the existing Directors for a quorum; and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors of the Corporation.

**Section 5.09. Proxy.** Directors may vote in person or by proxy. The person appointed as proxy need not be a member of the Board of Directors of the Corporation. Designation by a Director of a proxy to vote on the Director's behalf shall be made in writing and delivered to the Secretary and shall be revocable at any time by actual notice to the Secretary by the Director making such designation. Notice to the Corporation in writing or in open meeting of the revocation of the designation of a proxy shall not affect any vote previously taken or authorized.

**Section 5.10. Presence.** Board members may participate in any annual or special Board meeting by, or through the use of, any means of communication by which all members participating may simultaneously hear each other during the meeting. A member so participating is deemed to be present at the meeting.

**Section 5.11. Action by Written Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors of the Corporation, except the removal of a Director, may be taken without a meeting if prior to such action a written consent to such action is signed by all the Directors entitled to vote and such written consent is filed with the minutes of proceedings of the Corporation.

**Section 5.12. Presiding Officer.** At all meetings of the Board of Directors, the President, or in his or her absence, the Vice President, or in their absence, a chairman chosen by the Directors present shall preside.

**Section 5.13. Order of Business.** The order of business for all meetings of the Board of Directors, unless waived by a majority of Directors present, shall be as follows:

- (a) Call to order;
- (b) Roll call;
- (c) Reading and approval of the minutes of the preceding meeting;
- (d) Receiving of communications;
- (e) Officer reports;
- (f) Committee reports;
- (g) Unfinished business;
- (h) New business;
- (i) Announcements; and
- (j) Adjournment.

**Section 5.14. Rules of Order.** Unless otherwise provided by these By-Laws or by resolution of the Board of Directors, all meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order.

## **ARTICLE 6**

### **Officers**

**Section 6.01. Officers.** The officers of the Corporation shall consist of a President, Vice President, and Secretary-Treasurer. The Board may appoint such other officers as it may from time to time, determine. Any two (2) or more offices may be held by the same person, except the offices of President and Vice President, and the offices of President and Secretary.

**Section 6.02. Nomination, Election, and Term of Office.** The officers above specified shall be nominated and elected annually by the membership at its summer meeting and shall assume office at the close of such meeting. A Nominating Committee shall present a slate of at least three (3) candidates as follows: one nominee each for President, Vice President, and Secretary-Treasurer. The slate shall also include one nominee for each office needed to assure a Board of Directors of six (6). Such nominations shall be presented to the membership at least ten (10) days in advance of the meeting. The President shall call for other nominations from the floor at the Annual Meeting. Election of officers shall be by a majority vote of the membership. Each officer shall hold office for two (2) years, or until his or her successor shall have been duly



elected and qualified. Election of any officer shall not, in and of itself, create contract rights. Except for the office of Secretary-Treasurer, no officer may hold a particular office for more than two (2) terms.

**Section 6.03. Vacancies.** Whenever any vacancy shall occur in any of the offices of the Corporation by reason of death, resignation, or otherwise, the same shall be filled by the Board of Directors, and any officer so elected shall hold office until the next annual meeting of the Board of Directors, or until his or her successor has been duly chosen and qualified.

**Section 6.04. Delegation of Authority.** In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any director, for the time being, provided a majority of the entire Board of Directors concurs therein.

**Section 6.05. Compensation of Officers.** Officers shall receive no compensation for acting in such capacity.

## ARTICLE 7 **Duties and Qualifications of Officers**

**Section 7.01. President.** The President shall preside at all regular and special meetings of the Corporation. The President shall present a report at each annual meeting of the Board of Directors relating to the operations during the preceding fiscal year. The Board of Directors shall delegate to the President the necessary authority and responsibility for the administration of the day-to-day operation of the Corporation, subject only to such directions as may be adopted by the Board of Directors. The President shall advise and make recommendations to the Board of Directors relating to the operations, long-range planning, and management of the Corporation. The President shall, from time to time, report to the Board on the overall activities of the Corporation. The President shall be a member of the Board of Directors of the Corporation. The President may sign all papers, orders, documents, and shall perform such other duties as may be incumbent upon his or her office, or as may be prescribed, from time to time, either by these By-Laws or by action of the Board of Directors.

**Section 7.02. Vice President.** The Vice President shall assume the duties and obligations of the President in his or her absence or disability. The Vice President shall be a member of the Board of Directors.

**Section 7.03. Secretary- Treasurer.** The Secretary-Treasurer shall give notice of all meetings of the Corporation, shall conduct the correspondence, and keep such records of the Corporation as are entrusted to him/her. He/she shall keep the minutes of meetings, newsletters, and similar documents. As treasurer, he/she shall receive and be custodian of the funds of the Corporation and shall render disbursements upon receipt of duly authorized vouchers. All checks shall be signed by the Secretary-Treasurer or the President. The Secretary-Treasurer shall keep regular books of account and a complete roll of the membership of the Corporation. All of the 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. The Secretary-Treasurer shall report in writing at the Annual Meeting of the Corporation 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 Corporation in his/her possession.

## **ARTICLE 8** **Committees**

**Section 8.01. Appointment.** The President shall appoint special committees as may be necessary or advisable in carrying on the work of the Corporation. The President is empowered to and should annually appoint the following standing committees: Membership Committee, Auditing Committee, and Nominating Committee.

**Section 8.02. Duties.** All committees shall perform the duties outlined herein, and all such other duties which may be referred to them by the President.

**Section 8.03. Membership Committee.** The Membership Committee 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 class of membership, the application and initiation fee shall be forwarded to the Secretary-Treasurer.

**Section 8.04. Auditing Committee.** The Auditing Committee will audit the Secretary-Treasurer's records at least annually and report its findings to the membership at the Annual Meeting.

**Section 8.05. Nominating Committee.** The Nominating Committee shall perform the functions as set forth in Section 5.02.

**Section 8.06. Quorum.** A majority of the members of any committee shall constitute a quorum.

## **ARTICLE 9** **Books and Records**

**Section 9.01. In General.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors. All books and records of the Corporation may be inspected by any director, a member, or his or her agent or attorney, for any proper purpose at a time and place mutually agreeable to such Director/member and the Corporation.

## **ARTICLE 10**

## **Contracts, Checks, Deposits, and Gifts**

**Section 10.01. Contracts.** The Board of Directors may authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by these Code of By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

**Section 10.02. Checks, Drafts or Orders.** All checks, drafts, notes, bonds, bills of exchange, land orders for the payment of money, shall, unless otherwise directed by the Board of Directors or unless otherwise required by law, be signed by one of the following officers: president, vice president, or secretary-treasurer. The Board of Directors may, however, authorize any other officer to sign checks, drafts, and orders for the payment of money singly and without necessity of countersignature, and may designate employees of the Corporation, other than those named above, who may execute drafts, checks and orders for the payment of money in the name of the Corporation in its behalf.

**Section 10.03. Deposits.** All funds of the Corporation shall be deposited at least bi-weekly to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 10.04. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

## **ARTICLE 11** **Conflicts of Interest**

**Section 11.01. Conflicts of Interest.** Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors shall be fully disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action. Any member of the Board of Directors having duality of interest or possible conflict of interest on any matter shall not vote or use personal influence on the matter, and he or she shall not be counted in determining the quorum for the meeting, even where permitted by law. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation. The foregoing requirement shall not be construed as preventing the Board member from briefly stating his position in the matter, nor from answering pertinent questions of other Board members, since his or her knowledge may be of great assistance. Any new member of the Board will be advised of this policy upon entering on the duties of his or her office. Each member of the Board of Directors may be required to provide information to the other Board members as to his outside interest, investments, outside activities and any other matters that might be considered as a possible conflict of interest.

## **ARTICLE 12** **Liability and Indemnification**

**Section 12.01. Liability of Directors and Officers.** The Corporation shall indemnify any person made a party to any action, suit or proceeding by reason of the fact that he or she, his

or her testator or intestate, is or was a director or officer of the Corporation, or of any Corporation which he served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees actually and reasonably incurred by him in connection with the defense of such action, suit or proceedings, or in connection with any appeal therein, except in relation to a matter as to which it shall be adjudged in such action, suit or proceeding that such officer or director is liable for negligence or misconduct in the performance of his or her duties. The Corporation may also reimburse to any such director or officer the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it is to the interests of the Corporation that such settlement be made and that such director or officer was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from the provisions of this Article.

**ARTICLE 12**  
**Review of By-Laws**  
**Miscellaneous**

**Section 12.01. Fiscal Year.** The fiscal year of the Corporation shall be from January 1 to December 31 each year.

**Section 12.02. Amendment to By-Laws.** Subject to the law and the Articles of Incorporation, the power to make, alter, amend, or repeal all or any part of this Code of By-Laws is vested in the Board of Directors. The affirmative vote of a majority of all the Voting Members of the Board of Directors shall be necessary to effect any such change in this code of By-Laws. No amendment to the By-Laws shall be acted upon by the Board of Directors, unless the exact text of such shall have been mailed or personally delivered to all members of the Board of Directors at least five (5) days prior to the meeting at which such amendment is to be acted upon. Upon approval of an amendment of the Code of By-Laws, any section which has been amended shall be marked out in its entirety, a notation upon the page of which such section appears shall state "amended by Board of Directors on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_," and any such page or pages so amended shall be removed from the official text of the Code of By-Laws, but retained as part of the official records of the Corporation. The Secretary-Treasurer shall replace such pages with new pages reflecting the text of the amendments to the Code of By-Laws. A complete text of the Code of By-Laws of the Corporation, as amended, shall be made available to any member of the Board of Directors, upon request.

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I, Holly Fletcher-Timmons, the Secretary-Treasurer of Indiana Pest Control Association, Inc., an Indiana not-for-profit corporation, do hereby certify that the foregoing Code of By-Laws was duly adopted by a majority vote of all of the voting members of the Board of Directors at a meeting duly held on the 22<sup>nd</sup> day of February, 2022.



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Holly Fletcher-Timmons, Secretary-Treasurer