

# TEXAS PEST CONTROL ASSOCIATION, INC. BYLAWS

As amended June 21, 2023

## Article I. Name and Location

**Section 1.** The name of this organization (or the Association) shall be the Texas Pest Control Association, Incorporated, a 501-c (6) non-profit corporation incorporated in the State of Texas and hereinafter referred to as the TPCA.

**Section 2.** Offices of the TPCA shall be located in Austin, Texas and/or in such localities as may be determined by the Board of Directors from time-to-time.

## Article II. Purpose

**Section 1.** *The purposes of the TPCA shall be as follows:*

- A. Promote and encourage high standards, conduct and ethics in the pest control industry by means of study, discussion and education regarding understanding of the pest control industry.
- B. Foster research and distribution of knowledge of the pest control industry among its membership, the general public and to broaden public understanding of the pest control industry.
- C. Foster, promote, maintain and encourage the civic, social and economic welfare of the pest control industry and to support our system of free competitive enterprise and individual acceptance of responsibility.
- D. Cooperate with Federal, State and Local Government authorities for the good of the community and the pest control industry.
- E. Cooperate with scientific and educational institutions in matters of interest to the pest control industry.
- F. Acquire, preserve and disseminate data and available information relative to the functions and accomplishments of this TPCA and its members.
- G. Cooperate with local, and national organizations with common interests in the welfare of the pest control industry.
- H. Undertake such other functions consistent with the Bylaws that will advance the efficiency of the TPCA's members.

**Section 2.** The TPCA shall never form or enter into any agreement, understanding, combination or any other form of action designed to limit production, fix prices, suppress competition nor in any other matter restrain or monopolize trade or commerce nor shall the TPCA engage in any other act or acts which might be in contravention of law or good business practices.

## Article III. Definitions

**Section 1. Business Terms.** The purpose of this section is to provide clarity of terms for defining active membership classification.

- A. *Firm* - A pest control firm as used in these Bylaws of the TPCA shall mean sole proprietorship, partnership, corporation, any other business entity, or group of officers holding common financial interest with a service person actually engaged in the performance of structural pest control service and who, in the performance of such services, uses and employs pesticides and/or corrective measures.
- B. *Home Office* - Shall mean the office of a firm having more than one office, where that firm's policy, having to do with control of personnel, finances, etc., is made.
- C. *Branch Office* - shall mean any office under the control of the home office, which has the same firm name.
- D. *Affiliated Firm* - Shall mean a firm in which one or more of the owners of another firm hold controlling interest, or has the authority to establish and control the financial and/or operations policies of the affiliated firm. Here, the affiliated firm name would be different.

**Section 2. *Regions*** - The term "Region" as used in the Bylaws of the TPCA shall mean a predetermined geographical area comprised of counties within the boundaries of Texas and assigned a numerical identifier of 1, 2, 3 or 4.

**Section 3. *Membership*** - Membership in the Texas Pest Control TPCA automatically provides membership in a Region as provided by Article IV of the Bylaws. Membership in a Region may be acquired only by joining the TPCA.

#### **Article IV. Membership & Qualification for Membership**

**Section 1. *Voting Membership***. Only Active Membership shall be eligible to vote or hold elective office.

- A. *Active Member*. Any pest control firm, home office, branch office or affiliated firm, who in the opinion of the Board of Directors, is in sympathy with and adheres to the purposes of the TPCA, complies with all the provisions of the Bylaws, and who has a current business license issued by the Texas Department of Agriculture for that business license location shall be eligible for Active Membership in the TPCA. Also, any firm, corporation, municipality, government, educational entity, or any business who holds a non-commercial or commercial certified applicators license from the Texas Department of Agriculture, who is in sympathy with the purpose of the TPCA shall be eligible for Active Membership upon approval by the Board of Directors.
- B. Membership in the TPCA belongs to the firm or organization rather than to the individual. However, the firm shall designate one (1) "Voting Member" for each business license location applying for Active Membership and designate the "Voting Member" on each membership application and dues declaration. The membership of a firm shall be approved or rejected and maintained or terminated on the basis of the qualifications, integrity, character and activities of the owner or manager and the individuals who work under his/her supervision. In the event the voting member of any firm shall change, a letter shall be submitted to the TPCA Executive Director or President. In the event the owner or manager of a firm shall change, the new owner or manager shall submit a membership application to the Board of Directors for continued membership under the new management.

**Section 2. Non-Voting Memberships.** The following membership categories shall be non-voting members and shall not be eligible to hold elective office in the TPCA.

- A. *Allied Memberships.* Any person, firm or corporation which manufacturers or supplies products, equipment and/or other materials or services to the pest control industry, shall be eligible for Allied Membership upon approval by the Board of Directors.
- B. *Associate Memberships.* Any PCO outside the State of Texas or anyone holding a private applicators license who is in sympathy with the purposes of the TPCA shall be eligible for Associate Membership upon approval by the Board of Directors.
- C. *Honorary Memberships.* A person who is not actively engaged in Pest Control, but who has made outstanding contribution to the pest control industry or to the TPCA shall be eligible for Honorary Membership. Honorary Membership is conferred after recommendation by the Nominating Committee and approval by a majority of the Board of Directors and approval by three-fourths of the members present and voting at the Annual Meeting of the TPCA.
- D. *Life Membership.* Any Active member or retired member of the TPCA who has made outstanding contributions to the pest control industry and the TPCA shall be eligible for Life Membership.
  - a. *Qualifications.* Applicants for life membership shall meet the following minimum requirements:
    - i. A current Active member of TPCA, an employee of an Active member firm, or retired from the pest control industry.
    - ii. A minimum of 20 cumulative years of TPCA membership.
    - iii. Candidate shall be a person who has actively and constructively served the industry and the TPCA.
  - b. *Candidacy.* A Candidate for Life membership must be submitted by one of the following procedures:
    - 1. Regions, by mail ballot, may nominate one nominee from within its own Region.
    - 2. Submission of a petition with at least 40 Voting member signatures.
    - 3. A letter listing the Candidate's name and qualifications must be submitted to the TPCA Executive Director two (2) weeks prior to the third (3rd) Quarter Board meeting (normally held in September).
  - c. *Election.*
    - i. Candidate's name and qualifications shall be submitted to the Nominating Committee for review and recommendation to the Board by a vote of three-fourths (3/4) of the Nominating Committee members present.
    - ii. The Nominating Committee may submit no more than one candidate annually to the Board of Directors.
    - iii. The Board will vote and the Candidate must get 2/3 written approval of Board members present.
    - iv. If approved, the Candidate's name and qualifications will be printed in the next issue of the magazine along with their qualifications.
    - v. This information will be mailed to Voting members and Life members for mail ballot voting not later than 60 days prior to the fourth (4th) Quarter Board meeting.
    - vi. Mail ballots will be tabulated not later than 14 days prior to the fourth (4<sup>th</sup>) Quarter Board meeting.
    - vii. The Candidate must receive 2/3 approval of ballots received for election.
  - d. *Rights and Privileges of Life Memberships.* Life members shall receive:

- i. free annual membership with non-voting privileges.
  - ii. An option to maintain voting privileges with full membership payment.
  - iii. Free registration at the annual meeting, less the optional events.
  - iv. An appropriate lapel pin noting Life membership status.
- E. *Limited Membership.* Individuals who are in sympathy with the objectives of TPCA, but do not fulfill the requirements for any other membership status shall be eligible for Limited Membership which will entitle him to all TPCA mailings and attendance to all TPCA workshops and other functions. Limited membership shall not be granted to any person, firm, or company that meets the requirements of any other membership. Limited membership shall be ineligible to vote and will be assigned to the Region TPCA nearest to his/her domicile or business.
- F. *Region Affiliate.* Any person, firm or corporation (non-industry related) whose business is limited to a single Region (ex. CPA, car dealership) shall be eligible for Region Affiliate Membership. Any person, firm or corporation whose business, at any level, provides for more than a single Region shall be eligible for allied membership only. Local Region shall determine, collect and keep dues for the category of Region Affiliate and shall provide a list of Region affiliates to TPCA.
- G. *Non-Commercial.* Non-commercial licensees may opt to have a non-voting Texas-only membership in lieu of a voting membership as described in Article IV, Section 1.A. The dues will be set by the Board of Directors. Regions will determine if these members have a vote on Region-only business.

**Section 3. *Membership Procedure.*** Membership in the TPCA shall be as follows: An application, accompanied by dues payment, shall be submitted to the Executive Director. The Executive Director shall process the dues and place the applicant in the appropriate Region and send the name of the applicant to the appropriate Regional Director. The Executive Director shall publish the new memberships within the membership database of TPCA.

**Section 4. *Removal.*** Members of any classification may be removed from membership by the Board of Directors for cause by two-thirds vote. For any cause other than non-payment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged against him and has been given reasonable opportunity for defense through a special committee procedure as provided by Article XI, Section 3, and such member, if removed, may appeal the decision of the Board to the Annual Meeting of the TPCA, providing that notice of intent to appeal is provided to the Executive Director at least ten (10) days in advance of the meeting.

**Section 5. *Reinstatement.*** Any former member (either resigned or expelled) desiring reinstatement, must make application in the same manner as a new applicant. The application for reinstatement shall not be approved except upon condition of payment of all amounts of past due obligations (if any) to the TPCA.

**Section 6. *Resignation.*** Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

## **Article V. Dues**

**Section 1. *Establishment of Dues.*** Dues and membership admission fees, if any, for all classes of membership shall be established by the Board of Directors with the exception of Honorary Members, Life Members, and Region Affiliate Members who will not be expected to pay state dues. Membership is valid for one year from the date of dues payment. Dues and membership fees for the approaching calendar year shall be established by the Board of Directors during any scheduled board meeting.

**Section 2. *Refunds.*** No dues shall be refunded to any member whose membership terminates for any reason.

**Section 3. *Payments. Payment of Dues.*** TPCA dues are owed and payable at the beginning of the membership year. Payment plans for dues payable may be approved by the Executive Director.

**Section 4. *Delinquency and Cancellation.*** If dues payment becomes 60 days delinquent, then membership privileges shall be suspended and all rights, privileges, and TPCA services suspended unless request has been approved by the Executive Committee.

**Section 5. *Region Count.*** Active members of each Region will be tallied on September 1 of each year.

## **Article VI. Meetings of Members and Voting**

**Section 1. *Annual Meeting.*** The Annual Meeting of the TPCA shall be held at such place and on such dates as may be determined by the Board of Directors.

**Section 2. *Special Meetings.*** Special meetings of the TPCA may be called by the Board of Directors at any time or shall be called by the President, within thirty (30) days after a written request by twenty-five (25) Active members has been filed with the Executive Director. The business to be transacted at any special meeting shall be stated in the notice thereof and no other business may be considered at that time.

**Section 3. *Notice of Meetings.*** Notice of any meeting of the TPCA shall be given not less than fifteen (15) days before the date of the meeting.

**Section 4. *Voting.*** At all meetings of the TPCA, each firm's "Voting Member" (as defined in Article IV, Section 1.B) shall have one vote to cast in person only.

- A. In the event the "Voting Member" cannot attend any meeting of the TPCA, the "Voting Member" may be changed by letter from the firm's owner or manger to the Executive Director.
- B. This letter must be in the Executive Director's hands prior to the convening of any meeting.
- C. The newly designated "Voting Member" must be licensed by the TDA as an employee of that firm.

**Section 5. *Methods of Voting.*** Proposals to be offered to the members for a mail vote or electronic vote,

- A. Shall first be approved by the Board of Directors.
- B. Unless the proposal is endorsed by fifty (50) Active members in which case Board approval shall not be necessary.
- C. No less than twenty percent (20%) of all Active members shall cast a ballot to constitute a valid action.
- D. A majority of those voting shall determine the action.

**Section 6. *Quorum of Members.*** At an annual or special meeting of members, a quorum shall consist of twenty-five (25%) percent of those Active member firms registered for said meeting.

**Section 7. *Cancellation of Meetings.*** The Board of Directors may cancel any annual or special meeting for cause. In the event of cancellation, the Executive Director shall notify the membership of cancellation.

**Section 8. *Rules of Order.*** The meetings and proceedings of the TPCA shall be regulated and controlled according to "Roberts Rules of Order (Revised)" for parliamentary procedure except as may be otherwise provided by these Bylaws.

**Section 9. *Closed Meetings.*** Any Executive or Board meeting, or portion of a meeting may be designated as an "Executive Session" according to Robert's Rules of Order (revised) for the purpose of discussions concerning matters of the TPCA.

- A. No motions or votes may be taken in Executive Session.
- B. Motions and/or votes arising from discussions during Executive Session must be made during open meeting sessions.

**Section 10. *Telephone Conference.*** Subject to the provisions of these Bylaws regarding notice and quorum, members of the Board of Directors may participate in and hold a meeting of such Board by means of conference telephone or other electronic equipment by means of which all persons participating in the meeting can hear each other. A copy of the minutes of such meeting shall be provided to the members of the Board of Directors as is the case for any other Board meeting.

## **Article VII. Officers**

**Section 1. *Elected Officers.*** The officers of the TPCA shall be a President, a Vice President, a Treasurer and a Secretary.

- A. The Vice President shall automatically succeed to the Presidency.
- B. All other offices shall be elected by the membership of the TPCA and shall serve until their successors have been duly elected and assume office.

**Section 2. *Qualifications.*** Any Active member in good standing shall be eligible for nomination and election as an elected officer of the TPCA. Elected Officers shall be limited to no more than one (1) person from any one company, firm, branch office, affiliated firm, corporation, or any other business entity of the same ownership.

**Section 3. *Nomination and Election of Officers.***

- A. Notice will be given to the Board of Directors and printed in the magazine that the Executive Director is receiving applications for the Vice President, Treasurer and Secretary.
- B. An application form will be printed detailing the qualifications for the position (see Article VII. Section 2). The form shall be printed in the magazine and shall also contain additional areas for the candidate to give a brief summary of him/her self.
- C. Interested candidate(s) shall be required to fill out the application and submit it to Executive Director 30 days prior to the third (3rd) quarter Board meeting (normally held in September).
- D. The Chairman of the Nominating Committee will validate and announce the candidates to the Nominating Committee for review and recommendation.
- E. A slate of recommended candidates shall be submitted to the Board for approval at the third (3rd) quarter Board meeting.
- F. The slate of candidates shall be mailed or delivered through electronic method to the Voting members for voting not later than 45 days prior to the fourth (4th) quarter Board meeting (normally held in December).
- G. Write-in candidacy of any qualified person is permitted for any office with the exception of the office of President.
- H. Ballots will be tabulated at least 10 days prior to the fourth (4th) quarter Board meeting.
- I. Ballots will be tabulated in Austin, by a committee headed by the Secretary and three fully paid members named by the President.
- J. The candidate with the greatest number of votes will be declared the winner.

**Section 4. *Term of Office.*** Each officer shall take office immediately upon installation and shall serve for a term of one (1) year or until his/her successor assumes office. The President, Vice President, Treasurer and Secretary shall serve concurrently each as a member of the Board of Directors and as a member of the Executive Board.

**Section 5. *Re-election.*** No elected officer, having served one full term, shall be eligible for re-election to the same office until at least one (1) year has elapsed.

**Section 6. *Vacancies/Removal.***

- A. Vacancies in any elected office may be filled for the balance of the term by the Board of Directors at any regular or special meeting.
- B. The Board of Directors by a two-thirds vote of all its members may remove any officer from office for cause.

**Article VIII. Duties of Officers**

**Section 1. *President.*** The President shall serve as Chairman of both the Board of Directors and Executive Board. He/she shall also serve as an ex-officio member with right to vote on all committees. He/she shall make all required appointments of standing and special committees as prescribed in Article XI.

**Section 2. *Vice President.*** The Vice President shall succeed to the Presidency. In the event of death, resignation or permanent incapacity of the President, the Vice President shall immediately succeed to the Office of President. In this case, he may succeed himself as President.

He/she shall familiarize them self with the duties of the President, shall serve as Chairman of the Legislative Committee and perform other duties as assigned by the President. The Vice President shall also serve as NPMA's State Public Affairs Representative.

**Section 3. Treasurer.**

- A. The Treasurer shall be in charge of the TPCA's funds and records. The Treasurer shall collect all member dues and/or assessments; shall establish proper accounting procedures for handling of the TPCA's funds in such banks, trust companies and/or investments as approved by the Executive Board. He/she shall report on the financial condition of the TPCA at all meetings of the Board of Directors and at other times when called upon by the President.
- B. At the end of each fiscal year, as Treasurer, he/she shall prepare an annual report which shall reflect an audit by the Executive Director. At the expiration of his/her term of office shall deliver to his/her successor all books, money and other property in his/her charge or in the absence of a successor, shall deliver such properties to the President.
- C. Such duties of the Treasurer as may be specified by the Board of Directors may be delegated to the Executive Director or a designated member of their staff.

**Section 4. Secretary.**

- A. As Secretary of the TPCA, he/she shall be responsible for the proper and legal mailing of notices to members and shall see to the proper recording of proceedings of meetings of the TPCA and Board of Directors and reports of all committees; and carry into execution all orders, votes and resolutions, not otherwise committed. He/she shall keep the seal of the TPCA and shall furnish such bonds, at the expense of the TPCA, as the Board of Directors may determine. The Secretary will chair the counting of official election ballots.
- B. Such duties of the Secretary as may be specified by the Board of Directors may be delegated to the Executive Director or a designated member of their staff.

**Article IX. Board of Directors**

**Section 1. Authority and Responsibility.** The governing body of the TPCA shall be the Board of Directors.

- A. The Board of Directors shall have supervision, control and direction in the affairs of the TPCA, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the regulations for the conduct of its business as shall be deemed advisable.
- B. May delegate certain of its authority and responsibility to the Executive Board.
- C. A Director shall not use elected position to promote business or self in paid advertisements.

**Section 2. Composition.** The Board of Directors shall consist of a total of eleven (11) members, nine (9) of which are voting members and two (2) of which are non-voting members.

- A. Members.
  - a. Voting Members. The composition of the voting members of the Board of Directors shall be as follows:
    - i. the President
    - ii. the Vice President
    - iii. the Treasurer



- iv. the Secretary
  - v. One (1) member elected by Region 1 for a 2-year term
  - vi. One (1) member elected by Region 2 for a 2-year term
  - vii. One (1) member elected by Region 3 for a 2-year term
  - viii. One (1) member elected by Region 4 for a 2-year term
  - ix. One (1) At-Large member elected by all Regions for a 2-year term
- b. Non-Voting Members. The composition of the non-voting members of the Board of Directors shall be as follows:
- i. the Immediate Past President.
  - ii. One (1) member appointed by the President to represent Allied Members (at-large) for a 2-year term
- B. Past Presidents may sit on the Board as *ex officio* members and:
- a. May participate in meetings and speak during debate.
  - b. Are not eligible to vote.
- C. All members of the Board of Directors, both voting and non-voting must at all times be in good standing of the Association.

**Section 3. Region Listing.** The Regions shall be organized according to the following county groups. Any member company may choose Region affiliation based on geographic convenience. Companies choosing to affiliate with a Region outside their designated Region will declare such choice at the time of original application or renewal.

**Region 1**

Dallam, Sherman, Hansford, Ochiltree, Lipscomb, Hartley, Moore, Hutchinson, Roberts, Hemphill, Oldham, Potter, Carson, Gray, Wheeler, Deaf Smith, Randall, Armstrong, Donley, Collingsworth, Parmer, Castro, Swisher, Briscoe, Hall, Childress, Bailey, Lamb, Hale, Floyd, Motley, Cottle, Hardeman, Foard, Wilbarger, Wichita, Clay, Jack, Archer, Young, Baylor, Knox, King, Dickens, Crosby, Lubbock, Hockley, Cochran, Yoakum, Terry, Lynn, Garza, Kent, Stonewall, Haskell, Throckmorton, Gaines, Dawson, Borden, Scurry, Fisher, Jones, Shackelford, Stephens Palo Pinto, Andrews, Martin, Howard, Mitchell, Nolan, Taylor, Callahan, Eastland, Erath, Comanche, Hamilton, Mills, Brown, Coleman, Runnels, Coke, Sterling, Glasscock, Midland, Ector, Winkler, Loving, El Paso, Hudspeth, Culberson, Reeves, Ward, Crane, Upton, Reagan, Irion, Tom Green, Concho, McCulloch, San Saba

**Region 2**

Jeff Davis, Presidio, Brewster, Pecos, Terrell, Crockett, Val Verde, Schleicher, Sutton, Menard, Kimble, Mason, Llano, Blanco, Gillespie, Kerr, Edwards, Real, Bandera, Kendall, Comal, Guadalupe, Bexar, Wilson, Karnes, Medina, Uvalde, Kinney, Maverick, Zavala, Frio, Dimmit, Webb, Zapata, Starr, Hidalgo, Cameron, Willacy, Kenedy, Brooks, Jim Hogg, Duval, La Salle, McMullen, Atascosa, Live Oak, Bee, Goliad, Refugio, San Patricio, Nueces, Jim Wells, Kleberg

**Region 3**

Aransas, Calhoun, Victoria, De Witt, Gonzales, Caldwell, Bastrop, Lee, Fayette, Lavaca, Jackson, Matagorda, Wharton, Colorado, Austin, Washington, Fort Bend, Brazoria, Galveston, Chambers, Harris, Waller, Burleson, Brazos, Grimes, Madison, Walker, Montgomery, Trinity, San Jacinto, Polk, Tyler, Jasper, Newton, Hardin, Liberty, Jefferson, Orange

## **Region 4**

Hays, Travis, Burnet, Lampasas, Coryell, Bell, Williamson, Milam, Robertson, Leon, Falls, McLennan, Bosque, Hill, Limestone, Freestone, Houston, Angelina, San Augustine, Sabine, Shelby, Nacogdoches, Cherokee, Anderson, Panola, Rusk, Smith, Henderson, Navarro, Somervell, Hood, Parker, Wise, Montague, Cooke, Denton, Tarrant, Johnson, Grayson, Collin, Rockwall, Dallas, Ellis, Fannin, Hunt, Kaufman, Van Zandt, Rains, Lamar, Delta, Hopkins, Wood, Red River, Franklin, Titus, Camp, Upshur, Gregg, Bowie, Morris, Cass, Marion, Harrison

### **Section 4. *Qualifications and Limitations.***

- A. A Voting Member of an Active member firm who meets the criteria as described in Article IV, Section 1 of these bylaws shall be able to serve on the Board of Directors.
- B. The Board of Directors shall be limited to not more than three (2) persons from any one company, firm, branch office, affiliated firm, corporation or any other business entity of the same ownership.

### **Section 5. *Manner of Election and Terms of office.***

- A. *Region Directors:* Region directors shall be elected to one (2) year terms by members within their own Region in the following manner:
  - a. Regions shall elect the one Director to the TPCA Board of Directors within sixty days prior to the fourth (4th) quarter Board meeting.
  - b. Term begins in December with the orientation and installation meeting.
  - c. Within ten (10) days of receiving the tabulations from the Regions, the Executive Director shall notify the Directors elect of the next Board meeting for the installation of the new Directors.
  - d. Regions shall elect at least one (1) Director every two years.
- B. *At-Large Director:* One (1) At-Large Director shall be elected by the TPCA membership via mail ballot.
  - a. Shall serve a one (2) year term or until their successor assumes office.
  - b. Candidates must submit an application to the Executive Director at least 30 days prior to the third (3rd) quarter Board meeting.
  - c. The Nominating Committee will submit up to four at-large candidates to the Board of Directors to be included on the ballot.
- C. *Terms of Office:*
  - a. A Director shall serve no more than two consecutive terms of office.
  - b. The Board of Directors may approve additional terms.

**Section 6. *Quorum of the Board.*** At any meeting of the Board of Directors, not less than five (5) voting members shall constitute a quorum for the transaction of the business of the TPCA and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

### **Section 7. *Meetings of the Board.***

- A. A regular meeting of the Board of Directors shall be held each calendar quarter of the administrative year at such time and at such place as the Board of Directors may prescribe.
- B. However, the meeting may be held thirty (30) days prior to or thirty (30) days after the quarter in which the meeting is designated to be held.

- C. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held.
- D. Special meetings of the Board may be called by the President or at the request of any three (3) Directors to the President by notice delivered to each member of the Board of Directors not less than seventy-two (72) hours before the meeting is held.

**Section 8. *Voting.*** Voting rights of a Director shall not be delegated to another nor exercised by proxy.

**Section 9. *Voting by mail ballot/ facsimile/ telephone.*** Action taken by a mail ballot of the members of the Board of Directors, in which at least a majority of such Directors, in writing, indicate themselves in agreement, shall constitute a valid action of the Board of Directors if reported at the next regular meeting of such Board.

**Section 10. *Absence.*** Any elected Officer or Director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these Bylaws. However, the Board of Directors shall consider each absence of an elected Officer or Director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members present. For an absence to be considered excused, a request must be received by the commencement time of the Board meeting via any form of media. Exceptions will be made if unforeseen emergencies occur.

**Section 11. *Vacancies and Removal.***

- A. Any vacancy of a Region Member of the Board on the Board of Directors between Annual Meetings shall be filled by a caucus of the respective Region within 60 days of the vacancy and TPCA shall be notified. A Director so elected to fill a vacancy shall serve the unexpired term of his/her predecessor. The TPCA Board shall so note the remaining length of time to be served in the minutes of the TPCA. Vacancies on the Board of Directors may be filled by a two-thirds (2/3) vote of the Board at the next regular meeting if the vacancy has not been replaced by the respective Region by that date.
- B. Any vacancy of an At-Large Member of the Board on the Board of Directors between Annual Meetings shall be filled by a two-thirds (2/3) vote of the Board at the next regular meeting
- C. The Board of Directors may in its discretion, by affirmative vote of two-thirds of its members, remove any Director for cause.
- D. Any Region may in its discretion, by affirmation vote of two-thirds vote of its voting membership, remove its Region Director for cause.

**Section 12. *Compensation.*** Directors and elected Officers shall not receive any compensation for their services as Directors or Officers. Gifts for exemplary service shall not be considered compensation.

## **Article X. Executive Board**

**Section 1. *Authority and Responsibility.*** The Executive Board may act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board of Directors by these Bylaws, pursuant to delegation of authority to such Executive

Board by the Board of Directors. Actions of the Executive Board shall be reported to the regular Board for ratification by mail or at the next regular Board meeting. The Executive Board serves as a " Screening Committee" to determine the merit of subjects to be submitted to the TPCA's General Counsel.

**Section 2. *Composition.*** The Executive Board shall consist of five (5) members of the Board of Directors including the President as chairman, the Vice President, the Treasurer, the Secretary and the Immediate Past President.

**Section 3. *Quorum - Call of Meetings.*** A majority of the Executive Board shall constitute a quorum at any duly called meeting of the Board. The President shall call such meetings of the Executive Board as the business of the TPCA may require, or a meeting shall be called by the Executive Director on request of two (2) members of the Executive Board.

**Section 4. *Vacancies.*** Any vacancy occurring on the Executive Board shall be filled in the manner as provided in these Bylaws. Any Board member so elected to fill a vacancy shall serve the unexpired term of his/her predecessor.

## **Article XI. Special and Standing Committees**

**Section 1. *Budget and Finance Committee.*** The Budget and Finance Committee shall consist of the Executive Board. The Treasurer shall serve as Chairman. The Committee shall counsel with the Executive Director as to the financial status of the TPCA and prepare the Annual Budget for presentation to the Board of Directors at the first (1st) quarter Board meeting. The committee shall perform such other duties in connection with the finances of the TPCA as the Board may determine.

**Section 2. *Legislative Committee.*** The Vice President shall automatically be Chairman of the Legislative committee. This Committee shall keep abreast of all matters and developments pertaining to legislation affecting the pest control industry.

**Section 3. *Nominating Committee:*** There shall be a Nominating Committee composed of one Director from each Region, one At-large Director serving the first year of their two-year term and the Immediate Past President who shall serve as chair. In the event any member of the Nominating Committee is unable to serve, the President shall appoint a replacement for the Region of the member unable to serve.

A. *Responsibility.* This Committee shall identify and submit to the Board of Directors a slate of recommended candidates for office.

- a. The Committee shall recommend to the Board no more than one candidate for each office in the TPCA with the exception of the office of the President. The Vice President will automatically assume the office of the President.
- b. The Committee shall recommend to the Board qualified candidates for the At-large Director position open on the Board of Directors.
- c. The Committee shall make recommendations to the Board for Life Membership and honorary membership as directed in Article IV, Section 2 of these Bylaws.

**Section 4. *Special Committees.*** The President shall appoint any committees necessary to carry on the work of TPCA.

## **Article XII. Executive and Staff**

**Section 1. *Appointment.*** The Board of Directors shall employ a salaried staff head who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Board.

**Section 2. *Authority and Responsibility.*** The Executive Director shall be responsible for all management functions. He/she shall manage and direct all activities of the TPCA prescribed by the Board of Directors and shall be responsible to the Board. He/she shall employ and may terminate the employment of members of the staff necessary to carry on the work of the TPCA and fix their compensation. As Executive Director, he/she shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall, in his/her/her judgment, be in the best interest of the TPCA.

**Section 3. *Legal Counsel.*** The TPCA may retain a General Counsel for consultation in connection with activities and problems of the TPCA. Terms and conditions of employment shall be specified by the Board of Directors.

## **Article XIII. Finance**

**Section 1. *Fiscal Period.*** The fiscal period of the TPCA shall be prescribed by the Budget and Finance Committee with the approval of the Board of Directors.

**Section 2. *Directors & Officers Insurance:*** Directors & Officers Insurance is required for each Region and will be available through the Executive Director and such other officers or employees of the TPCA as the Board shall direct.

**Section 3. *Budget.*** With recommendations of the Budget and Finance Committee, the Board shall adopt an annual operating budget covering all activities of the TPCA.

**Section 4. *Audit.*** At the end of each fiscal year, the Executive Director shall prepare an annual report which will reflect the financial activities of the TPCA during the year.

### **Section 5. *Restrictions - Reimbursements***

A. ***Restrictions.*** No appropriations or expenditures of TPCA funds shall be made except by approval of the membership or the Board of Directors. No Officer, Director, Committee member, or employee of the TPCA shall contract any obligation or incur any debt on behalf of the TPCA, or in any way render it liable, unless authorized by a vote of the board of Directors, or of the membership, or as the Bylaws prescribe.

B. ***Reimbursements.*** The Executive Board and certain committees or individuals can be reimbursed for expenses when on official business for the TPCA. Terms and conditions of such reimbursements are to be specified by the Board of Directors.

## **Article XIV. Indemnification**

**Section 1. *Indemnification.*** Every Director, Officer, employee of the TPCA and such others as specified from time to time by the Executive Committee, shall be indemnified by the TPCA against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, Officer or employee of the TPCA, or any settlement thereof, whether the person is a Director, Officer or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled. Every Director, Officer, employee of the TPCA and such others as specified from time to time by the Executive Committee, shall also be indemnified from actions of Region officers, Region board, or Region member activities that fall within the scope of the Texas Pest Control TPCA.

## **Article XV. Dissolution**

**Section 1.** The TPCA shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall insure or be distributed to the members of the TPCA. On dissolution of the TPCA, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

## **Article XVI. Amendments**

**Section 1.** These Bylaws may be amended or repealed as follows:

- A. By a two-thirds vote of the regular members present at any Annual Meeting of the TPCA, duly called and regularly held providing that notice of such proposed changes having been sent in writing to the members thirty (30) days before such meeting.
- B. By a two-thirds vote of the regular members voting by a thirty-day mail ballot.
- C. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of any twenty-five (25) Voting members addressed to the Board.
- D. All such proposed amendments shall be presented by the Board to the membership, with or without recommendations.