Approved 6/20/24
Amended 9/11/25

CALIFORNIA PEST MANAGEMENT ASSOCIATION, INC. BYLAWS

ARTICLE 1 Name, Location, and Purpose

1.1 Name. The name of this organization is: CALIFORNIA PEST MANAGEMENT ASSOCIATION, INC.; a non-profit, California Corporation.

1.2 Location. The administrative office of the Association shall be located in California at the place set forth by the State Board of Directors ("State Board").

1.3 Purpose. The purpose of the California Pest Management Association, Inc., hereinafter referred to as "the Association", and/or "the State Association", is to promote the missions and interests of Companies and Individuals licensed by the Structural Pest Control Board to practice structural pest control.

ARTICLE 2 Membership

2.1 Membership Qualifications. Anyone who is licensed to practice pest control in the state of California, or is engaged in the manufacture or distribution of allied products or services, or who wishes to affiliate for the purpose of exchanging information or coordinating action, is eligible for membership in the Association, subject to the written qualifications and criteria set forth by these Bylaws and the Board of Directors.

2.2 Voting Members. There shall be two classifications of voting members of the Association:

2.2.1 Regular Member: Any firm licensed by the Structural Pest Control Board to practice structural pest control shall be eligible for Regular Membership in the Association. Each Regular Member shall authorize one Designated Representative to act as its agent in the conduct of the Association affairs. Regular Members have full voting privileges.

2.2.2 Supplemental Designated Representatives: A Regular Member may authorize additional Supplemental Designated Representatives to participate in Association affairs. Supplemental Designated Representatives shall be subject to written rules and criteria for approval by the Board of Directors. Supplemental Designated Representatives shall have full voting privileges.

2.3 Non-Voting Member Participants.

2.3.1 Affiliate Member Participant. Any firm that does not qualify as a regular member may be eligible to become an Affiliate Member Participant if they are (1) actively engaged in the manufacture or distribution of allied chemical products, supplies, equipment or services in California, (2) a pest control firm doing business solely outside of California, or (3) any Association Group relating to the pest control industry. An Affiliate Member Participant shall have no voting rights.

2.3.2 Individual Member Participant. Any individual or firm not eligible for any other membership type may be eligible to become an Individual Member Participant if they support the purposes of the Association and qualifies by (1) reason of experience or training, (2) is involved in programs relating the pest control industry, or (3) is enrolled verifiably in an accredited institution. An Individual Member Participant shall have no voting rights.

2.3.3 Honorary Member Participant. An honorary member participant may be granted to an individual that has performed outstanding services to this Association. Honorary Member Participants shall have no voting rights.

2.4 Member Obligations. Each member or participant of this Association shall pay all dues, agrees to be bound by the Bylaws of the Association and any additional established written rules, polices, and procedures set forth by the Board of Directors.

2.5 Membership Suspension or Termination. A membership may be suspended or terminated whenever the Board, or a committee or person authorized by the Board, in good faith determines that any of the following events have occurred:

(1) Resignation of membership, on reasonable notice to the Association;
(2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
(3) Failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Board;
(4) Occurrence of any event that renders a member ineligible for membership; or
(5) Failure to satisfy membership qualifications.

2.6 Membership Discipline: A member may be privately or publicly reprimanded, fined, suspended, or terminated for cause by the Board or its designee. Cause shall include a failure, in serious degree, to (1) observe the Association's rules of conduct as prescribed by the Board in these Bylaws or otherwise; or (2) abide in the lawful decisions of any duly constituted committee of the Association, or (3) engage in any conduct which is deemed by the Board or its designee contrary or prejudicial to the interests and/or purposes of the Association.

2.7 Membership Discipline Procedure. In the event membership discipline includes public reprimand, fine, suspension, or termination, the member shall be given a fifteen-day prior written notice of the proposed discipline and the reasons therefor. The notice shall advise the member of the member's opportunity to be heard, in writing, as determined by the Board, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee determines whether cause exists and the appropriate discipline, if any. The Board is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

ARTICLE 3 Membership Meetings

3.1 Annual and Regular Membership Meetings. The Association shall hold an annual meeting of the Regular Membership at the place and on the date that the Board determines. At the annual meeting, Directors and Officers shall be elected or confirmed, the Board shall report the activities of the Association to the members, and other business shall be transacted as may be properly brought before the meeting.

3.2 Special Membership Meetings. The President, the Board or ten (10) percent or more of the members may call special meetings of the Regular Membership.

3.3 Notice of Membership Meetings. The Board must give Association members reasonable notice of all annual and special meetings. The notice shall include a description of the business to be discussed and shall be given at least 30 days (but not more than 90 days) before the meeting.

3.4 Membership Quorum and Voting. The number of Members present at a duly noticed Meeting shall constitute a quorum. Whenever a quorum is present, an act or decision made by a majority of the members is a valid act or decision. Proxy voting is not permitted at any meeting.

3.5 Membership Action without a Meeting or Written Ballot. Any action which may be taken at a meeting of the members, including amendments to these bylaws and elections, may be taken by conforming to the mail balloting procedure specified in the California Nonprofit Corporation Law.

ARTICLE 4 District Organization

4.1 District Designations This Association shall be composed of Districts throughout the State.

4.2 District Management. The Board shall establish written rules and restrictions for the establishment, operation, responsibilities, prohibitions, and geographic boundaries of each District Organization.

ARTICLE 5 Board of Directors

5.1 Directors Roles and Responsibilities. The governing body of the Association is the Board of Directors, which has authority and is responsible for the governance of the Association.

5.2 Director Eligibility. The Board of Directors shall be composed of Regular Members, Supplemental Designated Representatives, and up to two (2) Affiliate Representatives. Affiliate Representatives must be employed by Affiliate Member Firms in good standing and may not be employed by the same firm. Nor more than one (1) Affiliate Representative from any single firm may serve on the Board at any given time. No district may have more than 25% of the Board of Directors. No Regular Member Firm may employ more than 25% of the Board of Directors.

5.3 Board of Directors Composition. The authorized number of Directors shall be not less than 11 and no more than 27, with the specific number of Directors set by the Board, until changed by amendment of these Bylaws.

5.4 Director Election. All Directors shall be elected or confirmed at the annual meeting of the members. The Board of Directors may establish written rules and procedures for nominating, electing or confirming candidates for director positions.

5.5 Director Term. The Board of Directors may establish written rules and procedures for term length and limit.

5.6 Director Attendance. The office of any elected Director, who shall be absent without excuse (an unexcused absence shall be defined as any absence for any reason other than death, emergency, or participation in Association business) from three regular meetings of the Board of Directors per year may be declared vacant by the Board of Directors.

5.7 Director Vacancy. If a vacancy occurs on the Board for any reason, the Board may fill the unexpired portion of the term.

ARTICLE 6 Board of Directors Meetings

6.1 Board of Directors Annual and Regular Meetings. The President, President-Elect, Treasurer, the Secretary or any two Directors may call meetings of the Board. The Board shall hold its annual meeting at the time and place it selects. The Board may hold other meetings each year at the time(s) and place(s) it selects.

6.2 Board of Directors Special Meetings. The Board may hold special meetings upon four days' notice by first class mail or 48 hours notice delivered personally or by telephone, email, facsimile, or similar electronic communication.

6.3 Board of Directors Quorum. A majority of the Directors then in office shall be necessary to constitute a quorum.

6.4 Board of Directors Authority. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors, and officers.

6.5 Board of Director Meeting Parliamentary Procedure. The Board shall adopt and adhere to Roberts Rules of Order for parliamentary procedure in the conduct of its meetings.

6.6 Board of Directors Meeting Facilitation. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply: (1) Each member can communicate with all of the other members concurrently, (2) Each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken; and (3) a means of verification is adopted and implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

6.7 Board of Directors Action without a Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

6.8 Board Of Directors Meeting Attendees. Meetings of the Board of Directors shall be open to all Board Members, any Chief Executive Officer, and any designated Affiliate Representative. Members of the Association are invited to attend Board meetings. The Board may excuse any non-Director (including, but not limited to, the Chief Executive Officer and/or Affiliate Representative) upon an act of the Board for any reason.

ARTICLE 7 Association Employees

7.1 Employment of a CEO. The Board may, in its discretion, hire a Chief Executive Officer ("CEO"). The CEO shall be responsible for such activities as designated by the Board or contract.

ARTICLE 8 Elective Officers

8.1 Officer Positions. The officers of this Association shall be the President, President-Elect, Treasurer, Affiliate Representative, Secretary, and other such officers as may be determined by the Board.

8.2 Officer Election. The Board of Directors may establish written rules and procedures relating to the nomination and election of officers.

8.2.1 President Election. The person holding the office of President Elect during the preceding year will automatically be elevated to the office of President provided they choose to accept the position. Should they elect not to accept the appointment to the

office of President, their tenure on the Executive Committee will be considered completed and the office of President will be elected at the annual meeting of the members in accordance with Association Election Policy.

8.2.2 Officer Election. All other officers shall be elected by the members.

8.3 Officer Term. The term of office of each officer shall be for one year or until a successor has been elected and installed. No officer shall serve as any other officer of the Executive Committee. The Affiliate Representative may be elected to serve a two (2) year term.

8.4 Officer Vacancy. If a vacancy occurs in any office, the Board of Directors shall fill such vacancy for the unexpired term from a current member of the Board of Directors.

8.5 Officer Roles and Responsibilities. The Board shall designate the roles and responsibilities of officers and may establish written rules and procedures relating to officers.

ARTICLE 9 Executive Committee

9.1 Executive Committee Composition. The Executive Committee shall consist of the Officers of the Association. The President will be Chair of the Executive Committee. The Affiliate Representative shall be a voting officer of the Committee.

9.2 Executive Committee Roles and Responsibilities. The Executive Committee shall be a subcommittee of and accountable to the Board, and have the authority to manage the affairs of the Association between meetings of the Board of Directors.

9.3 Executive Committee Quorum. A majority of the voting officers then in office shall constitute a quorum.

9.4 Executive Committee Attendees. Meetings of the Executive Committee shall be open to any Chief Executive Officer.. The Executive Committee may excuse any non-voting Officerfor any reason.

ARTICLE 10 Other Committees

10.1 Committees. The Board may form, revise, or terminate committees on such terms and conditions as it deems to be appropriate.

10.2 Committee Chairpersons. The President shall appoint the Chair of each committee, subject to the approval of the Board.

ARTICLE 11 Amendments to Bylaws

11.1 Amendments to Bylaws. These Bylaws may be amended by a two-thirds vote of the Board, provided that certain amendments to the Bylaws specified in the California Nonprofit Corporation Law, including those that materially and/or adversely affect the rights of members or change the authorized number of Directors, must be approved by a majority of the members.

11.2 Amendments to Bylaws by Members. Members may adopt amendments to these bylaws in accordance with California Nonprofit Corporation Law.