

ARTICLE I - NAME AND LOCATION

The name of the organization shall be the Illinois Pest Control Association Incorporated. The principle office shall be in the State of Illinois. In order to better achieve the needs of all of the members of this state-wide organization, it shall be divided into three geographical sub-regions.

- Region I - Shall comprise the counties of Cook, Lake, Will, Kane, McHenry, and DuPage in the State of Illinois.
- Region II - shall comprise of the State of Illinois north of the 40th parallel except the counties of Cook, Lake, McHenry, Will, Kane and DuPage.
- Region III - shall comprise all of the State of Illinois south of the 40th parallel.

ARTICLE II – PURPOSES

The objectives of the Association are as follows:

- A. To promote the interests and general welfare of the pest control profession in the State of Illinois.
- B. To promote the professional business standards and ethics of the pest control profession in the State of Illinois.
- C. To aid in research.
- D. To cooperate with others in the interchange of knowledge and ideas for mutual benefits.
- E. To promote a closer and more professional relationship among those engaged in the pest control profession in the State of Illinois.
- F. To promote the improvement of the technical expertise of the pest control profession in the State of Illinois.
- G. To uphold the standards of this Association and to pursue any other actions which would benefit the Association.

ARTICLE III - MEMBERSHIP AND DUES

A. ACTIVE MEMBERSHIP - Any pest control company legally operating under the Illinois Structural Pest control Act, who is actively engaged in the performance of commercial pest control service to the general public in the State of Illinois, and who is in sympathy with the purpose of this Association, shall be eligible for Active Membership in the Association if the firm has been established in the commercial pest control profession for at least one year.

B. ASSOCIATE MEMBERSHIP - Any individual or firm who in the opinion of the Board of Directors is in sympathy with the purposes of the Association but does not fully conform to the qualifications of Active Membership at the date of application, may apply for an Associate Membership until such time as they meet the requirements for Active Membership. If an applicant is approved for Associate Membership all privileges of the Association prevail with the exception that the reference to membership in any advertising is not permitted, nor can the seal of the Association be displayed. Likewise, an 'Associate' member shall not hold an elective nor have voting power.

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C. **LIMITED ASSOCIATE MEMBERSHIP** - Any person, firm or corporation not engaged in a pest control service for hire but which has an interest in the pest control industry and would like to be a part of the association (i.e., Home Inspectors, Universities, Students, Researchers, Housing Authorities, Food Processing Facilities, etc.) Limited Associate members shall not have voting power and shall not be eligible for an elective office.

D. **ALLIED MEMBERSHIP** – Any person, firm or corporation not engaged in pest control service, but which manufactures or supplies products, equipment and/or other materials to the pest control industry shall be eligible for membership. Allied members shall not have voting power and shall not be eligible for an elective office.

E. **HONORARY MEMBERSHIP** – an Honorary Membership shall be conferred upon an individual upon unanimous recommendation of the Board of Directors. These Honorary Memberships are to be granted to persons who have made outstanding contributions to our industry. The recipient is exempt from paying dues and does not have the right to hold office or vote in Association matters.

F. **LIFE MEMBERSHIP** – A Life Membership may be conferred upon an individual at such time and under such terms as may be determined by the Board of Directors.

G. **METHOD OF REPRESENTATION, BRANCH and/or AFFILIATE OFFICES** – Each Active Membership shall be entitled to one vote on all matters requiring vote of the membership. Each such member shall designate an authorized representative to vote in behalf of the member. Likewise, in the case of a corporation, partnership or similar association having more than one office or branch, each such entity may have separate active membership and may be entitled to one vote. Such entity shall designate an authorized representative to vote on behalf of the membership entity.

H. **DUES & ASSESSMENTS** – Dues and assessments shall be set by vote of the membership at a regular or special meeting. New members first year dues will include a one-time administrative fee. All dues are to be paid in advance. The dues shall be for one calendar year, January 1 through December 31. There shall be no prorated amount for a part of a year with the exception of application for membership made between October 1 and December 31. In the latter case, the amount of dues to accompany application shall be the prorated amount for a quarter year and the full amount for the succeeding year. Special assessments may only be levied for designated purposes by three-fourths vote of members present at any regular or special meeting after approval of the Board of Directors. The amount of dues and administrative fees, for all categories of membership may be established or changed by the Board of Directors only by the following procedures:

The Board of Directors, at any regular or special meeting, may after review of dues supported current and anticipated expenses, pass a resolution to increase the established dues. In the event of such action, the board shall notify all members stating the resolution and the amount of increase. Such notice shall be sent by regular mail, not less than 30 days prior to a general membership meeting. If approved, the dues increase shall become effective on the next dues date following membership approval.

I. **APPLICATION FOR MEMBERSHIP** – All applications shall be in writing and on forms provided by the Association and by the payment of the current dues.

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J. ELECTION TO MEMBERSHIP – After consideration of an applicant for membership, the Board of Directors is empowered to take action.

K. RESIGNATIONS – All resignations of members shall be presented in writing to the Board of Directors. If any such members shall present his resignation 90 days after his dues and/or assessments are payable, he shall not be relieved of liability for payment.

L. DELINQUENCY – Any member who shall fail to pay his annual dues or any installment thereof within 30 days after they are due, shall be posted by the Association and notice by mail of his delinquency shall be given him by the Treasurer. If, at the end of ten days following such notification, the member is still delinquent, he may be suspended or expelled by the Board of Directors. The membership of those members who are under suspension for non-payment of dues 30 days after the close of a membership year shall be terminated.

M. REINSTATEMENT – Former members must make application for membership through the same channels as new members, but with application there must be included payment in the amount of any past indebtedness due the Association and include the administrative fee.

N. SUSPENSIONS AND EXPULSIONS – Any membership may be terminated for cause. Such cause may be a violation of these Bylaws, or any agreement, rule or practice properly adopted by the Association, or by any other conduct prejudicial to the interest of the Association. Any member may file with the Secretary, a written complaint on any of the above charges against any other members, and thereafter the Secretary shall mail a general statement of the charges by registered mail addressed to the last known address of the member so complained against, at least ten days before the meeting of the Board of Directors at which the charges are to be considered. The statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges are to be considered and the member complained against shall have the opportunity to appear and present any defense to such charges before action is taken thereon. Suspension or expulsion shall be by the unanimous vote of the Board of Directors and a two-thirds vote of the members present at any regular meeting of the Association.

O. PRIVILEGES OF THE ASSOCIATION – All classes of members shall enjoy the privileges of the Association except where certain privileges are specifically restricted to a specific class of member in this Constitution and Bylaws. Privileges of the Association, to wit, use of the Seal, advertising, voting on Association matters or holding office in the Association immediately terminate upon suspension, resignation or expulsion. Any termination of membership in the Association for any reason forfeits any and all dues paid.

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ARTICLE IV – OFFICERS

The officers of the Association shall be President, Executive Vice President, Secretary, Treasurer, First Vice President of Region I, First Vice President of Region II, First Vice President of Region III, Second Vice President of Region I, Second Vice President of Region II, and Second Vice President of Region III.

PRESIDENT – The President shall preside at the state-wide annual meetings and perform the usual duties incident to his office. He shall be ex officio a member of all committees. He shall be elected for a two-year term at the annual state-wide meeting held in even numbered years and cannot succeed himself to office.

EXECUTIVE VICE PRESIDENT – The Executive Vice President shall perform the duties of the President in the absence of the latter. He shall be elected for a two-year term at the annual state-wide meeting held in even numbered years, and he cannot succeed himself in office.

SECRETARY – The Secretary shall oversee the custody of the Association Seal and oversee the authority to affix same to all instruments where its use is re-quired. The Secretary shall oversee the keeping of the minutes of all meetings and oversee the usual correspondence, such as issue notices, and discharge such other duties which pertain to the Secretary's office or may be assigned to the Secretary by the President or prescribed by the Board of Directors – At the expiration of the Secretary's term of office, he/she shall surrender all books, papers, and property of the Association in his/her possession. The Secretary shall be elected for a term of two years at the annual state-wide meeting held in even numbered years.

TREASURER – The Treasurer shall be responsible for adequate and proper accounting of the properties and funds of the Association. The Treasurer shall approve disbursements of funds and coordinate those disbursements with staff of the association and keep an accurate account of all receipts and expenditures. The President shall receive a copy of all disbursement approvals. The Treasurer shall make an annual report at the last annual state-wide meeting of the fiscal year and shall mail a copy of that report to each member of the Association. The Treasurer shall coordinate filings of all tax and government reports required by the association. The amount of bond for the Treasurer or instructed staff, if any, shall be determine by the Board of Directors. The Treasurer shall be elected at the annual state-wide meeting held in even numbered years.

REGIONAL VICE PRESIDENT (FIRST) – The First Regional Vice President shall preside over regional meetings as chairman, attend Board of Directors meetings, instruct, enlighten and otherwise keep regional members informed as to the general Illinois Pest Control Association matters not covered in publications and notices from the state-wide office. In addition, the First Regional Vice President shall concern himself with problems of membership and business in his region, report to the Board of Directors on matters of interest to the state-wide organization that may arise in his region, appoint volunteer helpers in regional materials and conduct elections of interim Regional Vice President of the local region, if it should become necessary. He cannot succeed himself in office but may run for Second Regional Vice President a second time.

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REGIONAL VICE PRESIDENT (SECOND) – The Second Regional Vice President shall perform the duties of the First Regional Vice President in his absence and shall assist him in all duties whenever possible. He shall attend the Board of Directors meetings. He shall be elected at the annual state- wide meeting to a term of two years. At the end of the first year, he will automatically become the First Regional Vice President for his region. Only Active members of a given region can vote for the Second Regional Vice President for that region. These votes may be cast at the state-wide meeting or by mail under rules prescribed by the Board of Directors. All regional officers must have their primary place of business in the region in which they are elected.

Further duties and authority of the Regional Vice Presidents:

1. In case of a vacancy in either of the Vice-Presidential offices at the regional level, the remaining Vice President shall automatically become the First Vice President of that region and call an election in that region within 30 days to fill the vacancy.
2. If either of the Regional Vice Presidents from a given region cannot attend a Board of Directors meeting, he may give the other Regional Vice President from that region a signed proxy.
3. If a member of a given region cannot attend a state-wide meeting, he may give either of the Regional Vice Presidents from his region a signed proxy to be exercised by that Regional Vice President according to the member's wishes. However, the member must notify the Secretary of this action at least five (5) days before the meeting in question.

BOARD OF DIRECTORS – The Board of Directors shall be made up of the Officers of the Association. All past Presidents of the Association are honorary members of the Board, but shall not have a vote except the Immediate Past President who may vote in case of tie. 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 called meetings of the Association on a state-wide basis.

All members of the Board of Directors in attendance at any regular or special Board meeting shall be reimbursed for travel expenses, luncheon and other expenses directly related to the Board meeting. Such expense to be reviewed and approved by the majority of Directors present. A minimum allowance for each member in attendance may be established by the Board in order to encourage attendance.

The President may appoint not more than four advisors to the Board of Directors, each of whom shall be subject to approval by the majority of all of the duly elected members of the Board of Directors. Appointed members of the Board of Directors shall be members of the Association in good standing and shall enjoy all privileges, of a Board member.

Meetings of the Board shall be held at such times as the Board may determine. Special meetings may be called by the President.

The Board shall audit or have audited the books of the Association annually.

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Should any situation arise, concerning the welfare of the Association, that is recognized by the majority of the Directors as requiring emergency action, the Board of Directors may pass resolution contrary to these Bylaws, and without further amendment, provided:

1. That proposed action relative to the resolution be for a limited period of time, so stated in the resolution.
2. That the membership be notified, by regular mail, of the content of such resolution, not less than 30 days prior to a special or regular meeting at which said resolution is to be considered.
3. That any such resolution be approved by the majority of the members present at said special or regular membership meeting.
4. That no emergency action, as herein described, shall remain in effect beyond the stated date of limitation.

A majority of the Board shall constitute a quorum. Any vacancies on the Board other than that of a Regional Vice President during the year shall be filled by the Board.

IMPEACHMENT OF OFFICERS – The Association reserves the right to terminate the tenure of office of any or all of the officers who are not functioning in line with the ethical practices of their offices, by a 2/3 vote of the entire membership of the Association.

In the event of more than three consecutive Board Meeting absences of any member of the Board, the President may by motion call for approval to retain or dismiss that Board member.

ARTICLE V – NOMINATIONS AND ELECTIONS

- A. At the annual meeting of the Association held in the fall of even numbered years at a place designated by the Board of Directors, nominations of officers shall be made by the Active members attending from the floor of the annual meeting. Prior to the annual meeting, the Board of Directors shall appoint a Nominating Committee which shall include one member from each region. However, their report does not abrogate the right of members to offer nominations as above stated. There shall not be more than one individual eligible for elective office from any organizational entity.
- B. The names of all candidates nominated shall be arranged on a ballot in the following order:
 - President
 - Executive Vice President Secretary
 - Treasurer
 - Second Regional Vice President from Region I
 - Second Regional Vice President from Region II
 - Second Regional Vice President from Region III
- C. At the annual meeting of the Association held in the fall of the odd numbered years at a place designated by the Board of Directors, nominations of a Second Regional Vice President from each region shall be made by the Active members attending from the floor of the annual meeting. Prior to the annual meeting, the Board of Directors shall appoint a Nominating Committee which shall include one member from each region. However, their report does not abrogate the right of members to offer nominations as above stated. There

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shall not be more than individual eligible for elective office from any organizational entity.

- D. The President shall appoint a committee of not less than two judges who shall have supervision of all elections taking place during his tenure in office.
- E. Any candidate, for any office, who is elected to office at the annual meeting held in the fall, shall not assume office, nor shall said office be vacated by the incumbent until January 1 of the ensuing year.

ARTICLE VI – MEETINGS OF THE ASSOCIATION

- A. The time and place of any regular meetings and of the annual state-wide meeting shall be determined by the Board of Directors. The last regularly scheduled state-wide meeting of the year shall be the annual meeting, held preferably during the Fall of each year at a location and date designated by the Board of Directors. At least 30 day's notice to the membership is to be given.
- B. Special state-wide meetings shall be held when called by the President or at the request of eight or more members made in writing and stating the purpose of the meeting, said request to be delivered to the President, copy to the Secretary. Only such business as is set forth in the notice shall be acted upon at the special meeting. Written notice must be given to each member at least 20 days in advance of the meeting.
- C. Special Regional meetings shall be held when called by the First Regional Vice President or at the request of five or more members in that region, made in that region and stating the purpose of the meeting, said request to be delivered to the President, copy to the Secretary. Only such business as is set forth in the notice shall be acted upon at the special meeting. Written notice must be given to each member in that region at least 20 days in advance of the meeting.
- D. The proceedings of all meetings of the Association shall be governed by and conducted in accordance with the latest edition of Robert's Rules of Order.

ARTICLE VII – COMMITTEES

- A. President shall appoint such committees as may be necessary or advisable to carry on the work of the Association, except elective committees as may from time to time be determined by the Association.
- B. The following standing committees are to be appointed by the President:
 - 1. Finance and Budget
 - 2. Legislative
 - 3. Grievance
 - 4. Public Relations
 - 5. Safety
 - 6. Research Education, and Technical Development
 - 7. Membership

The Finance and Budget Committee shall be a sub-committee of the Board of Directors.

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ARTICLE VIII – REVENUE AND DISBURSEMENTS

No appropriations or expenditures of monies shall be made except by the vote of the Association or the Board of Directors. No officer, director, or committeeman of the Association shall contract any obligation or incur any debt in behalf of the Association or any way render it liable unless authorized by a vote of the Board of Directors.

ARTICLE IX – ORDER OF BUSINESS

The order of business for regular, annual or special meetings of the Association shall be as follows:

1. Call to order and roll call.
2. Action on minutes
3. Receiving of communications
4. Reports from officers
5. Reports from committees
6. Unfinished business
7. New business
8. Elections of officers
9. Industry and Pest Problems

ARTICLE X – ETHICS

The Board of Directors shall adopt an appropriate Code of Ethics.

ARTICLE XI – AMENDMENT OF BYLAWS

These Bylaws may be revised, altered or amended at any general membership meeting of the Association, by vote of those present and voting at said meeting, provided that 30 day's notice of the proposed action shall have been given to the members in the notice of the meeting.

ARTICLE XII – DISPOSITION OF FUNDS UPON DISSOLUTION

Should the Illinois Pest Control Association be dissolved the monies remaining in its treasury will be given to the National Pest Control Association, to be used by said Association, along with any interest that may be derived therefrom, for payment as scholarship awards to students majoring in Structural Pest Control.