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ARTICLE I.

NAME-OFFICES

Section 1. **Name and Purposes:** The name and purposes of the Corporation are set forth in the Articles of Incorporation.

Section 2. **Offices.** The principal office of the Corporation shall be in Las Cruces, New Mexico at an address designated by the Board of Directors. The principal office may be at the residence of any officer of the Corporation. The Corporation may also maintain offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II.

MEMBERS & MEETINGS OF MEMBERS

Section 1. **Members.** The Corporation shall have members such members being chief structural pest control regulatory officials, or equivalent officials from any of the 50 United States of America, the District of Columbia, Tribes and Territories or such official's designees.

Section 2. **Classes of Members.** There shall be only one class of members.

Section 3. **Eligibility.** Membership in the Corporation shall be limited to any chief structural pest control regulatory official, or equivalent official from any of the 50 United States of America, the District of Columbia, Tribes and Territories or such designee who shall have timely paid the requisite annual membership dues as provided herein. Provided, however, that the Board of Directors, within its discretion may grant membership to any individual, notwithstanding the stated eligibility requirements. The benefits of membership shall be extended to structural pest control regulatory official's or equivalent official's agency.

The Board of Directors shall have the right to deny or terminate the membership of any individual, or to deny access to or participation in the programs or services of the Corporation, if such individual fails to meet the qualifications for membership, or engages in activities which are contrary to the interests of the Corporation.

Section 4. **Election.** Individuals shall not be elected for membership by the membership at large, but shall be considered members in good standing immediately upon satisfying the eligibility requirements set forth in Section 3.

Section 5. **Rights of Members.** Membership shall entitle Members to participate in the programs of the Corporation with the rights and benefits that are accorded to Members from time to time and to elect members of the Board of Directors of the Corporation.

Section 6. **Annual Meetings.** The annual meetings of the Corporation shall be held at a time and place as determined by the Board of Directors or any committee created for such purpose. Written notice of the time and place of these meetings shall be provided at least 10 days in advance, and may be given by mail through the United States Postal Service or electronic transmission via any provider authorized by the Corporation. Failure of notice to any member shall not invalidate the meeting or any action taken there.

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Section 7. **Special Meetings.** Special Meetings of the Corporation shall be held whenever called by the Board of Directors acting within its discretion or upon receiving a petition signed by ten or more members requesting that a special meeting be convened. Written notice of the time and place of any special meeting shall be provided at least 10 days in advance, and may be given through the United States Postal Service or electronic transmission via any provider authorized by the Corporation.

Section 8. **Quorum and Voting.** A majority of the members as of the date of such meeting shall constitute a quorum for the transaction of business, and all actions of the Corporation shall be taken by a majority vote. At the President's discretion, or by the indication of a majority of the Board of Directors, proxy voting, including a written ballot, a roll call, an e-mail ballot, or Internet voting may be utilized for member voting purposes. Only one vote per State, Tribe, Territory or the District of Columbia is permitted

Section 9. **Dues.** Dues shall be paid by all new and current members of the Corporation in an amount determined at any annual or special meeting of the Corporation.

ARTICLE III. BOARD OF DIRECTORS

Section 1. **Classes.** There shall be only one class of Directors.

Section 2. **Role/Number:** The business and affairs of the Corporation shall be governed by a Board of Directors, which shall be composed of no more than eight (8) persons and no fewer than five (5) persons.

Section 3. **Election.** The business and property of the Corporation shall be managed and controlled by a Board of Directors. The Directors shall serve until the expiration of their terms of office or until the election and qualification of their respective successors, or as otherwise provided in these Bylaws for filling vacancies. The Directors, other than the initial Board of Directors, shall be elected biennially and shall be chosen by a simple majority vote of the members in good standing. The newly elected Directors shall be announced at the annual meeting during the Annual Report to the Membership.

Section 4. **Term:** Each Director shall hold office for a term of two years or until a successor is duly elected. No person shall serve more than three (3) consecutive full terms on the Board of Directors. Persons serving an initial term of less than two (2) years may serve for three (3) additional two-year terms. After serving the maximum time allowed, a person may again serve after being off the Board of Directors for one year.

Section 5. **Annual Meetings.** The time and place of the annual meetings of the Board of Directors year shall coincide with the annual meeting of the members of the Corporation. Written notice of the time and place of these meetings shall be provided at least 10 days in advance, and may be made by mail through the United States Postal Service or electronic transmission via any provider authorized by the Corporation. .

Section 6. **Special Meetings Notice.** Special meetings of the Board of Directors shall be held whenever called by the President or at least three (3) members of the Board of Directors at such

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time and place as may be specified in the notice. Notice of such special meetings shall be given to each director at least 48 hours before the day on which the meeting is to be held and may be given orally or in writing. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

Section 7. **Executive Session**: At any meeting of the Board of Directors, where a quorum is present, the Board of Directors may, by a majority vote, decide to enter an executive session in which only voting Directors may be present. The decision to enter executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes. Executive session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.

Section 8. **Meetings by Telephone Conference Call**. All meetings may be held by telephone conference call or other similar telecommunications equipment by means of which all persons participating in the meeting can hear or understand each other at the same time. Participation by such means shall constitute in person presence of the Directors at the meeting.

Section 9. **Quorum and Voting**. A majority of the Directors shall constitute a quorum for the transaction of business.,_ Except as otherwise provided in these bylaws, decisions of the Board of Directors shall be by vote of a majority of those present assuming a quorum, but not less than one-third (1/3) of the Directors then serving. Each Director shall have one vote. Directors may vote only in person. There shall be no proxy voting.

Section 10. **Vacancies**. Any vacancy in the Board of Directors may be filled for the unexpired portion of the term by a majority vote of the remaining Directors, at any meeting of the Board of Directors where notice of the action is provided in advance.

Section 11. **Removal of Directors**. Any director may be removed by the affirmative vote of two-thirds of the full Board of Directors, in person at any regular or special meeting called for that purpose, with or without cause. Any such director proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Section 12. **Resignation**: A Director may resign by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President. Failure to attend three (3) consecutive Board of Directors meetings without excuse shall constitute a resignation from the Board of Directors.

Section 13. **Chair**. At all meetings of the Board of Directors, the President or in his/her absence, the Vice-President, or in their absence, a chair chosen by the Directors present, shall preside.

Section 14. **Compensation**. Directors shall not receive any compensation for their services. Provided, however, that Directors shall be entitled to advance payment of or reimbursement for any expenses incurred on behalf of the corporation.

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Article IV.

OFFICERS and EXECUTIVE COMMITTEE

Section 1. Number, qualifications, election and Term of Office.

- a. The Board of Directors shall be comprised of President, a Vice-President, a Secretary, a Treasurer, the Immediate Past President and three (3) At Large Members.
- b. The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The same person may hold any two offices, except those of President and Vice-President.
- c. The Executive Committee shall consist of the Immediate Past President, President and three (3) At Large Members.
- d. Each Director shall hold office for two years, except as may previously be determined in the notice of his/her election, which determination shall be made by the Board of Directors or by a nominating committee at the time of nomination, and shall serve until his/her successor shall have been elected and qualified.
- e. With the exception of the Treasurer, Officers serve successive terms in ascending offices, as elected every two years culminating in serving as Vice President in the 3rd year, President in the 5th year; and Immediate Past President in the 7th year after being elected as Secretary.
- f. At-Large Members having completed his/her two (2) year term shall be eligible for re-election to the Board of Directors as an Officer or member of the Executive Committee.

Section 2. Vacancies. A vacancy in any office, not otherwise provided for, may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 3. President. The President shall preside at and conduct all meetings of the Board of Directors and of the Executive Committee. The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board of Directors; serve as the representative of the Corporation in meetings and discussions with other organizations and agencies; and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board of Directors.

Section 4. Vice-President. The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board of Directors and, at the request of the President, assist in the performance of the duties of the President.

Section 5. Secretary. The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the minutes and a current listing, with contact information, of the Directors at the office of the Corporation. These responsibilities may be delegated, where appropriate.

Section 6. Treasurer. The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board of Directors to monitor the organization's

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financial resources. The Treasurer shall advise the Board of Directors of any significant financial matters that require action by the Board of Directors. If required, the Treasurer shall ensure that the Board of Directors engages a qualified auditor for an annual examination of the financial statements. The Treasurer shall serve as a member of the Finance Committee and may serve as the chair of the Finance Committee.

Section 7. **Removal of Officers.** Any officer may be removed from office by the affirmative vote of two-thirds of the full Board of Directors, at any regular or special meeting called for the purpose, with or without cause. Any such officer proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to be heard at such meeting.

Section 8. **Resignation of Officers.** An officer may resign by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning officer is the President.

Section 9. **Checks and Bond.** The President, Vice-President, Treasurer, or any other officer designated by the Board of Directors, shall be authorized to sign checks and drafts of the Corporation. They shall not be required to give bond for the faithful discharge of their duties.

Section 10. **Vacancies.** Any vacancy in any office shall be filled by the Board of Directors at any regular or special meeting and any Director so elected shall fulfill the term of his/her predecessor.

ARTICLE V.

Section 1. **Committees.** The Board of Directors may appoint from its members or the members at large of the Corporation, any committee and delegate to that committee any and all duties allowed by the laws of the State of New Mexico. The Board of Directors may not delegate to committees the following powers: with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee amending, altering or repealing the bylaws; electing, appointing or removing any member of any committee or any director or officer of the corporation; amending the articles of incorporation, restating articles of incorporation, adopting a plan of merger or adopting a plan of consolidation.

Section 2. **Selection of Committee Members.** The President shall appoint committee members as he/she deems necessary. The President shall designate one member of the committee as Chair. The Chair of the Committee shall coordinate the activity of the Committee and report back to the Board of Directors on the activities of the Committee. The Chair shall serve a term of no more than three years and may not serve consecutive terms, unless approved unanimously by the Board of Directors.

Section 3. **Advisory Board.** The Board of Directors may appoint from persons interested in the work of the Corporation an Advisory Board consisting of as many individuals as in their judgment will serve to benefit the Corporation, and the number may be increased or diminished from time to time as the Board of Directors shall direct. These Advisory Board members will be appointed each year by the Board of Directors and may serve an unlimited number of consecutive terms. Each year the Board of Directors shall appoint a Chair of the Advisory Board from among the Advisory Board members to serve for a term of one year. The Advisory Board from time to time shall consider and make recommendations concerning such questions as may be submitted to them by the Chair; and

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the Board of Advisors, or any of its members to selected, shall be privileged to be present at, and participate in the discussions arising at meetings of the Board of Directors to which they are invited by the Board of Directors. Members of the Advisory Board shall not have voting rights on the Board of Directors, and do not serve as fiduciaries of the organization.

ARTICLE VI.

APPOINTED OFFICERS AND STAFF:

- (a) The Board may appoint a staff person with a title appropriate to the functions of that staff person. If the appointed staff member is a chief executive officer, other staff shall be appointed by the chief executive officer.
- (b) The Board may delegate duties and customary authority to the appointed staff person. The duties and authority delegated shall be memorialized in written job descriptions.
- (c) The appointed staff person shall be subject to hire and termination by the Board. If a chief executive officer is appointed, other appointed staff shall be subject to hire and termination by the chief executive officer.
- (d) Except when the Board is meeting in executive session, the appointed staff may attend and participate in meetings of the Board and of committees as staff to the Board and the committees but shall not be entitled to a vote.

ARTICLE VII

CONFLICT OF INTEREST:

The Board of Directors shall adopt a conflict of interest policy that covers Board of Director members, staff members, and volunteers with significant decision-making authority with respect to the resources of the organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

ARTICLE VIII.

INDEMNIFICATION:

The Corporation shall indemnify its Directors and officers to the fullest extent permitted by state and federal law including the payment of related legal expenses.

ARTICLE IX.

FISCAL YEAR:

The fiscal year of the Corporation shall be from January 1st to December 31st.

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ARTICLE X

AMENDMENTS

The Bylaws may be amended by the majority approval of the members at any regular or special meeting. Any proposed amendment(s) must be submitted to the Members in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

ARTICLE XI.

DISSOLUTION: The Corporation may be dissolved by the Board of Directors adopting a resolution recommending that the Corporation be dissolved, and directing that the question of the dissolution be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting. Written notice stating that the purpose or one of the purposes, of the meeting is to consider the advisability of dissolving the corporation shall be given to each member entitled to vote at the meeting, within the time and in the manner provided in the Nonprofit Corporation Act for the giving of notice of meetings of members. A resolution to dissolve the corporation shall be adopted upon receiving at least two-thirds of the votes which members present at the meeting or represented by proxy are entitled to cast.

In the event of dissolution, the Board of Directors shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board of Directors shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

Adopted by the Board of Directors this 18 day of August 2020



8/19/20

President

Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board of Directors.



Secretary

Dated

Amended 8/6/2020