

# Oregon

Pest Control Association

## CONSTITUTION AND BYLAWS Oregon Pest Control Association

### ARTICLE I NAME

The name of the Corporation shall be Pest Control Operators of Oregon, Incorporated; hereinafter referred to as "the corporation" and shall do business as the Oregon Pest Control Association.

### ARTICLE II OBJECTIVES AND PURPOSE

The objectives and purposes for which this association is formed are:

1. To promote the welfare of the pest management home inspection and/or related professions, particularly in the State of Oregon.
2. To unite any and all firms, corporations, associations or persons in the State of Oregon, the United States of America, North America, or Internationally, who provide for the welfare of mankind by protecting health, food, shelter and the environment from vertebrate and invertebrates pests as well as fungi and parasites which may be considered pests, by use of non-chemical or chemical means or a combination of both
3. To foster the professionalism of our businesses and to create a greater spirit of cooperation and friendly feeling among members.
4. To foster educational and business relations of the members; to broaden their interest and skill in the pursuit of their profession; and to continually improve the standards of the industry
5. To foster the relationship between our professions and local, state, federal and international regulators.
6. To promote and encourage these purposes among members by training, education and common commitment.
7. To do everything necessary, suitable and proper either alone or in association with other corporations, firms or individuals, for the accomplishment of any of the purposes or attainment of any of the objectives set forth herein, and to have all the rights, powers and privileges now or hereafter conferred by the laws of the State of Oregon in reference to not-for-profit corporations.
8. To promote and maintain, in their business practices, a higher standard of conduct and ethics and to encourage pursuit of such high standards among members.
9. To continuously improve relations between the consuming public, members of the association and the industry as a whole.

### ARTICLE III MEMBERSHIP

#### Section 1: Membership in the organization shall be of the following classes:

- A. **Voting Membership:** Only active Members shall be eligible to vote or serve as officers on the Board of Directors:

**Active Membership:** Any firm licensed under the State of Oregon to perform pest control inspection, application and /or corrective/repair services directly for consumers as a Pest Control Operator, or as a Wildlife Control Operator (WCO) permitted by the State of Oregon, is eligible to one Active Membership. Active Membership shall be a joint membership with the National Pest Management Association and Oregonians for Food & Shelter. There shall not be more than one (1) Active Membership per firm. In the case of wholly -owned subsidiaries, there shall be only one (1) Active Membership per parent organization.

Membership in the Association belongs to the firm or organization, rather than to the individual. However, each Active Member firm shall designate one (1) individual to represent it for a period of one (1) membership year and shall be a full-time employee, owner or officer of the member firm. In no case may one (1) individual represent more than one Active Member.

An optional Alternate representative" may be also register with the Corporation to represent the Active Member firm in the absence of the Designated Representative for the purpose of voting at Corporation meetings only. Registration of an Alternate Representative must meet the same criteria as the Designated Representative.

A firm may change its Designated and/or alternate Representative by giving written notice to the Executive Secretary.

**(a) Application Form for Active Membership:** An application form for Active-Membership may only be received on an approved application form provided by the Corporation which shall contain a complete copy of the Bylaws and Code of Ethics and an authorized signature of the applicant pledging compliance with these by laws and any grievance and arbitration plan which may be adopted by the Corporation as a condition of acceptance.

**(a) Publication of Applicants:** The name of the firm and declared individual representative applying for an Active Membership shall be published to the membership for (15) fifteen days after receiving application. Any Active member wishing to provide information relative to the acceptance of an Active Membership application must do so in writing via First Class Mail or email to the Corporation office within (15) fifteen days from such publication. The Board of Directors shall have (15) fifteen days from the end of the comment period to vote on any applicant.

**(b) Acceptance into Active Membership:** A firm shall become an Active Member after meeting the required qualifications for Active Membership listed above, and upon payment of one (1) year's annual dues in advance, completion of the application in full, completion of applicant publication as per (b) above, and an affirmative vote of the Board of Directors. If any applicant is not accepted by the Board of Directors, after reviewing information relative to the applicant, the Board of Directors shall request the applicant refrain from applying for a period of one year.

**B. Non-Voting Membership:** The following membership category shall have non-voting membership and shall not be eligible to serve as officers on the Board of Directors.

**1. Associate Membership:** Any firm licensed under the State of Oregon to perform home inspection.

**2. Allied Membership:** Any person, firm or corporation who manufactures or supplies products, equipment and/or other materials or services to our professions shall be eligible for Allied Membership.

**3. Honorary Membership:** Honorary Membership may be conferred upon individuals who

have made outstanding contribution to our professions or to the Association. Honorary Members may be elected at any Annual Meeting by a two-thirds (2/3) majority vote of those present and voting. Honorary Members may not vote or hold office and shall not be charged dues. They shall be entitled to all other benefits of membership.

**4. Lifetime Membership:** An individual who has been an Active member for a period of 20 years or longer or who has served as President of the Association shall be eligible for Lifetime Membership. Lifetime Members may not vote and shall not be charged dues. Lifetime members may be elected at any Annual Meeting by a two-third (2/3) majority vote of those present and voting. If a Lifetime Member wishes to maintain his vote, he/she does have the option to pay dues and keep his/her voting rights.

## **Section 2: Termination or Rejection of Membership**

Membership may be terminated or rejected upon the occurrence of one or more of the following grounds for termination:

- (a) By death of a member.
- (b) By written resignation of the member.
- (c) By sale of the member company to another company
- (d) By termination of business license by the state
- (e) When a member's annual dues have not been paid as of the first day of the fourth month of the membership year for which dues are assessed.
- (f) At the discretion of the Board of Directors upon the recommendation of the Grievance Committee, for failure by the member to resolve any open and /or active Consumer Complaint on record with the Oregon Department of Justice within 90 days of the date of written notification to the member from the Grievance Committee. A review of the member's or applicant's records with the Oregon Department of Agriculture for disciplinary action may also be used in determining the qualification for membership.
- (g) At the discretion of the Board of Directors upon the recommendation of the Grievance Committee in accordance with Article V of these by-laws for:
  - (1) Failure to comply with the Code of Ethics.
  - (2) Failure to comply with any grievance or arbitration plan currently in effect.
  - (3) Failure to comply with the judgment orders of any grievance or arbitration hearing.
  - (4) Activity detrimental to the interests of the public or the welfare of the Corporation.
  - (5) Making false or fraudulent claims.
  - (6) Applying worthless or improper materials or procedures
  - (7) Chronically operating faulty or unsafe apparatus.
  - (8) Operating without a valid Oregon State Pesticide Applicator's and/or Operator's license and/or Construction Contractor Board Registration and/or ODF&W licenses or permits as required by law to perform their duties.
  - (9) Chronically operating substantially below the standards of the industry.
  - (10) Conviction of a felony by a legal court convened under the laws of the State of Oregon and/or the United States of America.
  - (11) Revocation of Oregon State Pesticide Applicator's or Operator's license and/or Construction Contractors Board Registration and/or ODF&W licenses or permits as required by law.

## **Section 3: Membership Year**

The membership year shall be July 1 of each calendar year until June 30 of the following calendar year.

## **ARTICLE IV MEMBERS' RIGHTS**

### **Section 1: Voting:**

- a. Each Active Member shall be entitled to one (1) vote. Only the Designated Representative or registered alternate may vote on behalf of a member firm.

b. Each Active Member entitled to vote may do so by proxy; provided, however, that the instrument authorizing such proxy to act shall have been executed in writing by the member himself or by his/her attorney-in-fact thereunto duly authorized in writing. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless the persons executing it shall have specified herein the length of time it is to continue in force. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the association.

### **Section 2: Association Logo**

Only Active, Associate, Allied and Honorary members in good standing shall be entitled to use and advertise with the Corporation Logo.

### **Section 3: Attendance at Functions**

All members in good standing have the right to attend all regular meetings, functions, conferences, educational seminars and social events of the Association.

### **Section 4: Cooperative Programs**

All members in good standing shall have the right to participate in any cooperative programs which may be developed for the benefit of the Corporation, except that joint membership with the National Pest Management Association shall be limited to Active Members only.

### **Section 5: Committees and Officers**

All Designated Representatives and employees of Active Members, and all Associate and Honorary Members in good standing shall be eligible to serve on committees. Only the designated representative or Alternate Representative of Active Member firms may hold office or serve on the nominating committee or chair committees except as otherwise permitted in these bylaws.

### **Section 6: Copyrighted Materials**

Only members in good standing may use copyrighted materials of the corporation except as permitted by majority vote of the Active Members at any duly constituted membership meeting at which a quorum was present.

### **Section 7: Rights & Privileges of Joint Membership**

Only Active Members in good standing **will** be eligible for any rights and privileges of National Pest Management Association membership which includes the use and display of the logo of the National Pest Management Association; or any other rights and privileges of National that includes, but is not limited to: services, purchases of publications, forms, training programs, etc. at member rates.

## **ARTICLE V GRIEVANCE AND DISCIPLINARY ACTION**

### **Section 1: General**

The conduct of all classes of members of this Corporation shall be expected, at all times, to be in accordance with the provisions of the Code of Ethics, these Bylaws and the policies adopted by the Corporation.

### **Section 2: Initiation of Complaints**

A complaint against any member of the Corporation by a customer or another member may be filed informally with the Chairman of the Standards and Ethics Committee. The complaint shall be in writing and be required only to set forth the facts of the complaint in general terms for the following informal method of dealing with complaints.

### **Section 3: Investigation and Resolving of Complaints**

When a complaint is received by the Chairman of the Standards and Ethics Committee from any source, it shall be investigated immediately. If the Chairman resolves the complaint to the satisfaction of both the member and the complainant, and the resolution is not subject to a confidentiality agreement reached between

the member and the complainant, then such information concerning the complaint and how it was resolved shall be subject to disclosure to the consuming public upon inquiry. The Chairman and his or her designee shall only disclose the following information concerning the complaint and resolution, and such disclosure shall not be made if the member is no longer a member of the corporation:

- (a) Date of the complaint;
- (b) Identity of the member complained of;
- (c) Brief description of the complained of conduct;
- (d) That the member and the complainant resolved the matter to their mutual satisfaction.

#### **Section 4: Unreasonable and/or Trivial Complaints**

(a) In the event the Chairman is unable to resolve the complaint, he *or* she shall report his *or* her findings to the President in writing. If the President determines that the complaint is improper on the grounds of triviality, then the complaint shall not be subject to disclosure to the public except upon service of subpoena or other court order. The president shall have the power to determine that the complaint shall be improper on the grounds of triviality.

(b) If the president determines that the complaint is of sufficient gravity to warrant disciplinary action, he/she will appoint a Grievance Committee to conduct a hearing on the subject.

(c) The grievance committee shall be composed of the first and second vice presidents and at least two (2) designated representatives of Active Members in good standing, whose businesses shall, as much as possible, be sufficiently remote from the accused to ensure against a possible ultimate judgment by a direct competitor.

(d) The Chairman shall chair the grievance committee unless he or she voluntarily relinquishes the chair to an appointed member of the grievance committee or unless he or she is removed from the chair by the unanimous vote of the remaining committee members present.

#### **Section 5: Grievance Committee Hearing**

(a) Written notice of the hearing will be given by certified mail at least fifteen (15) days prior thereto.

(b) Unless the grievance committee decides otherwise, the hearing shall be held in the home city of the accused. The hearing shall be informal and the grievance committee shall have the sole power to determine the character of the evidence to be heard and the manner of its presentation. In no event shall the accused be denied the right to be heard if its representative and its witnesses, if any, are present at the time and place of the hearing.

**Section 6: Judgments of the Grievance Committee:** After a hearing based on a complaint, whether or not the accused member is represented at the hearing, the grievance committee may, by a majority vote, make any one of the following determinations:

(a) That the complaint is totally unfounded, in which case the complaint may be dismissed. In such an instance, the complaint shall not be subject to disclosure to the public except upon service of subpoena or other court order.

(b) That the complaint is sustained in part, in which case the grievance committee may order the accused to correct the sustained part of the complaint or suffer such disciplinary action as the grievance committee may determine.

(c) That the complaint is wholly sustained by the evidence and by the reasonable deductions and inferences drawn from the evidence, in which case the Committee may determine the punishment of the accused.

(1) Punishment may be any of the following:

(aa) a simple letter of warning to be kept in the convicted members file;

(bb) or an official reprimand of the accused (published to all members);

(cc) or an official reprimand published to all members plus suspension from all rights of membership for a period of one year.

(dd) or an official reprimand, published to all members plus permanent expulsion from the Corporation.

(2) If the judgment of the grievance committee is a letter of warning or official reprimand or suspension, it shall be accompanied by an order directing the accused to cease and desist from that conduct which was found to be in violation of the Code of Ethics or policies of the Corporation.

(3) Judgment of the grievance committee may also include, when appropriate, an order of reasonable restitution to a wronged party. Such restitution may include reimbursement for expenses incurred, partial or full refunds of monies paid to the accused, and/or the completion of pest control services at no charge or a reduced charge.

(4) If any order of the grievance committee is not obeyed within the time frame established by the order, such disobedience shall constitute a separate offense which shall be cause for the reconvening of the grievance committee for such action as shall be necessary and proper under the circumstances.

**Section 7: Hearing Report:**

After the hearing, the grievance committee shall produce a "hearing report" and transmit same to the President as soon as practical. It shall then be the duty of the President to report the findings to the membership.

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**Section 8: Appeals:**

In the event the accused member wishes to appeal the decision of the grievance committee, the accused firm shall have the right to petition the Board of Directors for a review. If a review is granted, according to such rules that the Board themselves may determine, the Board of Directors may sustain, reverse or modify the decision of the grievance committee.

**Section 9: Disclosure of Grievance Committee Findings, Official Reprimands, and Hearing Reports**

(a) With regard to the findings of the Grievance Committee that a complaint is sustained in whole or in part, then the following information shall be subject to disclosure to the consuming public regarding current members:

- (1) Date of the complaint;
- (2) Identity of the member complained of;
- (3) Brief description of the complained conduct;
- (4) Ultimate action taken against the member or manner in which complaint was ultimately resolved.

(b) If the President, his or her designee, or other OPCA officer or director is aware that the inquiry is being made by an attorney, agent acting on behalf of an attorney, an investigator of any kind, or is otherwise aware that the disclosure is likely to be used in a court proceeding against a current member, then any disclosure made as provided for in this section shall be made only upon written request.

### **Section 10: Hearing Costs, Expulsion Cost**

The Grievance Committee, upon a finding of guilt against the accused, shall have the right to determine reasonable costs of the hearing to the Corporation, and may require the accused to pay such costs in connection with any other punishment or order of restitution that may be ordered. In case of such determination of costs in connection with an order of expulsion, the payment thereof shall constitute a condition precedent to any reinstatement of membership to the Corporation.

### **Section 11: Reinstatement of Membership**

In the event a member is expelled, a petition for reinstatement shall not be entertained by the Board of Directors until a full year has lapsed from the date of the final order of expulsion, and if reinstatement is permitted, it shall be under such terms and conditions as the Board of Directors shall see fit, but not inconsistent with these Bylaws.

## **ARTICLE VI DUES**

### **Section 1: Schedule of Support**

(a) The annual dues for Active Members shall include Oregon Pest Control Association dues, determined by a majority vote of the membership at a duly constituted meeting. National Pest Management Association dues are determined by agreement with the National Pest Management Association, and Oregonians for Food & Shelter dues by agreement with Oregonians for Food & Shelter.

(b) The annual dues for Associate, Allied, and Associate Membership dues shall include Oregon Pest Control Association dues to be determined by a majority vote of the membership at a duly constituted meeting and Oregonians for Food & Shelter dues by agreement with Oregonians for Food & Shelter.

### **Section 2: Dues Payable**

Annual dues shall become due on the first day of each membership year.

### **Section 3: Processing Fee**

A new member processing fee, not to exceed 20% of the corporation annual dues (excludes portion of dues payable to the National Pest Management Association) shall be assessed to all new Active, ~~and~~-Associate ~~and Limited~~ members during the first year of membership. The processing fee will be determined by a majority vote of the Board of Directors.

### **Section 4: New Member Dues**

Membership dues for new members shall be prorated to the nearest full quarter of the membership year.

## **ARTICLE VII CORPORATION OFFICE AND MEETINGS**

### **Section 1: Business address**

The principal place of business of the Corporation shall be the business address of the Executive Secretary.

**Section 2: Regular Meetings:** Regular meetings shall be held at a location designated by the Board of Directors, at the option of the Board but not less than three (3) per year.

### **Section 3: Annual Meeting**

An annual meeting shall be held during the second quarter of the calendar year, at which new officers and members-at-large shall be elected.

### **Section 4: Special Meetings**

Special meetings of the membership may be called for any purpose or purposes by the Board of Directors. A special meeting may also be called by the President upon the written request of one-third (1/3) of the membership.

**Section 5: Notice**

Notice of all meetings shall be mailed to the membership at least 15 calendar days prior to each meeting. Notices of meetings and their locations, as well as other Association affairs which require written notice, shall be sent first class mail or e-mail to the last recorded address of each member. Each member shall be responsible for sending the Executive Secretary any changes of the address for his/her record.

**Section 6: Quorum:**

At any regular or annual meeting of the Corporation, one-third (1/3) of the Active Members in good standing shall constitute a quorum. In the event that there should be less than one-third (1/3) present, the Presiding Officer may adjourn the meeting until such time as a quorum is present.

**Section 7: Rules of Order**

The order of business as established by the Board of Directors may be altered or suspended at any meeting by a majority vote of the Active Members present in good standing. The usual parliamentary rules in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these Bylaws.

## ARTICLE VIII BOARD OF DIRECTORS

**Section 1: Board of Directors**

The Board of Directors shall consist of the elected officers, and members-at-large of the Corporation.

**Section 2: Powers and Duties**

The Board of Directors shall manage the affairs, property and funds of the Corporation. No director, officer, or member, or any agent of any such person, shall authorize or allow any Corporation funds to be expended for purpose other than as set forth in the Articles of Incorporation and no funds shall be expended for the support or opposition of any candidate for public office or to support or oppose any political party organization. The Board of Directors shall approve or reject budgets as presented by Committee Chairmen from time to time.

- (a) The Board of Directors may establish a scholarship program for the purpose of funding educational opportunities for the recipient.
- (b) A scholarship committee may be established to develop the program parameters, procedures, and funding mechanism for the scholarship(s). The chairman of the Scholarship Committee will submit the request to the Board of Directors for final approval.
- (c) Any and all persons receiving regular compensation shall not have voting rights on the Board of Directors.
- (d) the Board of Directors may establish a Past Presidents group for the purpose of acknowledging their contributions, experience and wisdom, to further promote the welfare of our professions and to act as a fund raising committee as so deemed by the Board of Directors.

**Section 3: Meetings**

Except that the Board shall have a regular meeting at the time and place of the annual meeting, the Board shall meet upon call of the President. The Board may also be called to meet upon demand of a majority of its members, at such time and place as it may designate. All regularly scheduled board meetings will be announced to the general membership. The Board can communicate amongst itself and the membership by US mail or electronic communications including but not limited to: email, conference calls and video conferencing.

**Section 4: Quorum**

Two-thirds (2/3) of the members of the Board shall constitute a quorum to transact business of the Corporation at any meeting of the Board of Directors. Any less number may adjourn until a quorum is present.

**Section 5: Voting**

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the event that there should be less than 1/3 present, the presiding officer may adjourn the meeting until such time as a quorum is present. Meetings may be held by conference call or other electronic device.

## **ARTICLE IX OFFICERS AND COMMITTEES**

### **Section 1: General**

The officers of the Corporation shall be a President, First Vice-President, Second Vice-President, Secretary/Treasurer, and Past-President. All of these officers shall remain members of the Board of Directors during their terms of office and shall serve without compensation.

#### **(a) Officers**

Officers of the Corporation shall commit to a four-year term in which they move from Second Vice-President to First Vice-President, First Vice-President to President and ending with Past President. In this manner they learn the operations of the Association as they Advance in office. The office of Secretary/Treasurer will be a one-year term, at the end of term the option is available to run for the Second Vice-President position.

#### **(b) Members-at-large**

Members-at-large shall be elected positions of the Corporation and shall serve on the Board of Directors during his/her term of office. The Members-at-Large shall serve as Members of the Board of Directors; however, they are not Officers of the Corporation. There shall be no more than six Members-at-Large.

### **Section 2: Powers and Duties:**

**(a) President:** The President shall be the principal elective officer of the Corporation. He/she shall serve as Chairman of the Board of Directors. He/she shall perform such duties as are necessarily incident to the office of President or as prescribed by the Board of Directors and shall be first signatory on all checks issued by the Corporation. The President shall assume the office of Past-President for the membership year immediately following the expiration of his/her term as President. President shall serve on the Executive Sub-Committee.

**(b) First Vice-President:** The First Vice-President shall serve on the Education Committee, serve on the Executive Sub-Committee and may be delegated by the President to perform his/her duties, in the event of his/her temporary disability or absence from meetings, and shall have such other duties as specified in Article V of these Bylaws and as the President or the Board may assign.

**(c) Second Vice-President:** The second Vice-President shall serve on the Education Committee and may be delegated to assume all duties of the First-Vice President during his/her absence, or at any other time as directed by the President. He/she shall perform those duties as specified in Article V of these By-laws.

**(d) Secretary / Treasurer:** The Secretary/Treasurer shall review all of the administrative and bookkeeping activities of the Corporation. The Secretary/Treasurer shall be the second signatory on all checks issued by the Corporation.

**(e) Past-President:** The Past-President shall serve as a member of the Board of Directors, Executive Sub-Committee, Education and Standards and Ethics Committee and will carry out such other duties as may be assigned by the President.

### **Section 3: Election of Officers, Members-at-Large, and Terms of Office:**

(a) Election of the office of President, First Vice-President, Second Vice-President, Secretary/

Treasurer and Members-at-Large shall take place at the Annual Meeting of the Corporation.

- (b) Elected Officers shall assume their duties immediately upon the first day of the membership year for which the officers were elected.
- (c) Each term of office shall be one (1) year.
- (d) A nominating committee of three (3) Designated Representatives of Active Members shall be appointed by the Board of Directors at the regular meeting prior to the annual meeting in which elections are to be held. Their purpose is to submit names to the membership for the election of Second Vice-President and Members-at-Large. The committee shall have two months in which to submit the list of nominees.

**Section 4:** No person may hold more than one office at a time.

**Section 5:** At no time shall more than one (1) officer be of the same firm or from the same family "Family" as defined herein shall mean husband and wife, parents and children, brothers and sisters, brothers in law and sisters in law.

**Section 6: Vacancies:**

- (a) Any vacancy of any office with the exception of Past-President shall be filled by a vote of the Board of Directors. The newly appointed Officers shall serve the remaining portion of the term of office vacated.
- (b) The Board of Directors shall nominate one or more candidates to fill a vacancy in the office of any elected office of Member-at-Large. A vacancy any of these positions shall be filled from the slate of nominees provided by the Board of Directors by a majority vote of the general membership at the next duly constituted general meeting at which a quorum is present. Nominations to fill a vacancy in any of these positions may also be received from the general membership at the time of the election.
- (c) A vacancy in the office of Past-President shall remain unfilled for the remainder of the un-expired term.

**Section 7:**

Only the Designated Representative or Alternate Representative of Active Members in good standing is eligible to **to serve as an elected officer** as described in the Constitution and Bylaws.

**Section 8: Committees:**

- (a) The Board of Directors shall appoint such Committee Chairpersons as may be required. There shall be no less than two (2) persons on any given committee. All Committee meetings shall be open. However, only the committee members shall have a vote on any committee. The committee chairman may limit the participation of any non-committee members at any open committee meeting.
- (b) A Professional Standards and Ethics Committee shall be a permanent standing committee of the Corporation. This committee shall have the responsibility to determine recommended and acceptable procedures and business practices in the State of Oregon relative to the operation of a pest control business by Members. The chairman of this committee shall be a member of the Board of Directors, and shall be appointed by the President. The chairman may choose non-board, but Active Members as members of this committee. The immediate Past President will serve on this committee.

In any instance where the Professional Standards & Ethics Committee proposes guidelines for future use by the pest control industry, such guidelines must be approved by a two-thirds (2/3) vote at any regular membership meeting at which a quorum was present.

- (c) An Executive Sub-Committee will be formed and will consist only of the President, Vice President and Immediate Past-President.

## Section 9: Executive Secretary

- (a) The Board of Directors shall have the power and authority to enter into a contractual agreement for the services of a person to perform the duties of Executive Secretary of the Association. It will require the approval of two-thirds vote of the Board of Directors to enter into a contract with the Executive Secretary.
- (b) **Compensation:** The Compensation and review plan for the Executive Secretary shall be fixed by a sub-committee of the Executive Committee consisting of the President, 1<sup>st</sup> Vice President, and Immediate Past-President who shall report to the Board of Directors.
- (c) **Termination of Contract:** The Executive Secretary shall retain the position at the will of the Board of directors and shall be subject to dismissal by a two-thirds vote of the entire Board of Directors.
- (d) **Responsibilities:**
  - 1. The Executive Secretary shall be the chief administrator of the Association, subject to instructions and approval by the Board of Directors.
  - 2. A position description of the Executive Secretary shall be approved by the Board of Directors. This description shall be periodically reviewed by the Executive Sub-Committee and changed as needed to insure that it meets the needs of the Association, it's Membership and the industry and that it accurately reflects the duties of the Executive Secretary.
  - 3. The Executive Secretary serves ex officio without vote on all Committees, Boards and meetings.
  - 4. The Executive Secretary shall perform all the administrative and bookkeeping duties of the corporation including but not limited to:
    - a. Keep minutes of all meetings of the Corporation, except the Executive Sub-Committee.
    - b. See that all notices are duly given in accordance with provisions of these bylaws.
    - c. Keep the books and financial records of the Corporation.
    - d. Report the financial condition of the Corporation at all meetings of the Board of Directors and at other times when called upon by the President.

## ARTICLE X FINANCIAL REVIEW

The Board of Directors or its appointed representative(s) shall conduct a review of the books and minutes of the past fiscal year. A report must be made ready for the Board of Directors by the October monthly meeting.

## ARTICLE XI AMENDMENTS

This Constitution and Bylaws, and such Constitution and Bylaws as may hereafter be adopted, may be amended, repealed, or altered in whole or in part by a two-thirds (2/3) vote of any regularly scheduled meeting of the Corporation at which a quorum was present, provided the proposed changes are submitted by first class mail or email to the last recorded address of each Active Member at least fifteen (15) days before the date of the meeting at which the changes are to be considered.

*Adopted December 3, 1988*  
*Amended June 2, 1990*  
*Amended June 20, 1992*  
*Amended June 18, 1994*  
*Amended April 15, 1996*  
*(effective July 1, 1996)*  
*Amended June 8, 1996*

*Amended June 7, 1997*  
*Amended September 1, 1998*  
*Amended June 9, 2001*  
*Amended September 23, 2002*  
*Amended June 7, 2003*  
*Amended March 4, 2005*  
*Amended September 23, 2005*

*Amended March 2, 2007*  
*Amended November 15, 2007*  
*Amended March 6, 2009*  
*Amended June 9, 2012*  
*Amended June 7, 2014*  
*Amended May 30, 2015*  
*Amended June 3, 2017*