

1 **Proposed Revision of the Bylaws of**
2 **Pennsylvania Pest Management**
3 **Association** *Proposed: Fall 2021*



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Article I. Name

The name of the organization will be the Pennsylvania Pest Management Association, Inc. The letters PPMA will be used as the acronym of the organization.

Article II. Mission, Vision, Objectives and Values

Section A. Mission Statement.

The Pennsylvania Pest Management Association is dedicated to leading the structural pest management industry in the Commonwealth by providing superior education opportunities for the industry, a united voice for the industry in the Commonwealth, and maintaining the trust of its members, as well as the citizens and government of the Commonwealth, while sustaining its tradition of environmental stewardship.

Section B. Vision.

The Pennsylvania Pest Management Association is a group of structural pest management professionals who value member participation, interaction, communication, and a spirit of cooperation between companies of all sizes.

Section C. Objectives.

The objectives of PPMA are:

- ❖ To make a meaningful, positive impact for all pest management professionals in the Commonwealth through education, representation, and providing a resource of information for their benefit.
- ❖ To educate the citizens of the Commonwealth regarding this industry's positive contributions toward protecting health, property, and well-being.
- ❖ To guide the government of the Commonwealth by serving as its technical and pest management business resource in regulating and protecting the property, health, and well-being of citizens of the Commonwealth.

114 Section D. Values.

115 The Pennsylvania Pest Management Association values the trust and support of

- 116
- The citizens of the Commonwealth.
 - 117 • The structural pest management industry in the Commonwealth.
 - 118 • The government of the Commonwealth and encourages communication between these
 - 119 parties.

120 Above all, this Association values its traditional role as a steward of the environment, an
121 educational resource for the Citizens, Pest Management Professionals, and Government of the
122 Commonwealth, and an advocate of moral responsibility and business integrity.

123 **Article III. Members**

124 Membership is open to any individual, organization, or business willing to support the vision,
125 mission, and objectives of the PPMA. There are three membership categories: Active
126 Membership, Allied Membership, and Honorary/Emeritus Membership.

127 Section A. Active Membership

128 Active membership consists of licensed Pest Control Operators (PCOs) who have paid their
129 annual active membership dues. Active membership includes voting rights in organization
130 business.

131 Section B. Allied Membership

132 Allied membership includes individuals, organizations, and businesses who serve as industry
133 representatives and have paid their annual allied membership dues. Allied membership does
134 not include voting rights in organization business.

135 Section C. Honorary/Emeritus Membership

136 Honorary/Emeritus membership consists of retired individuals who were active PPMA members
137 for a minimum of ten years and have been nominated for honorary/emergitus membership by
138 either a Regional Board or the State Board of Directors. All Honorary/Emeritus memberships

139 require the approval of the PPMA State Board of Directors. Honorary/Emeritus have all benefits
140 of active membership except for the right to hold office and are not obligated to pay annual
141 membership dues.

142 Section D. Membership Year.

143 The membership year for the organization will be from July 1st to June 30th.

144 Section E. Dues.

145 The PPMA State Board of Directors will set the dues amount and the criteria for each category
146 of membership to be approved in the annual meeting. Dues are not refundable. Any member
147 whose dues are 6 months past due may have all privileges of membership terminated. Any
148 member suspended for non-payment of dues may be reinstated at any time by payment of dues
149 for the current membership year.

150 Section F. Special Assessments:

151 The PPMA State Board of Directors will have the authority to create special assessments of the
152 membership. The vote required for such assessment will be three-fourths of the entire board.

153 Section G. Voluntary Termination of Membership.

154 Any Member may resign at any time by giving written notice of its resignation to the PPMA. Any
155 resignation will take effect at the time specified in the written notice of resignation. If no time is
156 specified, the resignation will take effect immediately.

157 Section H. Involuntary Termination of Membership.

158 Any Member may be expelled for adequate reason (e.g., violation of the Bylaws or any policy,
159 rule or practice adopted by the Association) by a two-thirds (2/3) vote of the PPMA State Board
160 of Directors. Any Member proposed for expulsion is to be given adequate advance written
161 notice of at least thirty (30) days including the reason for the proposed expulsion, opportunity to
162 contest the proposed expulsion in writing or in person before the Board, and final written notice
163 of the Board's decision. The Board's decision is final and not subject to appeal.

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165 Section I. Transfer of Membership.

166 Membership in this Association is transferable or assignable upon the sale or transfer to new
167 owners, provided the owners continue to operate a business that qualifies for membership.
168 Notice of such transfer will be given to management firm.

169 **Article IV. Officers**

170 Section A. Elected Officers.

171 The officers of PPMA will be the President, President-Elect, and Vice-President.

172 Section B. Qualifications.

173 Only individuals holding active membership status are eligible to serve as a PPMA officer.
174 Members are not allowed to hold more than one office concurrently.

175 Section C. Term of Office.

176 All officers will have a term of two years beginning with election at the annual meeting of the
177 organization with the adjournment of the subsequent annual meeting, or until their successors
178 are elected.

179 Section D. Term Limits

180 The Vice President, President-Elect, and President may not serve two consecutive terms.

181 Section E. Duties of Officers.

182 In addition to those duties listed in the parliamentary authority, duties for each office are listed in
183 the standing rules of the organization.

184 Section F. Nomination of Officers.

185 Annually in the summer newsletter of the organization, officer positions open for election at the
186 annual meeting will be posted. Any active member may submit nominees for the open officer
187 positions on the State Board of Directors by email to the Executive Director by close of business
188 on September 15th. No name may be placed in nomination without the consent of the nominee.
189 Eligible Candidates will be announced in a newsletter of the organization.

190 Section G. Election of Officers.

191 Officers are elected by the membership of the organization with each company receiving one
192 voting delegate. Ballots for the available officer positions are prepared by the Executive Director
193 and disseminated to the voting delegates by close of business September 30th. Completed
194 ballots must be received by the Executive Director no later than October 15. No proxy votes are
195 allowed. Results are announced prior to the annual meeting. The voting process can be
196 executed electronically at the direction of the President.

197 Section H. Removal of Officers.

198 Any officer may be removed by a ballot vote of two-thirds (2/3) of the assembly present and
199 voting; provided however, the vote on removal will occur at the next regular meeting of the
200 assembly following the meeting at which a motion for removal of an officer or director is
201 adopted.

202 Section I. Vacancies.

203 In the event of a vacancy in any office, the Board of Directors will fill the office by appointment
204 with a majority vote except for the President. The President-Elect will complete the term in the
205 office of the President in the event of the current President being unable to complete their term
206 for any reason.

207 Section J. Election of At Large Directors

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Article V. Regions/Regional and At Large Directors

Section A. Regions

The PPMA will be grouped geographically into three regions with counties in each region identified in the Standing Rules of the organization.

Section B. Regional Boards

Each of the three regions will elect a regional board to conduct the business and affairs of their region consisting of a minimum of three members with one member being designated as the governor.

Section C. Election of Regional and At-Large Representation to the State Board

Members interested in serving on the PPMA board of directors as one of two voting members from each region or one of two at large members must contact the State Office by September 15th. Ballots for the available positions are prepared by the Executive Director and disseminated to the voting delegates by close of business September 30th. Ballots for the election of regional representation will be sent to respective regional delegates while the ballots for the at-large directors will be sent to all voting delegates. Completed ballots must be received by the Executive Director no later than October 15. No proxy votes are allowed. Results are announced prior to the annual meeting. The voting process can be executed electronically at the direction of the President.

Article VI. Meetings

Section A. Annual Meeting.

The annual meeting of the PPMA will be occur between the months of October and December every year for the purpose of electing officers, receiving reports of officers and committees and for any other business that may arise. The location will be determined by the State Board of Directors.

Section B. Special Meetings.

234 Special meetings of the membership may be called by the Board of Directors. Notice of all
235 general membership meetings will be made via Newsletter, email, or mail at least 30 days prior
236 to the date of the meeting and will include the specific items of business to be conducted at the
237 meeting.

238 Section C. Quorum.

239 The quorum needed for transaction of business at meetings of the association will be 10 active
240 members.

241 Section D. Electronic Meetings.

242 The Board of Directors, standing committees, and special committees are authorized to meet by
243 telephone or Web conference, or through other electronic communications media so long as all
244 the members may simultaneously hear each other and participate during the meeting. Electronic
245 participation will be at the discretion of the president and will constitute presence at the meeting,
246 thus counting towards quorum.

247 Section E. Action without Meeting.

248 The Board of Directors, any standing committee, or any special committee may act without a
249 meeting if the action taken is by unanimous consent of all members of the committee. The action
250 must be evidenced by written consent describing the action taken and signed by each committee
251 member.

252 Section F. Voting. Voting in elections and amending bylaws may be by mail-in ballot, voting in
253 person at a time and place designated, or by electronic means, including but not limited to, voting
254 machines, scanned ballots, handheld voting devices, or on a secure website voting program. The
255 Board of Directors will designate the voting method.

256 **Article VII. Board of Directors**

257 Section A. Board of Directors Composition.

258 The PPMA State Board of Directors will consist of 14 members including the offices of
259 president, president-elect, vice-president, 2 at-large state directors, 2 regional representatives
260 from each of the 3 regions, the immediate past president, a representative of the PPMA Partner
261 Program approved by the Board of Directors and the Executive Director or representative of
262 management firm or their designee.
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264 Section B. Duties of the Board of Directors.

265 The Board of Directors will be responsible for the management and administration of the
266 organization in all respects and for all purposes and will have the power to conduct the business
267 of the organization except that which is retained by the membership as provided by these bylaws.

268 Section C. Board of Director Members with Voting Privileges

269 Board of Directors with voting privileges includes the president, president-elect, vice-president,
270 2 at-large state directors, 6 regional representatives, the immediate past president, and a
271 representative of the PPMA Partner Program.

272 Section D. Executive Director/Officer or Agent.

273 The Board of Directors may employ an Executive Director/Management firm whose duties and
274 compensation will be as specified by the Board of Directors by contract. The organization may
275 authorize any officer or agent of the organization to enter a contract or execute and deliver any
276 instrument in the name of the organization. This authority may be limited to a specific contract or
277 instrument, or it may extend to any number and type of possible contracts and instruments.
278 Additional duties of the Executive Director may be found in the Standing Rules of the
279 organization.

280 Section E. Removal of Directors

281 Directors may be removed from the Board for cause upon two-thirds vote of the other members
282 of the Board. The notice of any Board meeting at which such action is contemplated will contain
283 a notice of the proposed termination, and the Director whose status is being challenged shall be
284 notified, in writing, at least thirty (30) days prior to the date of such meeting. In addition, a
285 person will cease to be a Director at such time as the Regular Member or Allied Member with
286 whom the Director is associated ceases to be a Member of the Association.

287 Section F. Quorum of the Board of Directors

288 The presence of a majority of the Board of Directors with voting privileges will constitute a quorum
289 at its meetings

290 Section G. Board of Directors Meetings.

291 The Board of Directors will meet at least six times a year. Meetings may be conducted in-person,
292 by telephone conference or through other electronic communications. Special meetings may be
293 called by the president with one day notice. Such notice may be provided by e-mail or by
294 telephone.

295 Section H. Electronic Meetings of the Board of Directors

296 The Board of Directors are authorized to meet by telephone conference or through other
297 electronic communications media so long as all the members can simultaneously hear each
298 other and participate during the meeting.

299 Section I. Term Limits

300 All Board Members will be limited to five consecutive two years terms with the exception of
301 officers allowing to serve as vice president, president-elect, and president after five consecutive
302 terms as a Director.

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304 **Article VIII. Committees.**

305 Section A. - Standing Committees.

306 Standing Committees will be determined at the beginning of each President's Term by the
307 Board of Directors. The duties of the standing committees will be prescribed by the Board of
308 Directors.

309 Section B. Composition of Standing Committees.

310 The president will appoint members and designate chairs of each standing committee to serve
311 during the president's term of office. All appointed committee members must be approved by
312 the Board of Directors.

313 Section C – Special Committees.

314 Special committees can be appointed by the president, the Board of Directors, or the
315 membership as deemed necessary. Committees may incur expense to the association only if
316 given prior approval by the Board of Directors.

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Article IX. Finances.

Section A. Custody of Organization Funds.

320 The Executive Director shall have custody of PPMA funds, keep accurate records approved by
321 a Certified Public Accountant or other qualified auditor selected by the Board, give bond for the
322 faithful performance of their duties in an amount and with surety as shall be approved by the
323 Board, and maintain funds in a depository approved by the Board. Funds shall be subject to
324 withdrawal by checks executed by two of the following – President, President-Elect or Vice-
325 President.

Section B. Audit Obligations.

327 The books and records of the PPMA will be reviewed annually by a qualified auditor or
328 committee named by the Board of Directors. The auditor or committee will prepare a written
329 report for review by the Board of Directors prior to the annual meeting.

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Article X. Indemnification Clauses

Section A. Individuals.

332 Any officer, employee, or agent of the association who was or is a party or is threatened to be
333 made a party to any threatened, pending or completed action, suit, or proceedings, will be
334 indemnified for reasonable expenses and liabilities actually and reasonably incurred in
335 connection with serving at the request of the association to the extent permitted by law.

Section B. Activities

337 Each person who at any time will serve, or will have served, as an officer, employee, or agent of
338 the association and such other persons as specified from time to time by the Board of Directors,
339 will be entitled to indemnification as and to the fullest extent permitted by Pennsylvania State
340 Statute or any successor statutory provision, as from time to time amended. The foregoing right
341 of indemnification will be in addition to and not exclusive of any other rights to which those
342 indemnified may be entitled.

343 Section C. Defense and Indemnification of Officers and Directors.

344 In the event of suits or claims in which one or more current or past officers, or employees of the
345 association are named as a result of their status as such or decisions or actions taken in good
346 faith and reasonably understood to be within the scope of their authority or employment during
347 their term as such, the association will, directly or through insurance secured for the benefit of
348 such officer, directors, or employees, secure counsel to act on behalf of and provide a defense
349 for such officers, or employees; pay reasonable defense expenses incurred in advance of final
350 disposition of such case; and indemnify such officers, or employees with respect to any liability
351 assessed or incurred as a result of any such claim, suit, or action. The above stated defense
352 and indemnification of officers, or employees will extend to those individuals when serving at the
353 request of the association as an officer, or employee of another entity, but only after
354 indemnification and insurance coverage from such other entity has been exhausted.

355 Section D. Protection and Indemnity of Officers.

356 Each officer, or employee holds office with protection from the association. The association
357 indemnifies each officer, or employee against reasonable costs or charges that result from any
358 act done in her/his role for the association. The association does not protect any officers or
359 employees for acts of fraud, dishonesty, or bad faith. No officer or employee is liable for the acts
360 of any other officer, or employee. No officer, or employee is responsible for any loss or damage
361 due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing
362 with the association. No officer, or employee is liable for any loss due to an oversight or error in
363 judgment, or by an act in her/his role for the association, unless the act is fraud, dishonesty, or
364 bad faith. Officers, and employees can rely on the accuracy of any statement or report prepared
365 by the association's auditor or legal counsel. Officers, and employees are not held liable for any
366 loss or damage as a result of acting on the auditor or legal counsel's statements or reports.

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Article XI. Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised will govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

Article XII. Policies

Section A. Provision for Policy Adoption.

Policy may be adopted by a majority vote of any PPMA Board of Directors meeting with a quorum present. Proposed policy for consideration must be submitted a minimum of 14 days prior to consideration by the Board of Directors for passage with a majority.

Section B. Provision for Policy Amendment.

Amendments to any existing policy must be submitted to the Board of Directors a minimum of 14 days in advance of consideration by the Board of Directors.

Article XIII. Amendment of Bylaws

Section A. Voting Requirements for Amendments.

The bylaws may be amended by a majority vote of the voting members at any Board of Directors meeting followed by a majority vote of active members at the annual meeting provided quorums are present.

Section B. Eligibility to Propose Bylaw Amendments.

Amendments may be proposed by (1) the board of directors, (2) any committee appointed for the purpose of proposing amendments; or (3) by any group of five (5) or more current members. It will be the duty of the Executive Director/Management Firm to provide notice to the membership if the proposed amendment meets any one of the three requirements listed above.

Section C. Notice Requirements for Amendments

Notice of proposed amendments must be posted to the members by mail, email, or publication in the Newsletter a minimum of 14 days prior to consideration.

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Article XIV. Dissolution

394 Upon the dissolution or winding up of the affairs of this association, the Board of Directors after
395 providing for the payment of all obligations, will distribute any remaining assets in accordance
396 with Pennsylvania Law.