

# BYLAWS

## FLORIDA PEST MANAGEMENT ASSOCIATION, INC. ADOPTED 1/22/2020

### ARTICLE I NAME AND LOCATION, PURPOSES, STANDARDS AND MEMBERSHIP

**A. Name and Location.** The name of the organization shall be the Florida Pest Management Association, Incorporated, a non-profit 501(c) 6 corporation incorporated in the State of Florida and hereinafter referred to as the Association. (Incorporated July 16, 1968).

**B. Purposes.** The purposes of the Association shall be to:

- (1) Cooperate with Federal, State and Local Government authorities for the good of the community and industry with sincere interest and responsible involvement in its affairs.
- (2) Speak with a single strong resolute voice to all levels of our government, local, state, federal and their various agencies.
- (3) Promote high standards of business ethics among the industry members in order to increase its prestige in the business community as well as those whom it serves.
- (4) Promote the personal acquaintance of members to learn from each other through social as well as business involvement and encourage harmony and unity among members.
- (5) Serve as a clearinghouse for solving problems of mutual interest to members of this industry and allied industries.
- (6) Foster, promote, maintain and encourage the civic, social, commercial and industrial welfare of the industry, and act as a public relations counsel for the industry's affairs and interests.
- (7) Promote the general sale and expanded use of the industry's products and services.
- (8) Continually instruct the member personnel at all levels in product knowledge, basic skills, management techniques, and improved marketing methods through seminars, clinics, workshops, conferences, and Service Magazine.
- (9) Work with members, educational institutions, other federated or allied trade associations or other interested organizations to establish and maintain satisfactory standards of performance.
- (10) Collect and disseminate desired information relating to marketing, credit, operating, finance, and distribution of other primary facets of the industry's business among the membership.

**C. Membership.** The following are the classes of membership

**1. Active Membership.** Any Licensee (definition: Licensee: A sole proprietorship, partnership, corporation or franchise engaged in the Pest Control Industry in the State of Florida) licensed by the appropriate State Agency under Chapter 482, Florida Statutes, and actively engaged in the pest control industry. Each licensee shall be restricted to one representative with privileges to vote and hold elected office. Each member licensee shall be charged with the responsibility of informing the Association's staff of the individual's name who will have the voting privileges and the region in

which his vote will apply. In the event the member licensee does not notify Association staff to the contrary, the Certified Operator in charge shall be the person with the voting privileges.

- a. **Active Branch.** Any firm with Active membership in the Association, having branches or separate offices has the option of registering any and all branches or separate offices as Active Branch Offices. Active Branch offices have voting privileges and can hold office. The member licensee shall inform the Association staff in writing of the individual's name who will have the voting privileges for the Branch Office(s).

An active member in good standing for purposes of enjoying all benefits of Association membership shall mean any licensed pest control operator doing business in Florida who has completed and submitted the membership application form to the Association along with full payment of the first year of membership.

**D. Affiliate Membership.** An individual or firm doing business outside the State of Florida, but not outside the United States of America, associations, groups or individuals who wish to affiliate for the purpose of exchanging information or coordinating action. Affiliate Members have no voting privileges nor may they hold office. An Affiliate Member would have the right to attend meetings, conventions, conferences, or any social or educational event which may be sponsored by the Association.

**E. Associate Membership.** A certified operator who is duly licensed under Chapter 482 F. S. Associate members have no voting privileges nor may they hold office other than as a Regional Director or Assistant Regional Director. An Associate member may serve on workgroups or committees and would have the right to attend meetings, convention, conferences or any social or educational event which may be sponsored by the Association. Licensed companies would not be eligible for Associate membership.

**F. International Membership.** An individual or firm doing business outside the United States of America who wishes to affiliate for the purposes of exchanging information, education, service magazine, directory and meeting brochures. International Members have no voting privileges nor may they hold office. An International Member would have the right to attend meetings, conventions, conferences, or any social or educational event which may be sponsored by the Association.

**G. Allied Members.** An Allied Member is actively engaged in the manufacture or distribution of allied chemical products, supplies, equipment or services. Allied membership shall have no voting privileges, nor may they hold office, other than Allied Board Member, a Regional or Assistant Regional Director. Allied members may serve on workgroups or committees and have the right to attend Association meetings and participate in any convention, conference or any educational or social event which may be sponsored by the Association. (? Ask DR Could Allied be on EC)

- a. **Allied Member of the Board of Directors.** An Allied Member in good standing will be appointed to serve on the Board of Directors by the Executive Committee as a representative in an advisory role for a non-consecutive one year term. While serving in this capacity, the allied representative will have a vote on the Board.

- b. **Allied Branch Membership.** Any firm with an Allied Membership in the Association, having branches or separate offices, has the option of registering any and all branches and separate offices as Allied Branch Offices.

**H. Honorary Membership.** Any person who has distinguished himself or herself by meritorious service for the advancement of the industry may be considered for Honorary Membership. Honorary members shall have the same privileges as Affiliate Members and shall not be required to pay dues. Applicant's names will be presented for review to the President. The President shall appoint a committee of at least three Past Presidents who must unanimously vote to recommend the Honorary Member status to the Board of Directors. Honorary Member status will be granted to those approved applicants upon a majority vote of the Board of Directors.

**I. Student Membership.** Any student in good standing at an accredited University or Community College is eligible for a special Association membership without a vote.

**Section 4. Application of Active, Allied, Associate, International or Affiliate Members.** Any eligible person, firm or corporation may make written application for membership under these Bylaws. All applications must be made on the regular application form and be accompanied by dues as outlined in the Administrative Policy. Membership applications received in compliance with the above requirements shall be immediately processed. New members shall be published in ASSOCIATION member communication.

**Section 5. Suspensions and Expulsion.** Any membership may be terminated for cause for violation of the FPMA's Administrative Policy or Code of Ethics.

**Section 6. Reinstatement.** Members whose membership has been terminated in accordance with paragraph 5 above, may be reinstated as set forth in Administrative Policy.

**Section 7. Denial of Membership.** The Association will deny membership to any individual or entity that cannot comply with these By-Laws, Administrative Policy or is in violation of Association's Code of Ethics.

**Section 8. Advertising.** The Association will not attempt to influence advertising media to refuse, condition, qualify, or change advertising sought to be placed by a licensed pest control operator.

**Section 9. Resignation.** Any member may resign by filing a written resignation with the Association Staff, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

## **ARTICLE II - MEETINGS**

**Section 1.** An Annual Business Meeting of members shall be held on such date and time as may be fixed by the Executive Committee. At the meeting, officers and members of the Board of Director

shall be elected and other association business may be transacted.

Section 2. Members may submit suggestions in writing to the Association staff for the location of the annual meeting. The dates, the city, and the site of the annual meeting shall be determined by the Executive Committee with consideration being given to various areas of the state.

**Section 3.** Special meetings shall be held when called by the President, or a majority vote of the Board of Directors, or at the request of at least 30% of the active members in good standing made in writing and stating the purpose of the meeting, said request to be made to the President.

**Section 4.** Except in cases of emergency, as determined by the Executive Committee, a notice of a special meeting must be sent to each member at least 10 days in advance of the meeting and must state the purpose for which the meeting is being held. Only such business as is set forth in the notice shall be acted upon at a Special Meeting.

**Section 5.** The proceedings of all meetings of the Association shall be governed by, and conducted in accordance with these Bylaws and Roberts Rules of Order.

**Section 6.** When any officer or member of the Association addresses any correspondence on Association official stationery and affixes their signature on any documents as an officer or member of the Association, a copy shall be immediately filed with the Association office.

**Section 7.** The quorum in an Annual Business Meeting shall never be less than 25 Active members of which four must be officers.

### ARTICLE III - DUES

**Section 1.** The annual dues shall be established by the Board of Directors. The fiscal year of the Association shall be January 1 through December 31. Dues will become payable January 1 of each year. Dues statements will be sent at least three times September through December. Members whose dues have not been paid on February 1, will be sent a final notice. Any member who is delinquent on April 1 will be dropped from the membership list and shall not be entitled to the benefits of Association membership.

Delinquent members may be reinstated to the full benefits of membership by paying all delinquent dues and assessments, plus any reinstatement fee imposed.

**Section 2.** Special Assessments, if any, may be levied for emergency purposes by a two-thirds vote of members present at any special or regular meeting. Notice of such action must be sent out to the membership at least 10 days prior to the meeting.

### ARTICLE IV – BOARD OF DIRECTORS

**Section 1. Board of Directors Responsibilities.** Subject to the provisions and limitations of any applicable laws, and subject to any limitations imposed by the Articles of Incorporation, the Board of

Directors shall have the oversight and management responsibilities for the Association's business and activities. The Board of Directors may delegate the management of the activities of the Association to the Executive Committee, Association staff or committees.

**Section 2. Rules.** The Board of Directors may adopt such rules and regulations for the conduct of its meeting as it may deem necessary so long as such action is not inconsistent with the laws of the State of Florida, the Articles of Incorporations, or these Bylaws. This may include guidance documents such as Administrative Policy or other written procedures for the governance of the Association in concordance with these Bylaws. No member of the Board of Directors shall receive any salary or compensation for his or her services as a member of the Board of Directors except that they may be reimbursed for reasonable expenses incurred in conducting the business of the Association subject to the approval of the Board of Directors.

**Section 3. Specific Powers of the Board of Directors.** Without prejudice to the general powers conferred by Article IV and the other powers conferred by the Articles of Incorporation and these Bylaws, it is hereby expressly declared that the Board of Directors shall have the following powers:

**First:** To adopt and amend the Code of Ethics, or other rules and regulations, including disciplinary rules and procedures applicable to Members, not inconsistent with these Bylaws, for the management of the Association's business and affairs.

**Second: To conduct the business of the Association within the financial limits outlined in the annual budget created by the Executive Committee then reviewed and accepted by the Board of Directors.**

**Third:** To purchase or otherwise acquire for the Association any property, rights, or privileges which the Association is authorized to acquire, at such price and on such terms and conditions and for such consideration as the Board of Directors shall, in its discretion, deem appropriate.

**Fourth:** In its discretion, to pay for any property or rights acquired by the Association.

**Fifth:** To borrow money and incur indebtedness on the Association's behalf and to create, make, and issue mortgages, bonds, deeds of trust, trust agreements, and negotiable or transferable instruments and securities, secured by a mortgage or otherwise, and to perform every other act necessary to effectuate the same.

**Sixth:** To remove or suspend non-performing, incapacitated, or insubordinate Officers, agents, or servants, permanently or temporarily, as it may deem appropriate, to approve their duties, salaries or benefits.

**Seventh:** To determine who shall be authorized on the Association's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.

**Eighth:** To change the registered office from one location to another; to appoint and approve a registered agent for the Association; to establish a principal office in such location as deemed reasonable and to change the location of the principal office from one location to another; to cause the Association to be qualified to conduct its activities in any other state, territory, dependency or country; and to conduct its activities in or outside the state of incorporation.

**Ninth:** The Board of Directors reserves the right to terminate the tenure of office of any officer or director who is not functioning in line with the duties of their office as set forth by these Bylaws by a two-thirds vote of the Board of Directors.

**Section 4. Board of Directors Members.** There shall be a Board of Directors consisting of the Officers (President, President-elect, Vice President, Treasurer, Secretary, Immediate Past President) and sixteen Regional Directors and one Allied member. Members of the Board of Directors shall be Members in good standing of the Association.

**Section 5. Officers.** The Officers of the Association shall include a President, President-elect, Vice President, Treasurer, Secretary, Immediate Past President, Regional Directors, and Allied Member representative. Past Presidents of the Association are designated as officers for the sole purpose of serving on Association Trusts.

**A.** The President shall preside at all special and regular meetings of the Association. He shall be an ex-officio member of all groups and standing committees and shall perform such other duties as normally pertain to his office. He shall act as Chairman of the Board of Directors. It shall be the responsibility of the President to arrange for the Annual Audit of the books of the Association. The President shall monitor the work of all committees. The President shall appoint a replacement for an officer or director to fill any unexpired term of office for any reason.

**B.** The President-elect shall perform the duties of the President in his absence. In the event it becomes necessary to fill the Office of President-Elect, such appointment must be approved by a two-thirds vote of the Board of Directors. In such a case, membership of the Association shall nominate from the floor and vote upon the election of the Office of President at the next regularly scheduled Annual Meeting.

**C.** The Vice President shall act in place of the President or President-elect in their absence.

**D.** The Treasurer shall act in place of the Vice President in his absence. As Treasurer, he shall receive and be the custodian of the funds of the association and shall render disbursements upon receipt of duly authorized vouchers. All checks and disbursements of funds of the Association shall be signed by either the Treasurer, the President, Executive Vice President or a designated staff member. He shall keep regular books of account and a complete roll of the membership of the Association and all of his records shall be open to the inspection of the Board of Directors at any time. He shall report to the membership at least thirty (30) days prior to the Annual Meeting as to all monies due, outstanding obligations and resources of the Association, together with a projected budget for the current fiscal year. At the annual meeting, a current financial report to include a forecast of the remaining period will be made.

**E.** The Secretary shall give notice of all meetings of the Association, shall conduct the correspondence and keep such records of the Association as are entrusted to him. He shall keep the minutes of all meetings of the Association and all other records of the Association. The records of the Association shall be open to the inspection of the Board of Directors at all times, and at the expiration of his term of office, he shall deliver to the Board of Directors all books, records, and property of the Association in his possession.

**Section 6. Executive Vice President.** In the event the Board of Directors shall retain the services of an Executive Vice President, he or she will undertake all of the duties assigned to the Secretary and Treasurer as outlined in paragraphs 5d and 5e above. The Executive Vice President shall work in accordance with the job description as approved by the Board of Directors.

**A.** Compensation for this employee shall be set by the Board of Directors and become a part of the annual budget.

**B.** The Executive Vice President will serve as the chief executive officer responsible to the Board of Directors and the Executive Committee for the effective conduct of the affairs of the Association. Recommends and participates in board formulation of the Association mission, goals, objectives, and related policies. Within the framework, plans, organizes, controls and directs staff, programs, and activities of the Association. All staff personnel (other than the Executive Vice President) will be hired, directed, or terminated by the Executive Vice President.

**C.** The Executive Vice President shall coordinate the business management of the Florida Pest Management Association, Inc. and provide continuity from administration to administration.

**D.** The Board may assign the Executive Vice President whatever duties it deems necessary to expedite the business of the Association.

**E.** The Executive Vice President shall carry out the duties as outlined in the job description for that position as described in paragraph 6a above. He/she shall have power of attorney for disbursement of Association funds, but with the exception of petty cash disbursements as hereinafter provided, all such disbursements shall be made by checks drawn on the Association account(s).

**F.** Should the Executive Vice President anticipate the need of a petty cash account for expenditures in the operation of his office, he may petition the Board for an amount that he deems required, and upon approval, shall draw a check in the usual manner for this amount. Should such petty cash fund be reduced to 1/3 of its original amount, the Executive Vice President may replace the expended amount in a similar fashion, receipts for such cash disbursements in support of this check to be written and submitted for audit when requested.

**G.** The Executive Vice President shall not have a vote either in a business session of the membership or a Board meeting, notwithstanding that he/she may be a member in good standing as qualified under Article I of these Bylaws.

### **Section 7. Regional Directors**

There shall be a Regional Director elected for each region as provided herein, whose responsibilities shall include such duties as the President and membership may allocate from time to time.

Regional Directors shall hold at least six (6) advertised meetings each year. Directors may appoint one or more members to assist.

A Regional Director as provided herein shall be charged with the responsibility of organizing and directing the Association program within his Region.

- A. Assistant Regional Directors.** An Assistant Regional Director will be elected in each Region to assist the Regional Director in the performance of duties and responsibilities. The Assistant Regional Director shall be without a vote at Board of Directors Meetings unless acting in the name of the Regional Director (with proxy). The Assistant Regional Director will be prepared to assume the duties and responsibilities of the Regional Director in his or her absence and will be the recipient of copies of correspondence pertaining to Association activities. The Assistant Regional Director will be encouraged to attend Board of Directors meetings and will not be reimbursed for travel unless acting in place of the Regional Director.

B. **Geographical Regions.** The geographical regions to be designated as Regions are as follows:

Region 1 shall include Dade and Monroe counties;

Region 2 shall include Hendry and Palm Beach counties;

Region 3 shall include Hillsborough, Polk, and Sumter counties;

Region 4 shall include Brevard, Flagler, and Volusia counties;

Region 5 shall include Baker, Clay, Duval, Nassau and St. Johns counties;

Region 6 shall include, Bay, Calhoun, Gulf, Holmes, Jackson, Walton and Washington counties;

Region 7 shall be Broward county;

Region 8 shall include DeSoto, Hardee, Manatee, and Sarasota, counties;

Region 9 shall include Pinellas counties;

Region 10 shall include Charlotte, Collier, and Lee counties;

Region 11 shall include Alachua, Bradford, Citrus, Columbia, Dixie, Gilchrist, Hamilton, Lafayette, Levy, Marion, Putman, Suwanee, and Union counties;

Region 12 shall include Escambia, Okaloosa and Santa Rosa counties;

Region 13 shall include Glades, Highlands, Indian River, Martin, Okeechobee, and St. Lucie counties;

Region 14 shall include Franklin, Gadsden, Jefferson, Leon, Liberty, Madison, Taylor and Wakulla counties;

Region 15 shall include Hernando and Pasco counties;

Region 16 shall include Orange, Lake, Osceola, and Seminole counties.

**Section 8. Meetings of the Board of Directors.** The Board of Directors shall meet at each major function of the Association. Notice of the meetings shall be given to each member of the Board a reasonable period of time prior to the meeting. Additional meetings may be called by the President, by the majority of the Board or by 30% vote of the Members in good standing.

A. **Remote Meetings.** Any meeting of the Board of Directors, other than the Annual Business Meeting, may be held by conference telephone, video communication, internet meeting or other communications equipment. Participation in a meeting under this section shall constitute personal presence if each member participating in the meeting can communicate concurrently with all other members; each member has the capacity to propose or object to specific action to be taken by the Association, and it can be verified that the persons



participating in the meeting are members entitled to participate in the meeting and that the actions of or votes by the members so participating are taken or cast only by the member.

- B. **A quorum at Meetings.** A majority of the members of the Board of Directors shall be necessary at all times to constitute a quorum for the transaction of any business. If a quorum is present, the affirmative vote of a majority of the members of the Board of Directors present shall be deemed the act of the Board of Directors unless the vote of a greater number of members is required by law, the Articles of Incorporation, or these Bylaws; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of voting members if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles or these Bylaws.
- C. **Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent to such action is signed by all members of the Board of Directors and such consent is filed with the minutes of the Board of Directors.

## ARTICLE VI - NOMINATION AND ELECTIONS

**Section 1.** Officers shall be elected at the Annual Business Meeting of the Association for a term of office of one year or until their successors are duly elected and qualified. Officers will be limited to those members holding active membership and be certified in at least one category. No individual may hold any elective office who is not a member in good standing.

**Section 2.** The Nominating Committee shall be composed of at least three past Presidents. They shall nominate at least one active member for each office of the President-Elect, Vice President, Treasurer, Secretary. A slate of officers shall be sent to the membership prior to the Annual Business Meeting. Nominations will be permitted from the floor.

**Section 3.** The selection of a Regional Director and Assistant Regional Director will be accomplished by an open election held in October of each year. Notice of this election will be sent to all regional members in the September Meeting Notice. Voting for Regional Director and Assistant Regional Director will be limited to those members holding active membership in that region. The results of the election will be sent to the President no later than November 1st.

**Section 5. Manner of Election and Term of Office.** The members of the Executive Committee shall be elected by the Members entitled to vote at the Annual Business Meeting of the members. Each member of the Board of Directors shall serve one-year terms of office. Each member of the Board of Directors shall take office upon election and shall hold office until a successor has been elected and qualified. If the Annual Business Meeting is not held or the

Directors are not elected at such meeting, the Directors may be elected at any special meeting of Members held for that purpose. The Directors other than Officers and Allied Member shall be referred to also as Regional Directors. The selection of a Regional Director and Assistant Regional Director will be accomplished by an open election held in October of each year. Notice of this election will be sent to all regional members in the September Meeting Notice. Voting for Regional Director and Assistant Regional Director will be limited to those members holding active membership in that region. The results of the election will be sent to the President no later than November 1st. The newly elected Regional Directors will be sworn into office during the Annual Business Meeting.

## ARTICLE VII – COMMITTEES

**Section 1.** The President shall be solely responsible for the appointment of chairmen of committees as may be necessary or advisable in carrying out the work of the Association. Each Chairperson along with the President, will appoint members and supervise their performance of assigned goals and responsibilities. Additional committees shall be empaneled at the discretion of the Executive Committee and such work of the committees shall be reported to the Board of Directors. Committees shall perform the duties outlined in the Administrative Policy and all such other duties which may be referred to them by the President. A majority of the members of any committee shall constitute a quorum. Each committee chairperson is responsible for reporting at the Board of Directors Meetings or at the direction of the President.

Standing Committees:

- A. Executive Committee
- B. Government Affairs
- C. Political Action Committee Advisors
- D. Budget
- E. Florida Pest and Lawn Care Expo Planning
- F. Annual Summer Conference Planning
- G. Membership
- H. Communication
- I. Education
- J. Bylaws
- K. Long Range Planning
- L. Nominating
- M. Fumigation Advisory Committee

- A. **Executive Committee.** The Executive Committee will consist of the President, Immediate Past President, President-Elect, Vice President, Treasurer, and Secretary. The Executive Committee will act within the provisions of the Bylaws for the Board between Board meetings. All acts of the Executive Committee shall be subject to the approval of the Board of Directors. The Executive Committee will make decisions on emergency situations and

expenditures that are impending and require immediate action between Board meetings. These actions will be accountable to the Board and presented for approval at the next meeting of the Board of Directors. The Executive Committee will meet on the call and at the direction of the President. Only the Executive Committee has the power to approve leases and contracts and only the Executive Vice President or Treasurer shall have the power to contractually bind the association with the approval of the Executive Committee.

- B. **Government Affairs Committee.** The Government Affairs Committee is responsible for keeping abreast of both state and federal laws and regulations that may have an impact on Florida's pest control industry. The Committee is authorized to represent the Association in legislative matters, regulatory activity, and pesticide registration. The Government Affairs Committee has the responsibility to report its activities and recommendations at the Board of Directors meetings. The Chairman of the Government Affairs Committee has the responsibility of being the direct interface with the Association's lobbyist(s). The Government Affairs Committee has the responsibility to prepare the Association's position statements on any matter within its purview. The Government Affairs Committee is the Association's interface with the Political Action Committee.
- C. **Membership Committee.** Shall develop and execute a year-round program for membership acquisition and retention. The Membership Committee shall receive from the Executive Vice President all contested applications for membership and shall investigate the objections raised before reporting its recommendations to the Board of Directors. This committee shall have charge of soliciting new members for the Association.
- D. Political Action Committee
- E. Finance/Budget
- F. Florida Pest and Lawn Care Expo Planning
- G. Annual Summer Conference Planning
- H. Membership
- I. **Communication Committee.** Develop and execute an annual communications and public relations program to improve the image and perception of the pest control industry.
- J. **Education.** Education Committee. Develop and execute an annual program to best meet the needs of the membership.
- K. **Bylaws.** The Bylaws Committee is charged with reviewing and making recommendations for revisions to the Association's Bylaws. The Bylaws Committee will present its draft language to the Board of Directors for review. Bylaws changes must be presented to the Membership at least 30 days prior to the Annual Business Meeting. The majority of the members present at the Annual Business Meeting must approve any changes to Bylaws.
- L. Long Range Planning
- M. Nominating
- N. **Fumigation Advisory Committee.** The Fumigation Advisory Committee is charged with all issues related to fumigation. The Fumigation Advisory Committee will work with the Government Affairs Committee as needed.

**Section 2. Committee Meetings.** All standing committees will meet to conduct their business as needed or at the direction of the President. Meeting minutes shall be kept. Reporting of committee activity will occur at Board of Directors meetings or other meetings as scheduled by the President.

**Section 3. Compensation.** The Officers, Directors and Committee members shall not receive any compensation for their services, but the Board of Directors may authorize reimbursement of expenses incurred in the performance of their duties.

## ARTICLE VIII - VOTING

**Section 1.** All active members in good standing shall be entitled to one vote at all Association Business meetings provided he/she is present. An Active Member in good standing shall be entitled to represent another member as his/her delegate providing he/she has a letter of proxy authorizing him to vote for the same at a designated meeting. Proxy ballots shall be valid only if on a form provided by the Association.

**Section 2.** Voting at regional meetings with respect to policy and procedures of that Region shall be restricted to those members holding Active membership in that Region. Regions are defined by Article IV, Section 7B. Any changes to regional voting status must be made ninety (90) days prior to an election.

## ARTICLE IX - ANTITRUST COMPLIANCE

**Section 1.** It is the undeviating policy of the Association to comply strictly with the letter and spirit of all federal, state, and applicable international trade regulations and antitrust laws. Any activities of the Association or Association related actions of its staff, officers, directors, or members who violate these regulations and laws are detrimental to the interests of the Association and are unequivocally contrary to Association policy.

**Section 2.** Implementation of the antitrust compliance policy on the Association shall include, but shall not be limited to, the following:

(a) Association Membership, Board of Directors, Executive Committee and Committee meetings shall be conducted pursuant to agenda distributed in advance to attendees; discussions shall be limited to agenda items; there shall be no substantive discussions of Association matters other than at official meetings; minutes shall be distributed to attendees promptly.

(b) All Association activities or discussions shall be avoided which might be construed as tending to (1) raise, lower, or stabilize prices; (2) regulate production; (3) allocate markets; (4) encourage boycotts; (5) foster unfair trade practices; (6) assist in monopolization, or in any way violate federal, state or applicable international trade regulations and antitrust laws.

(c) No officer, director, or member of the Association shall make any representation in public or in private, orally or in writing, which states, or appears to state, official policy or position of the Association without specific authorization from the Executive Committee.

(d) Attendance of counsel at meetings shall be at the discretion of the Executive Committee.

(e) Association members, officers, directors, or employees who participate in conduct which the Board of Directors, by a two-thirds vote, determines to be contrary to the Association antitrust compliance policy shall be subject to disciplinary measures up to, and including, termination of employment and/or membership.

(f) A policy statement shall be signed for compliance by Officers, Directors, Committee Chairmen and Committee members annually.

## ARTICLE X - PUBLICATION

**Section 1.** Regular publications in print or electronic media to the membership may be issued at such times and under such circumstances as financial and other considerations permit. Special bulletins, other than announcements and the like, may be issued from time to time with the approval of the Board of Directors. Said special bulletins shall carry the name of the Executive Vice President or member of the Association as the author.

## ARTICLE XI - IMPLEMENTATION

**Section 1.** The Board of Directors shall develop written Administrative Policy and Procedures for implementation of these Bylaws. This Administrative Policy and procedures will be adhered to and can only be changed by the Board of Directors.

## ARTICLE XII - INDEMNIFICATION

**Section 1. Indemnification of Officers and Directors.** The Association shall indemnify and hold harmless to the fullest extent permissible under the law, as the same exists or may exist in the future (but, in the case of any future change, only to the extent that such change permits the Association to provide broader indemnification rights than the law permitted prior to such change), each person who was or is made a party or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether formal or informal, whether of a civil, criminal, administrative, or investigative nature (collectively a "Claim") by reason of the fact that he or she is or was acting in an official capacity as an Officer or Director of the Association. An Officer or Director shall be indemnified for all costs, charges, liabilities, and losses, to include attorney fees, reasonably incurred by the Officer or Director in defending a Claim. The Association's obligation in this regard shall continue after such person ceases to be an Officer or Director of the Association and will inure to the benefit of his or her executors or administrators. The Association's obligation under this provision shall not apply if the Officer or Director's act or omission constitutes a crime, fraud, self-dealing, or was not undertaken in good faith.

**Section 2. Recovery of Fees.** In any suit between the Association, its Officers or Board of Directors and an individual member or members in which the Association, its Officers or Board of Directors shall be the prevailing party, the Association, its Officers or Board of Directors shall be entitled to recover attorney's fees and costs.

## **ARTICLE XIII - AMENDMENTS**

**Section 1.** The Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote at the annual business meeting of the Association; provided that a notice or copy of any amendment proposed for consideration shall be sent to each member at least thirty (30) days prior to the date of the meeting.