

BY-LAWS

of the

AMERICAN ASSOCIATION OF PESTICIDE SAFETY EDUCATORS

a Washington nonprofit corporation

ARTICLE I Name and Office

The principal office of the American Association of Pesticide Safety Educators, a Washington nonprofit corporation, (hereinafter referred to as the "Association") shall be located in the state of Washington.

ARTICLE II Membership

Section 1. The following categories of membership shall be open to persons who sign a membership application and pay applicable annual dues.

(1) Full Members. Full membership is open to any university extension pesticide educator. Full members may serve on Association committees, receive publications, and participate in regional and national meetings.

(2) Associate Members. Associate membership is open to persons interested in advancing the cause of pesticide education and who are not eligible for any other class of membership. Associate members may receive publications, participate in regional and national meetings and serve on committees as non-voting members. They may not hold office, or serve as voting or regional representatives.

(3) Retired Members. Retired membership is open to persons who were former full or associate members of the Association or are retired pesticide coordinators. They may receive publications, participate in regional and national meetings and serve on committees as non-voting members. They may not vote in elections or hold office, or serve as voting or regional representatives.

(4) International Members. International membership is open to persons who are actively participating in a legislatively mandated pesticide education program within countries other than the United States. These members may receive publications and can participate on committees at the discretion of the Board. They may not vote in elections, hold office or serve as voting or regional representatives.

Section 2. Life Members. The Board shall have authority to bestow life membership upon any individual who has made an outstanding contribution to the work of the Association. Such person shall thereafter be entitled to receive publications, participate in regional and national meetings and serve on ad hoc committees as a non-voting member. Life members are exempt from payment of annual membership dues.

Section 3. Voting. The full members residing in each state, commonwealth, territory and the District of Columbia shall, in the manner approved by a majority of the full members residing in each respective political entity, designate one full member as the voting representative of that political entity. The name of the voting representative will be forwarded to the secretary of the Association. That representative, or proxy designated by such representative, shall be entitled to vote for the election of officers and directors of the Association, and on position papers of the Association, as well as on policy statements of the Association and other issues affecting the Association. All full members shall be entitled to vote on such other matters relating to the governance of the Association as are submitted to the membership for vote.

ARTICLE III

Meetings of Members

Section 1. National Meetings. National meetings of the Association shall be held at least annually at such time as shall be determined by the Board; provided, however, that in cases of emergency the Board may direct that an annual meeting be conducted by telephone or video conference.

Section 2. Regional Meetings. Regional meetings of the Association may be held in conjunction with the regional pesticide coordinator meetings, provided, however, that in cases of emergency, regional representatives may direct that a meeting be conducted by telephone, video conference, or other electronic media.

Section 3. Special Meetings. Special meetings of the Association may be called by the President, the Board, or at the request of no fewer than three regional representatives. The meeting may be conducted by telephone, video conference, or other electronic media.

Section 4. Place of Meetings. The Board shall designate the site of the national or special meetings. Regional representatives shall designate the site of regional meetings.

Section 5. Notice of Meetings. Written or printed notice stating the site, day and hour of any meeting of the members shall be delivered, either personally, electronic mail, or by U.S. mail, to each current member not less than sixty (60) days before the date of such meetings, by or at the direction of the President or the Secretary, or the officers or persons calling the meeting. In case of special meetings, or when required by statute, or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when it is deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Association, with postage thereon prepaid.

Section 6. Quorum. Those members present in person or by proxy shall constitute a quorum at any meeting of the Association which is duly called pursuant to the provisions of these by-laws.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member, or his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months following the date of its execution unless provided in the proxy.

Section 8. Voting. At the direction of the Board, voting on any matter, including election of directors or officers, may be conducted by mail or in other manner as the Board shall determine.

ARTICLE IV

Officers

Section 1. Officers. The officers of the Association shall be a President, a President-Elect, a Secretary, and a Treasurer. Election shall be by plurality vote of those participating.

All officers shall be elected at the first organizational meeting by those eligible for full membership as described in Article II of these by-laws. All officers shall serve beginning with their election at the first annual meeting of the calendar year and continuing through that year, the subsequent year, and into the third year until elections are completed at the first annual meeting of the third year.

The second and subsequent Presidents-Elect shall become President of the Association at the conclusion of the annual meeting where elections took place and continuing through that year, the subsequent year, and into the third year until elections are completed at the first annual meeting of the third year.

The second and subsequent Secretaries shall serve from conclusion of the annual meeting where their election took place and continuing through that year, the subsequent year, and into the third year until elections are completed at the first annual meeting of the third year. A secretary is limited to serving two consecutive terms, thus four consecutive years.

The second and subsequent Treasurers shall serve from conclusion of the annual meeting where their election took place and continuing through that year, the subsequent year, and into the third year until elections are completed at the first annual meeting of the third year. There are no term limits for the treasurer.

Section 2. Ex-Officio Officers. The following may serve ex-officio.

ES-USDA National Program Leader for Pesticide Education or equivalent. Association of American Pesticide Control Officials (AAPCO) representative.

Section 3. Terms of Office. Terms of office will be two years, with the exception of the organizational board whose terms are detailed in Article IV, section 1; and there are no term limits for the Treasurer. The President and President-Elect shall not serve more than two consecutive years (one term) in each office, unless they assumed their office as a result of a vacancy; in which case, they shall not serve longer than two consecutive years plus the balance of the unexpired term remaining at the time the office was assumed. The Secretary shall not serve more than four consecutive years (two terms) unless he or she assumed their office as a result of a vacancy, in which case, he or she shall not serve longer than four consecutive years plus the balance of the unexpired term remaining at the time the office was assumed.

Section 4. Vacancies. If the office of the President shall become vacant, the President-Elect shall thereupon become President of the Association for the unexpired term. If the office of President-Elect is vacant at such time as the office of the President becomes vacant, the Board shall appoint a full member to fill that office for the remainder of the term. In the event that either of the offices of Secretary or Treasurer shall become vacant, the Board shall appoint a full member to fill the vacancy for the unexpired term.

Section 5. President. The President shall be the principal executive officer of the Association and shall in general supervise and control all the business and affairs of the Association. The President shall preside at all national meetings of the members and the Board. The President may sign, with the Treasurer or

any other proper officer of the Association authorized by the Board, any bond, contract or other instrument which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these by-laws or by statute to some other officer or agent of the Association. The President may sign check for the corporation, provided the President has invoices or billings for all checks written. The President shall notify the Treasurer or President-Elect of all checks signed by the President. The President shall appoint chairpersons of standing and ad hoc committees and, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

Section 6. President-Elect. In the absence of the President or in the event of inability or refusal to act, the President-Elect, upon the recommendation of the Board, shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to him by the President or the Board.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a list of members of the Association designated by their states or other political entity to vote. The Secretary shall notify all full members of meetings of the Board. The Secretary shall perform such other duties as from time to time may be assigned by the President or the Board.

Section 8. Treasurer. The Treasurer shall be in charge of and have custody of all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association and deposit all such moneys in the name of the Association in such banks or other depositories as shall be selected by the Board; keep a register of the paid members of the Association and their addresses; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the office by the President or the Board. The Treasurer may serve under contract to the Association and may be compensated for services. The terms and conditions of the contract, including compensation, shall be determined by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board shall determine.

Section 9. Executive Committee. The Executive Committee includes the Past-President, President, President-Elect, Secretary and Treasurer. They can have meetings and bring ideas to the full Board and membership. They will handle the daily business matters for the Association.

ARTICLE V

Board of Directors

Section 1. Composition. The Board of Directors shall consist of the President, President-Elect, immediate past President, Secretary, Treasurer, and the two (2) regional representatives from each USDA region. The President shall serve as the Chairman of the Board. Ex-officio members shall serve in a non-voting capacity. If three or more voting members of the Board reside in the same state, territory or commonwealth, only two of them, as mutually agreed to, shall exercise voting rights. In the event that

the three cannot agree, the remaining members of the Board (exclusive of the said three representatives) shall designate which two of the said three shall be voting members of the Board.

Section 2. Regional Representatives. Regional representatives shall be full members and shall be elected by majority vote of the voting representatives of their region. They shall serve no more than two (2) consecutive two year terms. Regional representatives shall be elected at an annual meeting. The individual receiving the most votes shall serve beginning with their election at the first annual meeting and continuing through the second regional meeting held thereafter. The individual receiving the second most number of votes shall serve beginning with their election at the first annual meeting and continuing through the first regional meeting held thereafter.

Section 3. Regular Meetings. A regular meeting of the Board shall be held without other notice than this by-law in odd years in conjunction with the national certification & training workshop, and in even years with the spring AAPCO meeting. The Board shall provide, by resolution or other notice, the time and place of regular meetings. All regular meetings of the Board shall be open to any member of the Association.

Section 4. Special Meetings. A special meeting of the Board may be called by or at the request of the President or not fewer than four (4) Directors. Notice of any special meeting of the Board shall be given at least thirty (30) days previous thereto by written notice delivered personally or sent by regular mail, e-mail, or FAX to each Director at his/her address or FAX number as shown by the records of the Association. If mailed regularly, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon. If notice be given by FAX, such notice shall be deemed to be delivered when the FAX is sent. Any Director may waive notice of such meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. All special meetings of the Board shall be open to any member of the Association.

Section 5. Meeting Agenda. The agenda of any regular or special meeting of the Board need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 6. Quorum. Seven (7) members shall constitute a quorum of any duly called regular or special meeting of the Board.

Section 7. Manner of Acting. 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, unless the act of a greater number is required by law or by these By-Laws.

Section 8. Vacancies. Any vacancy occurring on the Board may be filled by the Board. A Director appointed to fill a vacancy shall serve the unexpired term of his/her predecessor. Vacancies among the regional representatives on the Board shall be filled with another representative from that region.

Section 9. Informal Action by the Board. Any action required by law to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if written consent setting forth the action so taken, shall be signed by two-thirds of the Board.

ARTICLE VI

Funds of the Association

Section 1. Dues. Dues shall be set by the Board. The Treasurer shall provide recommendations to the Board for dues adjustment.

Members whose dues are not paid for the current year are not in good standing. Members whose dues are one (1) year in arrears shall be removed from the rolls by the Secretary after 30 days notice.

Dues are payable on a calendar year basis.

Section 2. Registration Fees. Registration fees for annual meetings, special conferences or workshops sponsored by the Association shall be set by the Executive Committee on recommendation of the Treasurer.

Section 3. Report. The Treasurer shall prepare for distribution to members an annual report on the current status of funds.

ARTICLE VII Committees

Section 1. Nominations and Election Committee. Not less than six (6) months prior to elections, the President shall request each region to appoint one full member to serve on the nominations and elections committee. This committee shall submit to the Secretary in writing a slate of candidates for election as President-Elect, Secretary, and Treasurer (if treasurer is to be replaced). Nominations by the committee will include at least two candidates for each office to be filled; however, if a slate of two candidates is not realized, the Nominations and Election Committee will notify the Secretary a minimum of 45 days prior to the election date so that the Secretary can ask for nominations from the full membership via the AAPSE listserv. Any full member may submit additional nominations in writing to the Secretary. The ballot shall include a slate of candidates and a brief resume and statement of each candidate. Such nominations must be received thirty (30) days prior to the election day established by the Board. No person shall be nominated without their consent.

Section 2. Nominating Committees for Regional Representatives. Regional Representatives to the Board shall be responsible for nominating a slate of candidates for Regional Representative and conducting elections at regional meetings. Additional nominations may be made from the floor at the regional meeting by any member of the Association.

Section 3. Issues and Evaluation Committee. The President-Elect shall serve as chairperson of this committee. The President-Elect may serve as liaison representatives to the AAPCO State FIFRA Issues Research and Evaluation Group (SFIREG) committee. This committee shall be responsible for studying and developing position papers and analyses of pesticide legislative and regulatory issues that affect the professional responsibilities of the Association's membership.

Section 4. Other Committees. The President may appoint such other committees as are necessary for the management of the affairs of the Association.

ARTICLE VIII Contracts, Checks, and Deposits

Section 1. Contracts. The Board may authorize any officer of the Association to enter into any contract

or execute and deliver any instrument in the name of, or on behalf of, the Association, and any such authority may be general or confined to a specific instance.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by the Treasurer. The Treasurer shall require receipts from vendors for reimbursements and payments. The President or President-Elect will be notified by the treasurer of all transactions.

Section 3. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks or other depositories as the Executive Committee may select.

Section 4. Donations. The Board may accept on behalf of the Association any contribution, gift, bequest, devise or other contribution for the general or special purposes of the Association.

Section 5. Grants. Grants received in support of Association activities will not be commingled with Association funds. Each grant must be accounted for separately and used only as prescribed by the granting agency/party.

ARTICLE IX Books and Records

Section 1. The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of Board meetings. Such books and records shall be maintained by the Treasurer or by another person as the Executive Committee may designate. All books and records of the Association may be inspected by any member, member's agent or attorney, for any proper purpose at any reasonable time.

Section 2. The President may appoint a full member to audit the books and records of accounts on an annual basis.

ARTICLE X Fiscal Year and Annual Report

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December.

Section 2. Annual Report. The Treasurer, or any other officer appointed by the President, shall prepare an annual report on forms prescribed and furnished by the state of Washington.

ARTICLE XI Waiver of Notice

Whenever any notice is required to be given under the provisions of the Washington Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII Dissolution

Dissolution, voluntary or involuntary, shall be governed by the Washington Non-Profit Corporation Act. After satisfying all liabilities and obligations of the Association, all funds and property not subject to limitations imposed by law or contract shall be distributed to organizations chosen by the Board which are of a nature similar to this one and which are exempt from taxation under Section 501 of the Internal Revenue Code of 1954 and succeeding acts.

ARTICLE XIII Amendments to By-Laws

The By-Laws may be amended at any regular or special meeting of the members by special vote of the Association by a two-thirds vote of the members present or voting by proxy; provided that the notice of the meeting shall contain a notice of the intention to amend or repeal existing By-Laws or adopt new By-Laws, together with a copy of the proposed amendment(s) or the proposed new By-Laws. The Board may submit its recommendation on any such proposed amendments, but such action is not required.

August 28, 1998. Approved by vote by membership 8-27-98.

American Association of Pesticide Safety Educators
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Send Comments or Suggestions to: [AAPSE Webmaster](mailto:AAPSE_Webmaster)
URL - <http://aapse.ext.vt.edu/htmldocs/bylaws.html>

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