

CONSTITUTION AND BY-LAWS  
OF THE  
KANSAS PEST CONTROL ASSOCIATION INC.

As last amended and approved by the General Membership, December 12, 2016

ARTICLE I

NAME

The name of this Association shall be KANSAS PEST CONTROL ASSOCIATION, INC.

ARTICLE II

PURPOSES AND MISSION STATEMENT

The purposes of this Association shall be:

- (1) To promote general standards and ethics of the pest control industry.
- (2) To foster research and diffusion of knowledge to the industry.
- (3) To cooperate with National Pest Control Association and with government and educational Authorities for the good of the community and industry.

MISSION STATEMENT

The mission for the Kansas Pest Control Association, Inc. is to provide programs and services which will assist its Members in achieving success in the operation of their business as protectors of the health, environment, and property of Kansans. To this end, we will provide avenues for rational regulations and means for progressive development and education.

ARTICLE III

MEMBERSHIP

Section 1. The Charter Members of this Association and any persons, firm, or corporation which shall hereafter be elected to Membership as hereinafter provided shall constitute the Membership of this Association. There shall be seven classes of Members as hereinafter defined.

Section 2. ACTIVE MEMBERS. Any person, firm, or corporation engaged in pest control work shall be eligible for Membership in this Association provided that such applicant for Membership shall (a) be in sympathy with the purposes of the Association; (b) have a record consistent with the Code of Ethics of this Association; and (c) have a valid pest control business license under one or more categories of the Pest Control Laws of the State of Kansas and comply at all times with all rules and regulations of the regulatory body or bodies exercising authority over the pest control industry in Kansas. Also eligible for Active Membership is any person holding a valid certified commercial applicator's license who doesn't hold a pest control business license, but satisfies all other requirements for Active Membership stated above.

Section 3. AFFILIATED MEMBERS. Any Active Member that operates or controls another business location actively engaged in the pest control service business, may have that business location listed in the Membership roster as an affiliated location by paying an annual fee for each affiliated location. No Affiliated Member representative shall have voting privileges unless that representative holds an elective office in the Kansas Pest Control Association.

Section 4. ASSOCIATE MEMBERS. Any person employed by an Active or Affiliated Member company may become an Associate Member by having his/her name submitted and attached to the Membership application or

renewal of their company's Membership and by payment of an annual fee to be determined by the Board of Directors. NO Associate Member shall have voting privileges or receive regular mailings of newsletters, or hold elective office in the Kansas Pest Control Association. Annual fees are to be paid in accordance with Article IV, Section 3 of these BY-LAWS.

Section 5.        LIMITED MEMBERS. Applications for Membership in this Association may be submitted by any pest control firm which is in sympathy with the purpose of this association, but not fully confirming with the qualifications for Active Membership. An applicant accepted for Limited Membership shall enjoy all of the privileges of Membership except for voting and except that such Limited Members shall not be permitted to refer to Membership in the Kansas Pest Control Association in any advertising nor display the Seal of the Association. A Limited Member shall automatically become an Active Member upon meeting the qualifications set forth for Active Membership.

Section 6.        ALLIED MEMBERSHIP. Any person, firm, or corporation not engaged in pest control service work, but which manufactures or supplies products, equipment, or other materials used by the pest control industry shall be eligible for Allied Membership. Allied Members shall not have voting privileges and shall not be eligible to hold an elective office.

Section 7.        HONORARY MEMBERS. Any Person who has made a contribution of material benefit to the pest control industry may become an Honorary Member by three-fourths vote of the Members of the Board of Directors in authorized meeting assembled or in Annual Meetings assembled. Such Honorary Members shall have no voting privileges, shall not be eligible to hold an elective office nor be required to pay any dues or assessments.

The Honorary Membership list shall be reviewed annually and the Honorary Members approved by the Board of Directors prior to adding to the roll of Members and/or publication of the KPCA Membership Roster.

Section 8.        LIFE MEMBERSHIP. An individual who has been the authorized representative of an Active Member for a period of twenty (20) years or longer may upon retirement from the industry be eligible for Life Membership in the Association under such terms as may be determined by the Board of Directors.

Section 9.        APPLICATION FOR MEMBERSHIP. All applications for Active, Affiliated, Limited, Associate, and Allied Membership in this Association shall be in writing on the forms provided by this Association and filed with the Executive Director. The Executive Director shall refer such application to the Membership Committee of the Association which, after careful investigation and study, shall recommend to the Board of Directors the acceptance or rejection of such applicant. Election to Membership shall require majority vote of the Board. Such election may be performed by mail ballot, fax, or other electronic device providing such vote is unanimous.

Section 10.       RESIGNATION OF MEMBERSHIP. All resignations of Members shall be presented in writing to the Board of Directors; and if any such Member shall present a resignation after his dues and/or assessments are payable, he shall not be relieved of liability for payment thereof.

Section 11.       SUSPENSION FOR NON-PAYMENT OF DUES. Any Member whose dues become delinquent for 30 days shall be suspended and all privileges of Membership shall be terminated. Any Member suspended for non-payment of dues may be reinstated at any time by payment of any outstanding dues plus the reinstatement fee.

Section 12.       REINSTATEMENT. Former Members must make application for Membership in the same manner as new Members.

Section 13.       TERMINATIONS.

A. Any Membership may be suspended and/or terminated for cause at any time. Cause may be violation of the Constitution, By-Laws, Code of Ethics of the Association, or any agreement, rule, regulation, or practice duly adopted by the Association. No Membership shall be terminated for cause without having an opportunity to be heard in answer to charges. Termination of Membership for cause shall require a two-thirds majority vote of the entire Board of Directors.

B. The Membership of those Members who are under suspension for non-payment of dues for 30 days shall be terminated.

Section 14.       AFFILIATION OR LOGO USE. Only firms or individuals who have approved membership and are in good standing with the Association shall have the right to display and/or use the KPCA logo or material for promotional or

advertising uses. Members who are suspended or terminated for any cause shall not utilize the mention of KPCA affiliation, use or submit for use the KPCA logo or material, and must expeditiously remove the KPCA logo from any promotional material, advertising, brochures, stationery, vehicle, etc. Failure to do so may result in legal action

#### ARTICLE IV

##### DUES

Section 1. Each Member shall pay such dues as the Board of Directors shall determine.

Section 2. A change in the dues must be approved by vote of the Board of Directors at meeting duly convened and at which a quorum is present. Such vote shall be two-thirds of the entire Board of Directors.

Section 3. All dues are payable when levied by the Board of Directors and notice thereof is mailed to the Member three (3) months prior to the dues year and are delinquent on first (1st) of each dues year. Delinquent Members shall be posted in the next succeeding news publication of the Association. A reinstatement charge as determined by the Board of Directors plus all delinquent dues shall be paid before such Member will be considered for reinstatement to Membership.

Section 4. Dues will be pro-rated for New Members. New Members are those who have not been a Member for the previous two (2) years. After January 1st, new Members' dues will be one-half of the annual Active Member dues.

Section 5. Special assessments on Membership may be levied by two-thirds vote of the Active Members present at any regularly scheduled meeting of the Association.

Section 6. The dues classifications are as follows:

- |    |          |    |           |    |            |
|----|----------|----|-----------|----|------------|
| A. | Active   | B. | Allied    | C. | Affiliated |
| D. | Honorary | E. | Associate | F. | Life       |
| B. | Allied   | F. | Life      | G. | Limited    |

Section 7. The dues year for this Association shall be from July 1, through June 30.

#### ARTICLE V

##### FISCAL YEAR

Section 1. The Fiscal Year of this Association shall commence on January 1 and end on December 31st of each year.

#### ARTICLE VI

##### OFFICERS

Section 1. The elective officers of this Association shall be a President, a President-Elect, any Vice Presidents, Immediate Past President, and a Secretary/ Treasurer. Commencing with the Annual Meeting of ~~1960~~ **2022**, these officers shall be elected and hold office for ~~one (1) year~~ **two (2) years** or until their successors are duly elected and installed.

Section 2. PRESIDENT. The President shall preside at the Annual Meeting, Board of Directors meetings and perform the usual duties incident to his office. The President shall be ex-officio a Member of all committees and after the end of the term, serve as a Member of the Board of Directors for ~~one~~ **two years**.

Section 3. PRESIDENT-ELECT. The President-Elect shall perform the duties of the President in the absence of the latter, and shall succeed to the office of President at the conclusion of the President's term, or in the event of the death, disability, or resignation of the President.

Section 4. VICE-PRESIDENT(S). Any Vice Presidents shall perform such duties as may be assigned them by the President.

Section 5. SECRETARY/TREASURER. The Secretary/Treasurer shall assist, and advise the Executive Director in the performance of his/her duties and responsibilities. The Secretary/Treasurer or their designee as approved by the Board of Directors shall, in the event of the death, disability, resignation, or absence of the Executive Director, assume all responsibilities and duties of the Executive Director. Should the Secretary/Treasurer assume the responsibilities and duties of the Executive Director for any reason, the Secretary/Treasurer will receive such compensations as stipulated by the Board of Directors as payment for performing the duties.

The Secretary/Treasurer or their designee as approved by the Board of Directors shall receive and disburse funds of the Association. All checks in disbursement of funds of the Association shall be signed by the Secretary/Treasurer and countersigned by the President or President-Elect. The Secretary/Treasurer shall have authority to endorse for deposit, all checks and drafts payable to the Association in a bank or banks approved by the Officers. The Secretary/Treasurer or their designee as approved by the Board of Directors shall keep a complete roll of Members and shall keep regular books of accounts, which shall be opened to inspection of any Officer, or to the Auditing Committee. The Secretary/Treasurer shall file the income tax return with IRS, and the Corporate annual report with the Secretary of State. The Secretary/Treasurer shall report, at each regular meeting, monies on hand, receipts, disbursements, monies due, outstanding obligations and resources of the Association. The Secretary/Treasurer shall furnish a simple, but complete financial statement including year-to-date comparisons from the previous year to the Board of Directors at each meeting, and to the Membership at the end of each year. The Secretary/Treasurer shall also provide a simple but complete financial report on the Spring and Fall conferences to the Board of Directors at the first Board meeting following each conference which details the income and expenses pertaining to each conference. These reports are to be presented to the Membership at the end of the year during the annual meeting of this association. The Secretary/Treasurer shall furnish, at the expense of the Association, such bond as may be prescribed by the Membership.

In the event that the Secretary/Treasurer is unable, or unwilling to perform the duties of such office for any reason, the President shall appoint a replacement to fulfill their term as provided under ARTICLE VII SECTION 6.

Section 6. EXECUTIVE DIRECTOR. The Board of Directors may appoint an Executive Director of this Association, whose compensation shall be a sum stipulated by the Board of Directors as payment to transact the business of the Association. The Executive Director shall also be allowed all reasonable out-of-pocket expenses as authorized by the Board of Directors for travel, food, and lodging in the performance of his/her official duties as such officer. The person appointed to this position may or may not be a Member of the Association and may be an elected Officer or Director of this Association.

The Executive Director shall give notice of all meetings and shall conduct the correspondence and keep such records of the Association as are entrusted to the Executive Director.

The Executive Director shall keep a complete roll of Members; publish regular newsletters; assist the Membership with arrangements of meetings and workshops; prepare minutes of all business meetings; participate actively in promoting the welfare of the Pest Control Industry; keep the President, President-Elect, and Secretary/Treasurer informed at all times as to the activities of the Association and of its Executive Director; prepare and arrange for printing of roster with the Secretary/Treasurer's assistance; and make mailings to promote meetings and workshops. The Executive Director shall clear all membership mailings with the President and Secretary/ Treasurer. The Executive Director shall keep all records and files orderly and current; cooperate with Officers in any promotion they may have, such as Membership drives, dues collections, etc.; provide itemized expenses regularly to the Secretary/Treasurer; arrange for printing, etc., involved in promotional activities; and keep Trade Magazines and the National Pest Control Association informed of Association activities. The Executive Director shall send copies of all Association related correspondence to the Secretary/Treasurer and President; attend all meetings of the Board of Directors as well as all workshops and general meetings and shall cooperate and communicate with all regulatory agencies, law enforcement officers, and extension services in behalf of the Association.

At the termination of the Executive Director's position, the Executive Director shall surrender all books, papers, and property of the Association in his/her possession to a successor or to such person as the President may designate.

## ARTICLE VII

### DIRECTORS

Section 1. The affairs of this Association shall be managed by a Board of Directors consisting of President, President-Elect, Vice President(s), Secretary/Treasurer, the immediate Past President, a minimum of one (1) Member from each of the four (4) Regions described below, one (1) Member-at-large, one (1) Allied member appointed by the President, known as the President's Appointee, and one (1) Allied member, known as the Past President's Appointee, who served as the President's Appointee the previous year.

The meetings of the Board shall be on call by the President or may be called by any three (3) Board Members by notifying the remaining Board Members by mail, telephone, fax or **email**. The location and purpose of the meeting will be specified in the notice of such meeting.

Section 2. No more than two (2) Active or Affiliated Members of the same firm or corporation may serve on the Board of Directors at the same time.

Section 3. There shall be a minimum of one (1) Board Member from each of Regions I, II, III, and IV as more particularly illustrated in Appendix "A" attached hereto and forming a part hereof. Provided, however, that bona fide Members of the Association residing in States bordering the State of Kansas may be elected to serve as Board Members from the geographical regions which are immediately adjacent to the counties of residence of such Members.

Section 4. The boundaries of the foregoing Regions may be modified, or additional Regions established, from time to time by the Board of Directors in order to effect a more equitable representation of the Membership of this Association on the Board of Directors.

Section 5. Commencing with the Annual Meeting of ~~1980~~ **2022**, all Directors of this Association shall be elected for a term of ~~one (1)~~ **two (2)** years and thereafter, no Director shall be elected to serve for more than two (2) successive terms. However, a person remains eligible to serve as an elective Officer for the Association even after serving two (2) successive terms as a Director.

Section 6. A vacancy in the office of President shall be filled by the President-Elect. A vacancy in any other Member of the Board of Directors shall be filled by Presidential appointment with the approval of a two-thirds majority of the entire Board of Directors within thirty (30) days of such vacancy. Such appointee shall not serve beyond the following Annual Meeting unless then elected to fill the same or another office. The Board of Directors approval may be by mail ballot, fax or other electronic device providing such vote is unanimous..

Section 7. The Board of Directors by a two-thirds majority of the entire Board of Directors shall elect or appoint all of the employees of the Association and prescribe their duties, and shall have the power to suspend or dismiss, for cause, any officer, agent, or employee of the Association, whether elected or appointed by the Board of Directors or otherwise.

Section 8. A quorum of the Board of Directors shall consist of a majority thereof, but a smaller number shall adjourn to a subsequent time that a quorum can be established.

Section 9. Directors shall keep themselves informed on Pest Control Industry changes and Association affairs. Each Regional Director shall keep in touch with Association Members as well as Non-Members who are active in the Pest Control Industry within such Director's Region; promote new Memberships; represent the Association Members from their Region at Board Meetings; and shall schedule and conduct Regional meetings, when they deem it appropriate to do so.

## ARTICLE VIII

### POWERS OF DIRECTORS

Section 1. The Board of Directors shall have the management of the business of the Association and, in addition to the powers and authority conferred by these By-Laws upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Association; subject, nevertheless, to the provisions of the laws of the State of Kansas, to the Charter of the Association, and to the regulations made from time to time by the Membership. Provided, that no regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Section 2. The Board of Directors shall make rules for the effective management of the business of this Association and may assess fines and penalties for the violation of said rules.

## ARTICLE IX

### NOMINATIONS AND ELECTIONS

Section 1. The President shall appoint a nominating committee consisting of three (3) Members or more who shall publish to the Association their nominations for Officers and Directors of the Association at least thirty (30) days prior to the election at the annual meeting. The President-elect and Immediate Past President shall be Members of the Nominating Committee.

Section 2. At the annual meeting of the Association, at a time and place designated by the Board of Directors, the Nominating Committee shall present its nominations for Officers and Directors in the form of a printed ballot with additional space for each position for nominations from the floor. Provided that such nominations shall not interfere with the right of a Member to make nominations from the floor. The Nominating Committee shall nominate at least one candidate for each position available. The Nominating Committee and those making nominations from the floor shall confer with their nominee(s) to determine that they understand the responsibilities and obligations of the position they are being nominated to and are willing and able to serve in that position.

## ARTICLE X

### MEETINGS OF THE ASSOCIATION

Section 1. The times and places of regular meetings of the Association shall be determined by the Board of Directors. The last meeting of the calendar year, which shall be held between October 1 and December 31 shall be termed the "Annual Meeting".

Section 2. Special meetings shall be held when called by the President at any time; or may be called by the Secretary/Treasurer upon the request of ten (10) or more Members made in writing and stating the purpose of the meeting.

Section 3. Emergency meetings of the Association as a whole may be called on notice of any kind by telephone, fax, or letter on fifteen (15) days notice by the President with the approval of two-thirds of the Board of Directors, or by any ten (10) Active Members by approval and sanction of a majority of the Board of Directors, provided that the time, place, and matters to be considered are fully stated, as the justification for such emergency meeting.

Section 4. At least ten (10) Active Members in good standing shall constitute a quorum at any meeting of the Association.

## ARTICLE XI

### COMMITTEES

Section 1. The President shall appoint such committees as shall be deemed necessary or advisable to carry on the Work of the Association except such elective committees as may from time to time be voted by the Association.

Section 2. The following standing committees shall be appointed each year by the President:

1. Constitution & By-Laws Committee
2. Nominations & Elections Committee
3. Auditing Committee

The President shall determine the number of Members of each committee, provided no committee shall consist of less than three (3) Members. The President shall designate the Chairman of each committee and shall **himself** serve as a Member ex-officio of each committee.

## ARTICLE XII

### REVENUES AND DISBURSEMENTS

Section 1. No appropriations or expenditures of monies shall be made except by approval of the Board of Directors of this Association. No Officers, director, committee member, or employee of the Association, shall contract any obligations or incur any debt in behalf of the Association or in any way render it liable unless specifically authorized by vote of the Board of Directors of the Association. All disbursements for the Association shall be made by check and all checks shall be signed by two (2) Officers who have been authorized by the Board of Directors.

Section 2. The funds of this Association, from whatever source derived, shall not be distributed or paid to its Members or officers by way of dividends or otherwise, but the same shall be kept and used only for the purpose of the Association as set forth in the Articles of the Association; provided however, that the corporation may pay its officers, agents, servants, and employees, a just and reasonable compensation for their services.

Section 3. In the event the Kansas Pest Control Association is dissolved, any assets remaining after all obligations, expenses, and liabilities have been paid or resolved, will be donated to the National Pest Control Association's Phil Spear Research Fund.

## ARTICLE XIII

### ORDER OF BUSINESS

The order of business for regular, annual or special meetings of the Association shall be in accordance with "Roberts' Rules of Order".

## ARTICLE XIV

### CONTINUING EDUCATION

The Officers and Directors shall establish and maintain a continuing working relationship with the appropriate person at Kansas State University charged with the responsibility of establishing training seminars and short courses for the benefit of the Membership of this Association.

## ARTICLE XV

### CODE OF ETHICS

As a Member of this Association, we believe it to be our firm's responsibility:

- \* To uphold the standards of this Association.
- \* To hold our industry in high esteem and strive to enhance its prestige. To maintain high company standards or moral responsibility, character, and business integrity.
- \* To practice fairness, frankness, and honesty, in all advertising and in all transactions with the general public.
- \* To keep the needs of our clients always uppermost.
- \* To know the accurate costs of all services performed and responsibilities assumed in the prevention, control, elimination or management of pests and demonstrate a determination to recoup those costs and to profit from the effort.
- \* To render pest control services safely and efficiently in keeping with good practices, and to observe them in both letter and spirit.

\* To perfect our skills and business practices. To cooperate with others in the interchange of knowledge and ideas of mutual benefit.

\* To respect the reputation and practice of other pest control operators, but to expose to the Association, without hesitation, illegal or unethical conduct of other firms.

#### ARTICLE XVI

#### AMENDMENTS

Section 1. These By-Laws may be revised, altered, repealed, or amended at any meeting of the Association by vote of two-thirds of those present and voting at any such meeting, provided that ten (10) days notice of the proposed action shall have been given to the Members of the Association in the notice of such meeting.

#### ARTICLE XVII

#### SEAL

The Corporate seal of this Association shall consist of a circle within which is the name of the corporation (Association). Such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the Association.