



WASHINGTON STATE PEST MANAGEMENT ASSOCIATION

9024 Wyatt Ct SE | Tumwater, WA 98501

www.WSPMA.com | smalone@wspma.com

BYLAWS OF THE WASHINGTON STATE PEST MANAGEMENT ASSOCIATION

ARTICLE I

NAME

The name of the organization is the Washington State Pest Management Association Incorporated.

ARTICLE II

OBJECTIVES AND PURPOSES

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

- To promote welfare and enhance the pest management industry.
- To unite all properly licensed firms, corporations, associations, or persons that use, sell, or distribute materials, or non-chemical means for the purpose of protecting the health and environment.
- To foster the profession of pest management and to create a greater spirit of cooperation among members.
- To foster educational and business relations of the members; to broaden their interest and skill in the pursuit of their profession; and to continually improve the standards of the industry.
- To promote and maintain training, education, and commitment within the industry.
- To do everything necessary, suitable, and proper either alone or in association with other corporations, firms, or individuals, for the accomplishment of any of the purposes or attainment of any of the objectives set forth herein, and to have all the rights, powers and privileges now or hereafter conferred by the laws of the State of Washington in reference to not-for-profit corporations.

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ARTICLE III

MEMBERSHIP

Section 1: Full Membership

- A. Any licensed pest management firm willing to comply with the WSPMA Code of Ethics.
- B. Firms that have been assigned Full Membership shall designate representatives to act as their agents in Association affairs.
- C. Full Members may vote, hold office and/or chair committees, and may serve on committees if appointed and attend all meetings and functions of the association and be entitled to receive all other benefits of membership.
- D. Full Members will also become National Pest Management Association (NPMA) members.

Section 2: Vendor Membership

- A. Definition of a Supplier: The term "Supplier" shall mean an individual, partnership, unincorporated association, corporation, or other form of business enterprise which manufactures or supplies products, equipment, and/or other materials or services to the pest management industry.
- B. Any supplier shall be eligible for Vendor Membership. Firms that have been assigned Vendor Membership shall designate representatives to act as their agents in Association affairs.
- C. Vendor Members may not vote, hold office, or chair committees, but may serve on committees if appointed and may otherwise attend all meetings and functions of the association and be entitled to receive all other benefits of membership.

Section 3: SPI Membership

- A. Any firm licensed under the State of Washington as a pest management consultant in the special category of Structural Pest Inspector.
- B. SPI Members may not vote, hold office, or chair committees, but may serve on committees if appointed and may otherwise attend all meetings and functions of the association and be entitled to receive all other benefits of membership.

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Section 4: Honorary Membership

- A. Honorary Membership may be nominated by the Board of Trustees and voted on by the general membership in recognition of past service to the industry and the association.
- B. Honorary Members may not vote or hold office and shall not be charged dues. They shall be entitled to all other benefits of membership.

ARTICLE IV

GROUND FOR TERMINATION

Section 1: Failure to Comply

Failure to comply with the Code of Ethics, and grievance or arbitration plan currently in effect.

Section 2: General

- A. By written resignation of the Member.
- B. When a member's annual dues have not been paid within 90 days of the due date for the year in which dues are assessed.
- C. At the discretion of the Board of Trustees, upon the recommendation of the Grievance Committee, for cause, including:
 - Activity detrimental to the interest of the public or the welfare of the Association.
 - Making false or fraudulent claims.
 - Applying worthless or improper materials or procedures.
 - Operating faulty or unsafe apparatus.
 - Operating without a valid Washington State Pesticide license.
 - Chronically operating substantially below the standard of the industry.
 - Any illegal activity which is seen as a detriment to the industry.



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ARTICLE V

MEMBER RIGHTS

Section 1: Voting

- A. Each Full Member is entitled to one vote. Only the Designated Representative or their registered alternate may vote on behalf of a Member Firm.
- B. Each Full Member entitled to vote may do so by proxy; provided that the representative authorizing the proxy, shall have been executed in writing by the member themselves. Proxy votes are limited to one per meeting. Each subsequent meeting will require a new written proxy.

Section 2: Association Logo

Only Full, SPI, Vendor and Honorary Members in good standing shall be entitled to use and advertise with the logo of the Association.

Section 3: Attendance at Functions

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

Section 4: Committees and Offices

All members are eligible to serve on committees. Only Full Members may chair any committee. All members are eligible to co-chair any committee. Only representatives of Full Member Firms may hold office.

ARTICLE VI

GRIEVANCE AND DISCIPLINARY ACTION

Section 1: General

The conduct of the Members of the Association shall be expected always to be in accordance with the provisions of the Code of Ethics, these Bylaws and the policies adopted by the Association.



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Section 2: Initiation of Complaints

A complaint against any Member of the Association by a customer or competitor may be filed in writing with the Board of Trustees shall appoint an arbitrator to follow up with the complaint. It shall be required only to set forth the facts of the complaint in general terms for the following informal method of dealing with complaints. The Board of Trustees shall be in charge of following up the complaint.

Section 3: Investigation and Resolving of Complaints

When a complaint is received by the Association from any source, it shall be investigated immediately. If the complaint appears to be valid, the Board of Trustees shall attempt, as soon as practical, to resolve the complaint.

Section 4: Irresolvable and/or Trivial Complaints: Presidential Appointment of Grievance Committee

- A. In the event the arbitrator is unable to resolve the complaint, they shall report their findings to the President in writing. The President shall have the power to determine that the complaint shall be improper on the grounds of triviality.
- B. The President may also determine that the complaint is of sufficient gravity to warrant disciplinary action, in which case the President shall appoint a Grievance Committee to conduct a hearing on the subject. The Grievance Committee shall be composed of at least three (3) Full Member representatives whose businesses shall, as much as practical, be sufficiently remote from the accused member firm to insure against possible ultimate judgment by a direct competitor.

Section 5: Grievance Committee and Hearing

Unless the Grievance Committee decides otherwise, the hearing shall be held at a mutually agreed upon venue. The hearing shall be informal, and the Grievance Committee shall have the sole power to determine the character of the evidence to be heard and manner of its presentation. In no event shall the accused firm be denied the right to be heard if its representative and its witnesses, if any, are present at the time and place of the hearing. Notice of the hearing will be sent by mail or email, to the address on file with WSPMA (obtained during the application process or updated in writing by the Member), at least 15 days prior.



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Section 6: Judgments of Grievance Committee

- A. After a hearing based on a complaint, whether the accused firm is represented, the Grievance Committee may by a majority vote, make any one of the following determinations:
- That the complaint is totally unfounded, in which case the complaint may be dismissed.
 - That the complaint is sustained in part, in which case the Grievance Committee may order the accused to correct the sustained part of the complaint or suffer such disciplinary action as the Grievance Committee may determine.
 - That the complaint is wholly sustained by the evidence and by the reasonable deductions and inference drawn from the evidence, in which case the Grievance Committee may determine the punishment of the accused.
- B. Punishment may range from an official reprimand of the accused to permanent expulsion from the Association. At the discretion of the Board of Trustees, official reprimand may be published to all members.
- C. If judgement of the Grievance Committee is reprimand or suspension, it shall be accompanied by an order directing the accused to cease and desist from the conduct which was found to be in violation of the Code of Ethics or policies of the Association. If this order is not obeyed immediately, such disobedience shall constitute a separate offense which shall be cause for the reconvening of the Grievance Committee for such actions as shall be necessary and proper under the circumstances.



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Section 7: Hearing Report

After the hearing, the Grievance Committee shall produce a "Hearing Report" and transmit it to the arbitrator as soon as practical. It shall then be the duty of the arbitrator to report the findings to the Membership.

Section 8: Appeals

In the event the accused wishes to appeal the decision of the Grievance Committee, said firm shall have the right to petition the Board of Trustees for a review. If a review is granted, it shall be held at the next regular or special meetings of the Board of Trustees and according to such rules as the Trustees themselves may determine. The Board of Trustees may sustain, reverse, or modify the decision to the Grievance Committee.

Section 9: Reinstatement of Membership

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

Section 10: Complaints and/or Judgments against Officers or Trustees

If a Member firm, whose representative holds an office or is a Trustee, is convicted in the manner described above and punishment by suspension or expulsion is determined, the right of that representative to hold office shall cease immediately upon said conviction, and they shall immediately vacate their office.



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Article VII

ASSOCIATION OFFICE AND MEETINGS

Section 1: Principal Office

The principal place of business of the Association shall be determined by the Board of Trustees.

Section 2: General Membership Meetings

Regular meetings shall be held, at a location designated by the Board of Trustees, three times per year or more often at the option of the Board of Trustees. The Annual Meeting shall be held in the third quarter of each year at which time any needed Board Members will be elected. This will allow the time for budgets to be prepared and a planning session to take place prior to the new Board of Trustees taking position at the beginning of the next calendar year. Notice of all meetings shall be mailed or electronically submitted to the Membership at least 15 days prior to each meeting.

Section 3: Quorum

A quorum shall exist when voting Members have been properly notified, with an agenda, the Boards of Trustees position is clearly stated, it is clear what is to be voted on and a meeting has been executed. Members present, proxies and any returned ballots shall establish a quorum. A properly called meeting is directed through the current President and shall provide 15 days' notice to all voting Members.

Section 4: Board of Trustees Meetings

The Board of Trustees meetings shall be conducted between regular General Membership meetings to address urgent and/or regular business matters of the Association and to set forth agendas for the General Membership meetings. Any member of the Board may make a request for a special Board of Trustees meeting to the President or Executive Officer at any time to address any urgent or pressing matters. A quorum for the Board of Trustees to pass any motions shall exist when at least 50% of the voting Board Members are present. In the event a meeting is not possible, a motion may be made and voted on electronically if more than 50% of the voting Board Members participate.



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ARTICLE VIII

DUES

Section 1: Establishment

WSPMA dues and assessments shall be established by a majority vote of the Membership at a duly constituted meeting.

Section 2: NPMA Dues

Annual National Pest Management Association (NPMA) dues are collected by WSPMA on behalf of only Full Member firms. These dues are set by NPMA and not by WSPMA.

Section 3: Delinquency

Annual dues are due by July 1st and shall be considered delinquent when not received by 90 days of each calendar year. A reestablishment of the initiation fee may apply.

Section 4: Initiation Fee

An initiation fee shall be charged to all new Members, as well as those reinstating their Membership after a lapse.

ARTICLE IX

BOARD OF DIRECTORS, TRUSTEES AND COMMITTEES

Section 1: Board of Directors

The Board of Directors shall consist of the elected officers (President, Vice President, President Elect), immediate past president and members-at-large.

Section 2: Executive Officer

The position of the Executive Director shall be appointed by the Board of Directors and shall include the duties of the Treasurer of the Association. The Executive Officer shall have the ability to hire additional staff, within the budget, at the discretion of the Board of Directors.

Section 3: Powers and Responsibilities

The Officers shall manage the affairs and the property of the Association, subject to the direction of the Board of Directors.

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- A. The President Elect and/or the Executive Director will present a budget to the Membership for the calendar year that they will preside as President, at the final meeting of the year.
- B. The Executive Director shall submit the past year's actual revenue and expenditures to the Membership at the final meeting of the calendar year.
- C. The President Elect shall publish to the Membership their goals as President, at the annual meeting.

Section 4: Election of Officers

Election of needed Officers shall take place at the annual meeting of the Membership at large. Each term of office shall be one year. Elected Officers shall assume their duties immediately upon January 1 of each year. Each Officer shall proceed through the Board as Vice President followed by President Elect, then President and lastly Immediate Past President. Officers may request a repeat on the Board and shall be subject reelection.

Section 5: Officer Vacancies

The vacancy of any Officer shall be filled by a vote of the Board of Directors. The newly appointed Officer shall serve until the next annual meeting.

Section 6: Members-at-Large

The Board of Directors will have two Members-at-Large. They will be nominated by the Officers and elected by the Association membership during the annual election. Members-at-Large will serve two-year terms, with one member elected each year. They are not considered Officers of the Association. Vacancies in the Members-at-Large positions will be filled following the same process as other Board of Directors vacancies outlined in the bylaws.

Section 6: Association Committees

The President shall appoint and dissolve such committees as required. There shall be no less than three (3) persons on any given committee. All committee meetings shall be open; however, the Committee Chairperson may decide whether to allow any participation from non-committee Members in attendance.

- A. The President Elect shall appoint and/or introduce the Chairpersons for the committees at the final meeting of the year. If the committee does not have three members, the vacancies must be filled within 30 days. If the vacancies still exist after thirty (30) days, the President shall fill a vacancy.

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- B. Committee Chairpersons shall submit their budgets to the President Elect and the Executive Director no later than 45 days prior to the final meeting of the year to allow preparation of the budget. The budget shall include the present year's actual expenditures and the proposed budget for the next calendar year.

Section 7: Nomination Committee

The purpose shall be that of submitting names to the Membership for the election of Officers. The names must be submitted to the Membership at least thirty (30) days prior to the Annual Meeting. The candidates shall be given the opportunity to address the General Membership at the Annual Meeting before voting.

Section 8: Professional Standards and Ethics Committee

- A. The Professional Standards and Ethics Committee shall be a permanent standing committee of the Association. The Committee shall have the responsibility to determine recommended and accepted procedures and business practices in the State of Washington relative to the operation of a pest management business.
- B. In any instance where the Professional Standards and Ethics Committee proposes guidelines for the future use by the pest management industry, such guidelines must be approved by two-thirds (2/3) vote at any regular Association meeting.

Section 9: Financial Review

The Board of Directors or its appointed representative(s) shall conduct a review of the books and minutes of the past calendar year during the period of January 3 through March 31 of the following calendar year.

ARTICLE X

AMENDMENTS

These Bylaws, and such Bylaws as may hereafter be adopted, may be amended, repealed, or altered in whole or in part when a proper quorum has been established at any regularly scheduled meeting of the Association, provided the proposed changes are submitted to each Member at least fifteen (15) days before the date of the meeting at which the changes are to be considered.

ARTICLE IX

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Section 1: Board of Directors

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ARTICLE XI

NOTICES

Notices of meetings and their locations, as well as other Association affairs which require written or electronic notice to the last recorded address of each Member. Each Member shall be responsible for sending the Executive Director any contact changes.

ARTICLE XII

EDUCATION ENDOWMENT FUND

An Education Endowment Fund shall be maintained with a minimum of \$30,000.00. This endowment is to be invested in a high yield, low risk investment and the principal is to be untouchable unless there is a two-thirds (2/3) majority vote of the Membership. The earnings from this endowment will be available to the Board of Trustees or Membership, as needed, with preference for education. Total funds available are to be determined once per year after income, expenses and any accrued interest have been reconciled.