



SOUTH-AFRICAN PEST CONTROL ASSOCIATION

BYLAWS

ARTICLE I – MEMBERSHIP

Section 1. Applications

Applications for Active, Allied, Associate, Corporate Affiliate or Affiliate Organizations shall be submitted to the Association Office only on forms designed and/or approved by the Board of Directors and shall be processed in accordance with written procedures established by the Board of Directors. Application forms for Honorary or Life memberships shall not be required.

Section 2. Membership Approval

A.

The President, or designee thereof, shall be authorized to approve membership Applications. They should do so promptly as soon as they are satisfied that applicants are in agreement with the purposes of the Association. If the applicant is not approved, the applicant shall be so advised. If the applicant requests further consideration, the application shall be referred to the Board of Directors for action at its next meeting.

B.

Sole authority for the rejection of applicants shall be vested in the Board of Directors. If an applicant is not approved, the applicant shall be so advised.

Section 3. Resignations and Reinstatements

A.

The resignation of any Member, or Members, shall be presented to the Board of Directors in writing.

Resigning Members shall not be entitled to refund of any part of his or her dues paid.

B.

Any former Member, whether resigned, terminated, or expelled, desiring reinstatement, must make application in the same manner as a new applicant. The application for reinstatement shall not be approved except upon payment of past due obligations, if any, to the Association.

ARTICLE II - DUES AND ASSESSMENTS

Section 1. Initiation Fee

An initiation fee shall be required of new members who join the Association.

Section 2. Dues

A.

The Board of Directors shall from time to time establish a schedule of membership dues, in Accordance with the Constitution and these Bylaws. All dues shall become payable on the first day of the appropriate billing cycle.

B.

Any Member who fails to pay his or annual dues within three months of due date shall automatically be suspended until his or her indebtedness to the Association is disposed of to the satisfaction of the President.

C.

The dues schedule determined by the Board of Directors shall appear on the form provided by the Association office to each Member for use in computing their annual dues.

D.

Honorary and Life Members shall not be required to pay dues or assessments.

Section 3. Assessments

Special assessments shall be levied only for designated purposes, and then only by an affirmative vote of three-fourths of the Members present and voting in person or by proxy at any regular or special Membership Meeting, and provided that the President shall have notified all the Members at least 30 days in advance that the assessment is to be considered. All assessments shall be paid in the manner and at the time designated by the Association.

Section 4. Multiple Firms

An Active Member firm which operates one or more subsidiaries, branches, or offices may designate any of its subsidiaries, branches, or offices as an additional Active Member or as a Corporate Affiliate Member.

The annual dues, according to the current dues schedule, shall be paid.

Section 5. Maximum Dues Member Firm

Any Member firm that pays the maximum dues shall have one Active Membership in each region in which it has an office, and the management of the firm shall designate the office to be considered as "Active."

Section 6. International Members

International Members shall pay such fees as may be determined by the board of Directors for services to be provided by the Association.

Section 7. Allied, Associate and Affiliate Members

All Allied Associate and Affiliate Members shall pay such dues amount as determined by the Board of Directors.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Regions

A region is defined as a geographic area from which Active Members shall elect Regional Directors. The Board of Directors will define their duties and responsibilities as well as determine the alignment of each region. The Board of Directors shall review the alignment and number of regions on an ongoing basis and make changes where appropriate.

Section 2. Meetings

A. Special Meetings may be called as provided in the Constitution, upon not less than two weeks written notice of the time, place and purposes of the meeting. The agenda for all meetings of the Board of Directors shall be the responsibility of the President. Copies of the agenda for such meetings shall be provided by the President to each member of the Board of Directors at least two weeks prior to each meeting of the Board of Directors.

ARTICLE IV – EXECUTIVE COMMITTEE

Section 1. Duties

The Executive Committee shall be available for consultation to the Board of Directors and to carry out duties as assigned and authorized by the Board of Directors. The Executive Committee shall form a subcommittee consisting of the President, President-Elect and Immediate Past President to function as a review and evaluation committee for the Chief Executive Officer. The Executive Committee shall report promptly all actions taken at the meetings of the Executive Committee to the Board of Directors.

ARTICLE V - OFFICERS

Section 1. President

The President shall preside at all meetings of the Association, the board of Directors, and the Executive Committee. The President shall be an ex-officio member of all Committees. The President shall perform such duties as pertain to the office and as directed by the Board of Directors.

Section 2. President-Elect

A.

The President-Elect shall perform the duties of the President in the absence of the latter. In the case of death, resignation or permanent incapacity of the President, the President-Elect shall immediately succeed to the office of President. During the term as President-Elect the person in the position shall carefully observe overall association activity in preparation for the coming year of service as President and will assist the President whenever and wherever necessary.

B.

The President-Elect shall assist the other Officers of the Association as requested by the President or directed by the Board of Directors.

Section 3. Treasurer

The Treasurer shall be the corporate officer directly charged with responsibility for the financial affairs of the Association, subject to instruction issued by the Board of Directors. The Treasurer shall be authorized and expected to become acquainted with the details of the financial records maintained by the Association's headquarters office, and to recommend changes in the interest of efficiency or more accurate records, and shall refer to the Executive Committee and the Board of Directors any items which may seem to be of a questionable nature. The Treasurer shall furnish such bonds, at the expense of the Association, as the Board of Directors may determine. The Treasurer shall serve as chair of the Finance Committee and assist the other Officers of the Association as requested by the President or directed by the Board of Directors.

Section 4. Associate Directors

Annually on or before June 15th the SAPCA Executive Committee shall submit the names of up to two Active Members for the position of Associate Directors to the Board of Directors for a vote. The vote will take place as part of the first meeting of the newly elected members of the Board of Directors. An individual company may serve no more than 2 consecutive years in this position at any given time.

Section 5. Secretary

The Secretary or the Secretary's designee shall be responsible for having minutes of all meetings of the Executive Committee, Board of Directors and Annual Membership Meetings recorded and distributed; declaring a quorum for meetings of the Board of Directors and Membership Meetings; and assisting the other Officers of the Association as requested by the President or directed by the Board of Directors.

Section 6. Immediate Past President

The Immediate Past President shall be available for counsel and perform such duties as requested by the President or directed by the Board of Directors.

Section 7. Executive Vice President

The Executive Vice President shall serve ex-officio without vote on the Executive Committee.

ARTICLE VI – CHIEF EXECUTIVE OFFICER

Section 1. Employment

The Board of Directors shall have the power and authority to engage the services of a person to act as CEO of the Association. It will require the approval of 2/3rds vote of the Board of Directors to enter into an employment contract with the Chief Executive Officer.

Section 2. Compensation

The Compensation plan for the CEO consistent with the wage and administration plan of the CEO shall be fixed by a sub-committee of the Executive Committee consisting of the President, President-Elect, Treasurer and Immediate Past President who shall report as appropriate to the Board of Directors.

Section 3. Termination of Employment

The CEO shall retain the position at the will of the Board of Directors and shall be subject to a dismissal by a two-thirds vote of the entire Board of Directors.

Section 4. Responsibilities

A.

The CEO shall be the chief administrator of the Association, subject to instructions issued by the Executive Committee, or the Board of Directors.

B.

A position description for the CEO shall be approved by the Board of Directors. The document shall be periodically reviewed by the Executive Committee and changed as needed to ensure that it meets the needs of the Association, its Membership and the industry and that it accurately reflects the duties of the chief staff executive.

C.

The CEO shall serve as assistant to the Treasurer and Secretary.

D.

Subject to approval by the Board of Directors, the CEO shall be authorized to apply the policies concerning the obligations and privileges of subsidiaries, branches, and offices of an Active Member, in specific cases, in accordance with the findings regarding the organization of the Active Members involved.

E.

The CEO serves ex officio without vote on all Committees and Boards.

ARTICLE VII - NOMINATIONS AND ELECTIONS

Section 1. President, President-Elect, Treasurer, Secretary, Directors-at-Large and Immediate Past President

A.

On or before March 10 of the election year the National Committee shall transmit to the CEO the name of at least one candidate each for the position of President-Elect, and Treasurer, the names of two or more candidates for the position of Secretary, and the names of two at-large candidates for each available position, and the name of at least one candidate who is a Past President, other than the Immediate Past President, the CEO shall report the nominations of the National Committee to the Active Members on or before March 15th .

Any candidate for President-Elect, Treasurer or Secretary must have served a term on the Board of Directors or served in at least one of the positions listed below:

- Secretary-Treasurer
- Executive Board
- Board of Directors as a Director
- Committee Chairperson
- Committee Member of two or more committees
- Five years active membership on a committee

B.

Written petitions from Members nominating additional candidates for President-Elect, Treasurer, Secretary, At Large Director and Past President must be filed with the CEO by April 1st to be valid. The petition must contain the signatures of the designated representatives of 25 Active Member firms, with no more than ten from any one region.

C.

On or before April 15th the CEO shall mail to each Active Member firm entitled to vote a slate of candidates for office.

D.

The nominee for each office receiving the greatest number of votes shall be declared elected to that office.

Section 2. Regional Directors

A.

On or before March 10 the National Committee shall submit the names of two or more candidates for each position of Regional Director. The CEO shall submit the names of the candidates to the Active member firms of the respective Region no later than March 15th .

B.

Written petitions from Active Member firms within a Region for Regional Director must be filed with the CEO by April 1st to be valid. The petition must contain the signatures of the designated representatives of at least 10 Active Members from within the respective Region.

C. One-half of the regions shall elect Regional Directors within the respective Regions each year.

D.

Past Presidents shall not be eligible for nomination to the position of Regional Director.

E.

The individual who receives the highest number of votes for an office shall be considered elected.

F.

The results of the election shall be reported and the names of all National Officers and Board of Directors shall be published in the official SAPCA newsletter.

Section 3. Allied Member Representative to the Board of Directors

The Allied Member representative to the Board of Directors shall be selected by two-thirds vote of the Board of Directors.

Section 4. Retention of Ballots

All balloting results shall be retained by the independent teller for a period of three years from the date of the tabulation of ballots.

ARTICLE VIII - MEETINGS AND VOTING

Section 1. Special Membership Meetings

A.

In the event of a special meeting of the Associate Membership, the meeting must be preceded by at least a 30-day official notice of the meeting, and said notice shall not only set forth the time and place of the meeting, but also shall set forth in detail the purposes of the meeting, and thereafter discussion at the meeting shall be confined to the purpose stated in the call. In connection with the call of the meeting, the purposes must be presented in such a manner that Active Members who are unable or unwilling to attend the session may vote by proxy on each of the propositions to be presented to the extraordinary meeting.

B.

Each proposal presented in special meetings of the Association shall require for adoption two-thirds affirmative vote of the Active members voting on the proposal, in person or by proxy.

Section 2. Closed Meetings

A.

Unless otherwise determined by the Board of Directors, all general membership meetings of the Association shall be open to all classes of the Membership, but actual voting shall be limited to the Active Members.

B.

The Chairman, at any time during a session, may request a motion for a closed session, giving his or her reasons, and if the motion made is adopted by a majority of the Members present, the session shall be declared closed to all but Active Members until such time as the Active Members cast by a majority vote a motion to reopen the session.

Section 3. Number of Votes

Each Active Member shall be entitled to one vote on any subject which is submitted for a decision by the Members of the Association. However, the number of voting Memberships assigned to representatives of any one firm shall be limited to the extent that no single firm may control more than ten percent of the total number of votes in any Region. The home office of such firms shall be requested to name the offices in each Region, which are to be authorized as voting members.

Section 4. Proxy Voting

A.

Proxy voting shall be permitted only on those matters about which an official announcement has been made at least ten days prior to the meeting at which the matters are to be considered.

B.

Active Members shall be permitted to vote by proxy only when a written authorization, in proper form, has been submitted to the Secretary or other Active Member in attendance before the opening of the meeting at which to proxy is to be used.

All proxies held by Active Members must be submitted to the Secretary or the Secretary's Active Member designee at the beginning of the meeting and all proxies validated by the Credentials Committee.

C.

Each official notice of a Membership Meeting shall include a proxy form approved by the Board of Directors to be used by any Active member who desires to vote by proxy. Only Active Members shall be eligible to serve as Proxies.

Section 5. Protested Election

In the event of a protested election result, the Board of Directors shall act as election Commissioners and shall determine the lawfully elected Officers and Directors of the Association.

ARTICLE IX - COMMITTEES

Section 1. Finance Committee

The responsibilities of the Finance Committee include:

A.

(1)

A comprehensive review of the Financial statements of the Association shall be done in advance of each of the Executive Committee and Board of Directors meetings.

(2)

Continuing review of the Association's accounting and financial procedures, in cooperation with staff, to make such recommendations as seem appropriate to assure the efficient and effective function of the financial operation.

(3)

An annual meeting to prepare a recommended operating budget, based upon program and staffing needs. These recommendations are to be forwarded to the Board of Directors for action.

(4)

The Finance Committee will recommend to the Board of Directors the selection of an accounting firm to perform annual audits according to current precedent and additional audits as deemed necessary by the Board of Directors. To accomplish these purposes, the Committee may meet with the approval of the President.

B.

The President-Elect shall be an ex-officio member of the Finance Committee. It shall be the responsibility of the President-Elect to submit any program plans for the coming year, which will require funding, to the Finance Committee for their consideration 45 days prior to the annual budget meeting of the Finance Committee.

Section 2. Committee Members

Any Member of the Association may serve on the Association Committees unless otherwise specified in the Constitution or these Bylaws. Allied and Associate Members may serve on the Association's Committees but may not constitute a collective majority of any committee. No Member shall serve for more than three consecutive years on any committee unless approved by the Board of Directors.

Section 3. Size of Committee

The President shall appoint as many members to any committee as the President or the Board of Directors seem advisable, subject to the approved budget, provided that no committee shall consist of fewer than three members, exclusive of the President as an ex-officio member, unless specifically stated otherwise in the Constitution or these Bylaws.

Section 4. Procedures

A.

At the time a committee is appointed, the President shall designate the Chairman.

B.

Meetings of any Committee may be called by the Chairman of the Committee with the approval of the President. The Project Development Council Meetings may be called by the chair of the Project Development Council subject to the approved budget.

C.

A majority of the members of any Committee shall constitute a quorum.

D.

All Standing Committees (except those on the Project Development Council that may begin prior to the Annual Convention), which are appointed each year shall serve from the time of appointment at the Annual Convention until the close of the committee meeting at the following Convention.

E.

Special Committees appointed for specific purposes, shall serve for such periods of time as deemed advisable by the President or Board of Directors.

F.

The President shall have the power and authority to remove any Committee Chairman or member for just cause.

Section 5. Staff Liaison

The CEO shall assign staff members to provide liaison and assistance to Committees.

ARTICLE X - JOINT PARTNERSHIP/AFFILIATE ORGANIZATIONS

A.

To be eligible as a Joint Partnership/Affiliation Organization, the association must formally adopt the Joint Partnership program as approved by the South-African Pest Control Association Board of Directors.

B.

To be eligible for affiliation, an association must have a Constitution and/or Bylaws not inconsistent with those of SAPCA

C.

To be eligible for affiliation, the association shall not limit its membership in any arbitrary manner which may be construed as a restraint of trade, unfair competition, or other practice in violation of law.

D

The Association shall not be legally liable for any act or failure to act on the part of any Affiliate Organization.

E.

Active Members who are members of Affiliate Organization shall pay dues to the Association on the same basis as other Active Members.

F.

Affiliate Organizations may, but shall not be required to, adopt seals which incorporate the Association's seal and designs and under conditions approved by the Board of Directors.

Affiliate Organizations may state that they are affiliated with SAPCA in publications, on stationery, or in other ways.

G.

Material released by the Association to Affiliate Organizations shall not be redistributed, reprinted, or its contents released by the Affiliate Organization unless specific approval by the CEO or Board of Directors is first obtained.

ARTICLE XI - FISCAL AND LEGAL PROCEDURES

Section 1. Fiscal and Membership Year

A.

The fiscal year of the Association shall extend from March 1 to February 28 each year. The Financial records, budgets, and Treasurer's Report shall be maintained and compiled on the basis of the fiscal year

B.

The annual dues date of the membership shall be July 1 of each year.

Section 2. Board of Directors Authority

The Board of Directors is authorized to receive by device, bequest, donation, or otherwise, either real or personal property, and to hold the same absolutely or in trust, and to invest, reinvest and manage the same, and to apply said property and the income arising there from to the objectives of the Association. The Board of Directors shall also have the power to allocate funds of the Association for the purpose of carrying out the objectives of the Association. The Executive Committee shall manage the assets of the Association as directed by the Board of Directors.

Section 3. Annual Budget

The Finance Committee shall recommend an annual budget to be approved by the Board of Directors prior to each fiscal year, appropriating and authorizing the expenditures of the funds for the operation of the Association.

Section 4. Non-Compensation

No member of the Board of Directors acting in his or her capacity as a director shall receive compensation for services rendered.

Section 5. Funds and Securities

The Executive Committee shall manage the assets of the Association as directed by the Board of Directors.

Section 6. Contract, Letters of Interest

A.

All contracts, releases, agreements, letters of intent or commitments made in the name of, or on behalf of, the Association shall be submitted to the CEO for appropriate review and signature by duly authorized persons or person.

B.

No contract may be made which will bind the Association for amounts in excess of those provided in the current budget for that purpose, unless approved by the Board of Directors.

Section 7. Financial Records and Reports

The Treasurer shall have general supervision over financial records of the Association and shall present to the Executive Committee at each of its regular meetings and to the Board of Directors at each of its regular meetings a report of all receipts and disbursements of Association funds.

Section 8. Disposition of Surplus Funds

Any surplus in excess of normal operating requirements, plus a reasonable reserve to be determined by the Board of Directors shall be used to further the objectives of the Association. Recommendations for specific allocations of such funds shall be made to the Board of Directors by the Executive Committee.

Section 9. Annual Report

The Board of Directors shall publish an annual report as required by the Constitution.

ARTICLE XII - LIMITATIONS ON LIABILITIES

Nothing herein shall constitute members of the Association as partners for any purpose. No Member, Officer, agent or employee of this Association shall be liable for the acts or failure to act on the part of any Other member, officer, agent or employee of the Association, nor shall any member, officer, agent, or employee be liable for his acts or failures to act under the Constitution or the Bylaws, excepting only acts or omissions to act arising out of his or her willful misfeasance.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority

All meetings of the duly constituted bodies of the Association shall be governed by the rules of order as prescribed by authorities provided the same are not superseded by the Constitution or these Bylaws and are applicable.

Section 2. Interpretation of Constitution and Bylaws

The Board of Directors shall be the final authority in interpretation of the Constitution and Bylaws.

Whenever possible, these Bylaws should be construed so as to be consistent with the terms of the Articles of Incorporation and Constitution. In the event any provision of the Bylaws cannot be so construed, the conflicting provision of the Bylaws shall be at all times consistent with the terms of the Articles of Incorporation and Constitution.

ARTICLE XIV - DISSOLUTION

The Association shall use its funds only to accomplish the objects and purposes specified in the Constitution and these Bylaws, and no part of said funds shall inure or be distributed to the Members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

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 a high level of 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 render pest management services safely and efficiently in keeping with good practices.
- To perfect our skills and business practices.
- To cooperate with others in the interchange of knowledge and ideas for mutual

