

THE BYLAWS OF
PESTICIDE APPLICATORS PROFESSIONAL ASSOCIATION, INC.
A California Non-Profit Public Benefit Corporation

ARTICLE I. NAME

The name of the corporation is Pesticide Applicators Professional Association, Inc. ("PAPA" or the "Corporation").

ARTICLE II. OFFICES

Section 1. Principal Office

The Principal Office of the Corporation for the transaction of its business is located in ~~Monterey~~
~~County~~California. at

~~223 John St.~~
~~Salinas, CA 93901~~

Section 2. Change of Address

The Board of Directors may change the principle office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these bylaws opposite this section, but will not be considered an amendment of these Bylaws, or this section may be amended to state the new location(s).

Section 3. Other Offices

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities and/or business ("Branch Offices").

ARTICLE III. MISSION STATEMENT

Section 1. Mission Statement

The Pesticide Applicators Professional Association, Inc. is dedicated to educational opportunities for Pesticide Applicators. In order to facilitate this mission PAPA may provide continuing education courses, newsletters or official documentation of continuing education hours to assist in license renewal for PAPA Members.

ARTICLE IV. MEMBERSHIP

Section 1. Classes and Number of Members

The Corporation will have two classes of members. The two classes are: Regular Member and Honorary Member. Description of the eligibility for, and rights of, each class are described in this Article IV. No person may hold more than one membership in the Corporation. There is no limit on the number of members that the Corporation may admit.

Section 2. Regular Members

Any person engaged in work of pest management, application of pesticides, pesticide application equipment, pesticide safety, pesticide manufacturing, distribution of pesticides, pesticide regulation, compliance or allied fields of education and other related fields (collectively "Applicators"), is eligible for membership in the Corporation.

Any person eligible for membership under this Section may become a Regular Member by submitting a regularly executed application in the form and manner prescribed by the Board of Directors and on the payment of registration fee as determined from time to time by the Board of Directors of the Corporation in accordance with Article IV, Section 6 of these Bylaws, and the first annual dues as specified in Article IV, Section 6 of these Bylaws.

Section 3. Honorary Members

Honorary Membership may be conferred on Regular Members in good standing who have served with distinction within PAPA. Proposals for Honorary Membership shall be made in writing by any member to the Board of Directors. Favorable action by the Executive Committee and the Board of Directors shall constitute nomination. The Board of Directors will act on the nominees at the next scheduled Board meeting.

Honorary Membership may be conferred by majority vote of the Board of Directors. The total number of Honorary Members is not to exceed one percent (1%) of the membership.

Honorary members shall have all membership privileges detailed in Article IV, Section 5 of these Bylaws, including computer tracking of continuing education hours. Honorary Members shall be exempt from payment of dues and registration fees.

Section 4. Membership Privileges

All Regular Members in good standing shall have the right to vote, hold office, make presentations at Association meetings and publish in the newsletters of the Corporation in accord with accepted standards and procedures.

Members that are Licensed Applicators, not holding Pest Control Advisor or Aerial Applicator licenses, may obtain computer tracking of their continuing education hours, where applicable, to assist in license renewal associated with their standing as Applicators.

All Members in good standing have the right to resign.

Members shall not use the name of Pesticide Applicators Professional Association, Inc., for political or financial advantage.

Section 5. Annual Dues and Registration Fee

The annual dues payable to the Corporation shall be in the amounts determined by resolution of the Board of Directors on an annual basis.

Section 6. Funds

Dues are payable for the first year on admission to Active Membership and annually thereafter at the time or times as may be fixed by the Board of Directors. A Member, upon learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except if the Member is, by contract or otherwise, liable for the dues. ·

Registration fees may be set by the Board of Directors on recommendation of the Budget Committee of the Corporation.

Section 7. Transferability of Membership

Neither membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

Section 8. Membership Roster

The Corporation will keep a membership roster containing the name, address, and class of each member in any form capable of being converted into written form. The roster shall note if a membership has terminated and the date on which that membership ceased. The roster will be kept at the principal office of the Corporation and is subject to the rights of inspection required by law and as set forth in Article IV, Section 9 of these Bylaws.

Section 9. Members' Inspection Rights

Subject to the Corporation's right to set aside a demand for inspection pursuant to Corporation's Code Section 6331 and the authority of the court to limit inspection rights pursuant to Corporations Code Section 6332, and unless the Corporation provides a reasonable alternative as permitted by Corporations Code Section 6330(c), a member may exercise the inspection rights laid out in Corporations Code Section 6330 for any purpose reasonable related to that person's interest as a member of the Corporation.

Section 10. Termination of Membership

The membership and all rights of membership automatically terminate on the occurrence of any of the following causes:

- (1) the voluntary resignation of a member;
- (2) the death of a member;
- (3) determination that due cause for termination exists by the Board of Directors, including nonpayment of dues after reasonable notice. Any and all rights of a member in the Corporation and in its property cease on the termination of membership. However, termination does not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues or fees, arising from contract or otherwise. The Corporation retains the right to enforce any obligation or obtain damages for its breach.

ARTICLE V. MEETINGS OF MEMBERS AND VOTING REQUIREMENTS

Section 1. Annual Business Meeting

An annual Business Meeting of members will be held at a location within the State of California as may be designated from time to time by resolution of the Board of Directors. The President or the President's designee shall conduct it. The Secretary of the Corporation shall act as secretary of all meetings of members, including the annual Business Meeting, however in the absence of the Secretary, the *President* will appoint another person to act as secretary of the meetings. Minutes of each Business Meeting shall be maintained at the Corporation's principal office. The Roberts Rules of Order, as amended from time to time, governs the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the rules governing agenda, motions, and related matters.

Section 2. Special Meetings

Special Meetings of the members may be called by the Board of Directors, the President of the Corporation or the Executive Director and held at the times and places within the State of California that may be ordered by resolution of the Board of Directors.

Section 3. Notice

Written notice of every Annual Business Meeting and Special Meeting of members must be either personally delivered or mailed by first class United States mail, postage prepaid, no more than 90 days and no less than 10 days before the date of the meeting to each member who would be entitled to vote at the meeting as of the record date for notice of the meeting. The notice will be addressed to each member at the address appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting will be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting. The notice will state the place, date and time of the meeting. In the case of regular Annual Business Meetings, the notice will state those matters that the Board of Directors, at the time the notice is given, intends to present for action by the members.

Section 4. Waivers, Consents and Approvals

The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not pre-sent in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals will be filed with the corporate records or included in the minutes of the meeting.

Section 5. Quorum

A quorum at any meeting (regularly scheduled or annual) consists of two hundred (200) of the voting power, either in person or by proxy. For purposes of this Bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred. Those members present at a duly called or held meeting may continue to transact business until adjournment.

A quorum for any vote by written ballot in accordance with Article V, Section 6 of these Bylaws, is two thirds (2/3) of the number of ballots returned for any given action.

Section 6. Voting

Except as provided in Article V, Section 7 of these Bylaws authorizing cumulative voting at the election of the Directors, each member is entitled to one vote on each matter submitted to a vote of the members. The record date for the purpose of determining the members entitled to vote on any action of the members will be set by resolution of the Board of Directors. Such date shall not be more than 60 days before the date of the vote.

Any action that may be taken at any regular Annual Business Meeting or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Corporation shall distribute a written ballot to every Regular Member entitled to vote on the matter. Directors will be elected by written ballot as described in this Article V.

The ballot must state the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot is valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required under Article V, Section 5 of these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Ballots will be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Article V, Section III of these Bylaws and of voting by written ballot set forth in this Section. All solicitations must indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

The form of written ballots distributed to 10 or more members must afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by that written ballot. The form must also provide, subject to reasonable specified conditions, which if the person solicited specifies a choice with respect to any matter the vote must be cast in accordance with that choice.

Section 7. Voting for Directors

In any election of Directors, any form of written ballot in which the Directors to be voted on are named as candidates and that is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld may not be voted either for or against the election of a Director. Such ballots must list all candidates in alphabetical order, and should indicate that each member should vote for no more than the open number of Board of Directors seats (i.e. if there are four board seats open, each member should vote for no more than four nominees). Ballots for election of the Board of Directors must be returned within 30 days of the mailing date, ballots received after that date will not be considered valid and will not be counted. Unless otherwise provided for in the Articles of Incorporation or these Bylaws, a written ballot may not be revoked.

ARTICLE VI - GOVERNING BOARD

Section 1. Term

The elected members of the Board of Directors shall serve for three years, commencing with the first scheduled board meeting after January 1. A person may not serve as a board member for more than two consecutive three-year terms. However, a person not eligible to be/or not re-elected to the Board of Directors may finish out their term as the President or Past President. The terms of the members on the Board of Directors shall be overlapped so that approximately one-third of the terms expire each year.

Section 2. Nomination

Any member nominated for a Director position may be nominated by the method of nomination authorized by the Board or any other method authorized by law.

Section 3. Election

The Directors will be elected by written ballot as authorized by Article V, Section V of these Bylaws. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected.

Section 4. Transition

To insure an orderly transition: The president-elect may call a meeting of the incoming Board of Directors along with the outgoing board members at the first Board Meeting following election.

Section 5. Number of Directors

There shall be at least nine (9) but no more than twenty-five (25) Directors. Collectively, the Directors will be known as the Board of Directors.

Section 6. Performance Standards

The CEO/CFO (aka Executive Director) and Executive Committee will establish performance standards and attendance requirements for the Board of Directors.

Section 7. Indemnification and Insurance

Directors, officers, employees or agents (collectively "Agents") of the Corporation may be indemnified by the Corporation for any claims, demands, causes of action, expenses or liabilities arising out of, or pertaining to, the Agent's service to or on behalf of the Corporation to the full extent permitted by the California Corporations Code, Section 5238.

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under Section 5238 of the Corporations Code; provided, however that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 8. Meetings - Notice

Board Meetings shall be open to all members of PAPA.

~~All Meetings of the Board will be held at the principal office of the Corporation as specified in Article I of these Bylaws or as changed from time to time.~~

Regular Meetings of the Board will be held, without call or notice ~~at the principal office of the Corporation,~~ at a time and place to be specified by resolution of the Board of Directors. The President of the Board, the President-elect, the Secretary or any two Directors may call special meetings of the Board. Special Meetings may be held on four days notice by first class mail, postage prepaid, or on 48 hours notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

Section 9. Quorum

One third of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

Section 10. Transactions of Board

Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

Section 11. Conduct of Meetings

The President of the Board or, in his or her absence, any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

Section 12. Adjournment

A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 13. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

Section 14. Removal of Directors--Removal for Cause

The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court.
- (2) The Director has been convicted of a felony.
- (3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Corporations Code Section 5230 et seq. on directors who perform functions with respect to assets held in charitable trust.
- (4) The Director has failed to attend two (2) consecutive meetings of the Board without notification.
- (5) The Director has failed to attend two (2) meetings of the Board in any fiscal year.
- (6) The Director has been found in violation of the Board's Code of Ethics

Section 15. Removal of Directors - Without Cause

Any or all of the Directors may be removed without cause if removal is approved by the members within the meaning of Section 5034 of the Corporations Code.

Section 16. Resignation of Director

Any Director may resign effective on giving written notice to the President of the Board of Directors, the Secretary, or the Board of Directors of the Corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 17. Vacancies in the Board

Vacancies on the Board of Directors occur (1) on the death, resignation, or removal of any Director; (2) whenever the number of authorized Directors is increased; and (3) on the failure of the members in any election to elect the full number of authorized Directors.

Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Article VI, Sections 14 and 15 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Article VI, Section 8 of these Bylaws; or (3) a sole remaining Director.

~~Vacancies~~ Vacancies created by removal of Directors may only be filled by the approval of the members within the

meaning of Corporations Code Section 5034. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

ARTICLE VII. OFFICERS - DUTIES AND ELECTION TO OFFICE

Section 1. Election of Officers

The Board of Directors will receive, no later than the fourth quarter meeting of every year, from the Executive Committee-, one or more nominees for the positions of president-elect, President, Secretary, and Treasurer. (All nominees shall be members of the Board of Directors.) At that time, nominations may be made from the floor. As soon as all nominations have been made the nominations will be closed, and each member of the Board of Directors who is present will write their selections on a ballot. Those members of the Nomination Committee who are not running for office will count the ballots immediately. The candidate receiving the highest number of votes for each office shall then be elected to those positions. In the event of a tie, there will be successive ballots until a majority winner is declared.

Section 2. Offices

The officers of the Corporation shall be a President, a President-Elect, a Past-President, a Secretary and a Treasurer, and those other officers with such titles and duties as may be necessary to enable it to sign instruments. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

President

The President presides at the annual Business Meeting, Board of Directors Meetings, and Executive Committee Meetings. The President shall perform the duties prescribed in the Bylaws and by parliamentary authority by the Board of Directors.

The office of President shall be elected by written ballot of the Board of Directors. Beginning in January, 1998 the President will be elected to a one (1) year term within the presidential rotation. The President may be elected to serve one (1) additional year at the discretion of the Board of Directors. In the event of the President serving a two (2) year period in office, both President - Elect and Past - President will serve for a two (2) year period in each of their respective offices.

President-Elect

The president-elect shall preside at business meetings, Board of Directors meetings, and the Executive Committee meetings, whenever the President is temporarily unable to serve.

The office of President-elect shall be elected by written ballot of the Board of Directors, and may serve a term of one year, but no more than two consecutive years. The President- elect shall commence serving office with the first scheduled board meeting after January 1, following the election to office .A vacancy in the office of the President-elect shall be filled as soon as practical. In the case of the inability of the President to serve, the President-Elect shall convene the Board of Directors immediately, and shall succeed the duties of the President.

Past-President

The office of Past-President shall be an honorary office held by the out going president when he or she is not reelected or able to be reelected to the office of president. This office may serve a term of up to two

consecutive years depending on the Presidential election. The Past President shall serve as an advisor and consultant to the President to provide continuity in the development and implementation of long-term policies. The Past-President shall serve as Chair of both the Nominations Committee and the By-laws Committee. A vacancy in the office of Past President shall be filled from a list of former presidents.

Secretary

A person elected to the office of Secretary shall be a member of the Board of Directors and shall be elected by written ballot of the Board of Directors, and shall serve a term of one year beginning at the close of the business meeting following election. The Secretary shall maintain a copy of the Articles of Incorporation, and Bylaws, as amended, and a copy of the minutes of the committees of the Board of Directors meetings.

Treasurer

A person elected to the office of Treasurer shall be a member of the Board of Directors and elected by written ballot of the Board of Directors, and shall serve a term of one year beginning at the close of the business meeting following election. The Treasurer, subject to the order of the Board, shall keep or cause to be kept the books of account of the Corporation in a thorough and proper manner, and shall render statements of the financial affairs of the Corporation in such a form and as often as required by the Board of Directors. The Treasurer, subject to the order of the Board, shall have the custody of all funds and securities of the Corporation.

Section 3. The Chief Executive Officer (Executive Director)

The Executive Director shall serve as Chief Executive Officer/Chief Financial Officer of the Corporation. The CEO/CFO (aka Executive Director) shall perform the duties prescribed in these Bylaws, and shall perform such other duties as may otherwise be delegated by the Board of Directors in the CEO/CFO (aka Executive Director) annual contract. The CEO/CFO (aka Executive Director) shall have authority to enter into contracts for the Corporation that have been approved by the Board of Directors or the Executive Committee.

The CEO/CFO (aka Executive Director) shall keep an accurate copy of accounts of assets, liabilities, receipts, disbursements, gains and losses, exhibit at all reasonable times the book of accounts and financial records to his or her agent or attorney.

The salary, employment, conditions, responsibilities and authority of the CEO/CFO (aka Executive Director) shall be determined by the Executive Committee and stated in a written Employment Contract. The implementation of procedures approved by PAPA Board of Directors for personnel and conditions of employment, will be the responsibility of the CEO/CFO (aka Executive Director).

The employment of persons to assist in the function of administration of the Corporation, shall be the responsibility of the CEO/CFO(aka Executive Director) and the Executive Committee.

The CEO/CFO(aka Executive Director) shall furnish a suitable corporate-security bond or insurance, the premium to be paid by the Corporation. The CEO/CFO(aka Executive Director) is ex-officio on all committees and Board of Directors meetings in a Resource/Advisory capacity. The Corporate Seal shall be entrusted to the CEO/CFO(aka Executive Director) .

Section 4. The Executive Committee

The Executive Committee shall consist of the President, President-Elect, Past President, Secretary, Treasurer, and two Board Members At Large appointed by the President. The President shall preside over the Executive Committee meetings.

The purpose of the Executive Committee is to provide direction of administration and managerial responsibilities of the Pesticide Applicators Professional Association, Inc.

The CEO/CFO(aka Executive Director) and Executive Committee shall develop policy statements and resolutions to supplement the Bylaws with the approval of the Board of Directors.

The CEO/CFO(aka Executive Director) and Executive Committee shall make recommendations to fill vacated Board of Director positions by designation, with the approval of the Board of Directors.

ARTICLE VIII - BOARD COMMITTEES

Section 1. Appointment of Committee

The Board of Directors may, by resolution adopted by a majority of the authorized number of directors, designate one or more committees, each consisting of at least one (1) director, to serve at the pleasure of the Board of Directors. Each committee shall have a specific charge given by the Board of Directors. The committees so designated may include, but are not limited to the following:

- (A) Education/Public Relations Committee
- (B) Budget Committee
- (C) Bylaws Committee
- (D) Scholarship/Grants Committee
- (E) Legislative Information/Government Affairs Committee
- (F) Special Committees

Section 2. Mission Statement

The subject matter of each committee shall be defined in a "statement of the scope of the committee." These statements of scope of committees shall be reviewed and confirmed at intervals by the Board of Directors, with the assistance of all committee officers.

Section 3. Committee Meetings

Unless the Board of Directors shall otherwise provide, meetings of, and actions by, Board committees shall be governed by the provisions of Article VI of these Bylaws, as modified to substitute the committee and its members for the Board of Directors and its members. The time and place of regular meetings may be set by resolution of the Board of Directors or the committee, and when notice of regular meetings has been given to each member and alternate member of the committee, no further notice of regular meetings need be given thereafter. In addition to those authorized to call a special meeting by Article VI, special committee meetings may be called by any two (2) members of the committee. Notice of special meetings shall be given to all committee members and alternate members.

Section 4. Committee Quorum

One-third of the voting members of the Committees shall constitute a quorum. Each voting member shall be entitled to cast only one vote on each question submitted to a vote. There shall be no proxy voting.

Section 5. Committee Officers

The officers of each committee shall be a Chair, Vice- Chair, and a Secretary.

ARTICLE IX - AFFILIATES/ORGANIZATIONS

Section 1.

A qualified organization may become an affiliate of the Pesticide Applicators Professional Association, Inc., upon acceptance by the Board of Directors of the organization's written proposal for affiliation. An organization deemed qualified by the Board of Directors, may become an affiliate.

Section 2.

The Corporation may associate itself with other organizations upon written vote of the Board of Directors.

Section 3.

A list of PAPA affiliates and associated organizations shall be published and distributed to the membership through the Association newsletter and/or the website.

ARTICLE X - NEWSLETTER/PUBLICATIONS/WEBSITE

Section 1. Newsletter

This publication shall be published four times per year and be devoted to communicating news and information in a timely manner to the membership. The newsletter shall contain yearly information such as a calendar of events, the annual membership/state business meeting, a list of all PAPA seminar's. It will also contain an application form for new members. The newsletter need not have an editorial board.

Section 2. Membership Roster

The Membership Roster shall contain a list of current members, their membership category and contact information. The Roster shall be under the management of the CEO/CFO(aka Executive Director).

Section 3. Website

The website shall contain information relating to the organization including, but not limited to, seminar information, seminar registration, member information, on-line courses, sponsors, and links to pertinent pest management sites.

ARTICLE XI. AMENDMENTS

Section 1. Initiation of Amendment

Amendments to the Bylaws may be initiated by the Board of Directors or by a majority of the Regular Members.

Section 2. Role of Bylaws Committee

The Bylaws Committee, on request of the Board of Directors, shall review each proposed amendment to the Bylaws and assist the Board of Directors in developing the Board's recommendation on the amendment and in preparing a notice of the proposed amendment for the members. The Board of Directors shall not modify a proposed amendment except to clarify language or to assure that the intent of the amendment shall be accomplished.

Section 3. Notice of Amendment

Notice of a proposed amendment shall be sent to the members (through the Association newsletter) at least thirty (30) days before the proposed amendment is to be voted upon. The notice shall include the current text of the Bylaws that is proposed to be amended, including the recommendation of the Board of Directors, and method of voting on the proposed amendment.

Section 4. Vote by Membership

Each proposed amendment shall be voted upon at the Annual Business Meeting **or** by written ballot to the membership. Two-thirds (2/3) of the voting membership attending the Annual Business Meeting or two-thirds (2/3) of the returned ballots shall be required for approval.

Section 5. Notification of Amendment

The members shall be notified by posting the vote within the next newsletter distributed to all members. A proposed amendment shall become effective upon approval.

ARTICLE XII. CORPORATE RECORDS, REPORTS AND SEAL

Section 1. Keeping Records

The Corporation must keep adequate and correct records of account and minutes of the proceedings of its members, Board and committees of the Board. The Corporation must also keep a record of its members giving their names and addresses and the class of membership held by each, if applicable. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

Section 2. Fiscal Year

The fiscal year for the Corporation shall be a calendar year, January 1st through December 31st.

Section 3. Audit

There will be an annual external audit by an independent certified public accountant selected by the Executive Committee and the Budget Committee, of the accounts of the Corporation. Additional audits may be conducted at the request of the Board of Directors and the CEO/CFO(aka Executive Director) .

Section 4. Annual Report

The Board will cause an annual report to be published or be sent to the members not later than *180 days* after the close of the Corporation's fiscal year. The report must contain all the information required by Corporations Code Section 6321(a) and be accompanied by any report of independent public accountants. If there is no report of independent accountants, the certificate of an authorized officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation shall accompany the annual report. The annual report must be furnished to all Directors.

Section 5. Annual Statement of Certain Transactions and Indemnifications

The Corporation must furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 6322(d) and (e), if that transaction or indemnification took place during the fiscal year. The annual statement must be affixed to and sent with the annual report described in Article XIV of these Bylaws.

CERTIFICATE OF SECRETARY

The undersigned secretary of the corporation known as the PESTICIDE APPLICATORS PROFESSIONAL ASSOCIATION, INC., does hereby certify that the above and foregoing Bylaws consisted of 14 pages (including this Certificate of Secretary), were duly adopted by written ballot of the Members of said Corporation on the 11th day of July, 1992. Amendments to the original Bylaws, approved by the membership in 1993, 1994, 1995, 1996, 2006 and 2007 have been dated and incorporated into the original Bylaws and that the complete Bylaws are presented herewith.

Executive Secretary

Date