

Proposed Text of AAPCO By-Laws that is NEW and/or REVISED

**Purposes of the Association of American Pesticide Control Officials, Inc.
March 8, 2006, Revised**

The purposes of the Association of American Pesticide Control Officials, Inc. (AAPCO), as filed with the Recorder of Deeds, Washington, D.C., in compliance with the District of Columbia Nonprofit Corporation Act, were set forth as follows in the Statement of Election to Accept:

"The purposes of the corporation shall be to establish and maintain an Association through which officials of any state, U.S. territory, and Canadian province, and employees thereof charged with a responsibility in enforcing the laws regulating the production, labeling, distribution, sale, use or disposal of pesticides may unite; to promote uniform and effective legislation, definitions, rulings, and enforcement of laws relating to the control of the sale, distribution, use and disposal of pesticides; to encourage and sponsor the adoption, by all member agencies of the most effective and adequate methods of analysis of pesticide inspection techniques and procedure; to promote adequate labeling and safe use of pesticides; to provide facilities and opportunities for free exchange of information, discussion and cooperative study of problems confronting members of AAPCO; and to cooperate with public and private stakeholders in order to: 1. promote public health, safety and welfare, and environmental quality; and 2. to minimize and manage pesticide risks."

A complete copy of the Statement of Election to Accept of the Association of American Pesticide Control Officials, Inc., is on file in the office of the Association's Resident Agent in Washington, D. C., and in the office of the AAPCO Secretary.

BY-LAWS OF THE ASSOCIATION OF AMERICAN PESTICIDE CONTROL OFFICIALS, INC.

ARTICLE I Names, Offices, and Agent

The principal office of the Association of American Pesticide Control Officials, Inc. (hereinafter referred to as AAPCO), shall be located in the District of Columbia. AAPCO shall have its registered office and a registered agent in the District of Columbia as required by the District of Columbia Nonprofit Corporation Act. Currently the registered office/registered agent is the C T Corporation System, 1025 Vermont Avenue, N.W., Washington, D.C. 20005.

ARTICLE II Members

Section 1. **Active Members.** The following categories of persons shall be eligible for active membership in AAPCO: The officials charged by law with the execution of the state, territorial, provincial, and federal laws in the United States, including all its territories, and in Canada regulating the production, labeling, distribution, sale, use, and disposal of pesticides.

Section 2. **Voting.** Each state, territory, and Canadian province engaged in regulating pesticides and paying annual dues as prescribed in Article VI of these By-Laws, shall designate one member as the voting representative of that state, territory or province. That representative, or his/her proxy, shall be entitled to vote for the election of officers and directors and such other matters relating to the management of AAPCO as are submitted to the membership for vote. At the President's discretion, or by the indication of a majority of the Board members, a written ballot, an e-mail ballot, or Internet voting may be utilized for voting purposes. At the request of not less than five (5) voting members, an issue may be brought to a vote of the membership using one or more of the above methods for the vote.

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Section 3. **Life Membership.** The Board of Directors (hereinafter referred to as "the Board") shall have authority to bestow life membership upon any individual who has made an outstanding contribution to the work of AAPCO. Such person shall thereafter be entitled to exercise all the rights of membership, excepting the right to vote at meetings of the membership, and shall be exempt from the payment of annual membership dues.

Section 4. **Non-Discrimination.** AAPCO members shall comply with all federal and state statutes relating to nondiscrimination and always act in a professional manner during or related to any AAPCO meetings or activities. Any complaint of misconduct against an AAPCO member will be referred to the agency that employs the individual. Such referral will request that an investigation of the alleged misconduct be conducted and that any appropriate corrective action be taken by the employing agency. The employing agency shall be requested to report to the AAPCO President in a timely manner the findings and actions taken.

Section 5. **Members Not In Good Standing.** A state, territory, or province shall be considered to be not in good standing for a failure to pay dues in a timely manner, as prescribed in Article VI of these By-Laws. A state, territory, or province not in good standing will not be permitted to vote on matters before AAPCO, participate as a Board member, or serve in a position of leadership on any AAPCO committee. The Treasurer shall report to the Board on a regular basis the status of any state, territory, or province not in good standing. A state, territory, or province not in good standing will become an active member in good standing upon full payment of the current year's dues.

ARTICLE III Meeting of Members

Section 1. **Annual Meeting.** An annual meeting of AAPCO shall be held at such time as shall be determined by the Board; provided, however, that in cases of emergency the Board may direct that any actions requiring a vote of the membership may be conducted by ballot, as is provided in Section 8 of this Article, or by informal action as is provided in Section 5 of this Article.

Section 2. **Special Meetings.** Special meetings of the members may be called by the President, the Board, or at the request of not less than five (5) voting members.

Section 3. **Place of Meeting.** The Board may designate any place either within or outside the District of Columbia as the place for any annual meeting or any special meeting called by the Board.

Section 4. **Notice of Meetings.** Written or printed notice stating the place, day, and hour of any meeting of the members shall be delivered either personally, by mail, by E-Mail, or via the Internet to each member not less than ten (10) days before the date of such meetings, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting.

Section 5. **Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter.

Section 6. **Quorum.** A majority of those designated members in attendance at the time of the call for a vote shall constitute a quorum at any meeting of AAPCO which is duly called pursuant to the provisions of these By-Laws. Thus, there shall be no specific minimum number required for such a quorum. However, at the President's discretion, or by the indication of a majority of the Board members, a written ballot, an e-mail ballot, or Internet voting may be utilized for voting purposes. At the request of not less than five (5) voting members, an issue may be brought to a vote of the membership using one or more of the above methods for the vote.

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

Section 8. **Voting by E-Mail, or via the Internet.** At the direction of the Board, voting on any matter, including the election of directors or officers, may be conducted by E-Mail, or via the Internet in such manner as the Board shall determine.

ARTICLE IV Officers of AAPCO

Section 1. **Officers.** The officers shall consist of the Secretary and Treasurer plus the following officers, the latter to be elected (or re-elected) at each annual meeting by a majority vote of those present and voting. The immediate Past President serves the year after serving as the President, the President serves in the 6th year after initial election to the Board, and the President-Elect serves in the 5th year after initial election to the Board the President serves in the 4th year after election to the Board (as a Full-Term member), and the President-Elect serves in the 3rd year after election to the Full-Term Board. The officers listed below shall serve for the year beginning with the adjournment of the annual meeting at which they are elected and ending with adjournment of the next annual meeting:

- President
- President-Elect
- Immediate Past President

Section 2. **Vacancies (Officer).** If any office other than that of President or President-Elect becomes vacant, the office shall be filled by the Board for the remainder of the term. If the office of President becomes vacant, the President-Elect shall thereupon become President of AAPCO for the unexpired term, provided that such service shall not prevent such person being elected AAPCO President in his/her own right at the Business Session of the next annual meeting. If the office of President-Elect becomes vacant, the Board shall fill the office by appointment of a currently serving Director. In the event that the office of President becomes vacant at a time when the office of the President-Elect is also vacant, the Board shall fill, by appointment of a currently serving Director, the office of President for the remainder of the term. If the office of Past-President becomes vacant, it shall remain empty for the remainder of the term.

If the office of Secretary or Treasurer becomes vacant, the duties prescribed by these By-Laws shall be performed by the Assistant Secretary or Assistant Treasurer until a new Secretary or Treasurer is contracted, by the Board, to fill the vacant position.

Section 3. **President.** The President shall be the principal executive officer of AAPCO and shall, in general, supervise and control all its business and affairs. He/she shall preside at all meetings of the members and of the Board. He/she may sign, with the Secretary or any other proper AAPCO officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressed as delegated by the Board or by these By-Laws or by statute to some other AAPCO officer or agent; and in general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 4. **President-Elect.** In the absence of the President or in the event of his/her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to him/her by the President or the Board. If

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approved by the membership, the President-Elect shall become President of AAPCO upon the adjournment of the next succeeding annual meeting.

Section 5. **Secretary.** The Secretary shall work under the supervision and direction of the President and the Board. The Secretary shall serve under contract to AAPCO and shall be compensated for services. The terms and conditions of the contract, including the amount of compensation, shall be reviewed annually by the Board. An individual who is contracted for the duties of the AAPCO Secretary shall not vote as a member of the Board.

Note: For the Secretary, do we need any job duties/description similar to the Treasurer?? (Something like the SFIREG Roles & Responsibilities document ???)

Section 6. **Treasurer.** The Treasurer shall work under the supervision and direction of the President and the Board. The Secretary shall serve under contract to AAPCO and shall be compensated for services. The terms and conditions of the contract, including the amount of compensation, shall be reviewed annually by the Board. An individual who is contracted for the duties of the AAPCO Treasurer shall not vote as a member of the Board.

The Treasurer shall have charge of and custody of and be responsible for all AAPCO funds and securities; receive and give receipts for moneys, due and payable to AAPCO from any source whatsoever, and deposit all such moneys in the name of AAPCO in such banks, trust companies, or other depositories as shall be selected by the Board; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. An individual who is contracted for the duties of the AAPCO Treasurer shall not vote as a member of the Board.

Section 7. **Assistant Secretary and Assistant Treasurer.** The Board may elect, and may prescribe the duties of, an Assistant Secretary and an Assistant Treasurer, each of whom shall hold office at the pleasure of the Board.

ARTICLE V Board of Directors

Section 1. **Constitution of the Board.** The Board shall consist of the President, President-Elect, immediate past President, and four (4) other members ("Directors") elected (or reelected) at the annual meeting for one year terms. The elected Directors serve successive terms as reelected annually, culminating in serving as President-Elect in the 5th year after initial election, President in the 6th year after initial election, and Immediate Past President in the 7th year after initial election. The Board shall consist of five (5) "Full-Term" members and two (2) "At-Large" members. The Full-Term members include the President, President-Elect, immediate past President, and two (2) other members ("Directors") elected (or reelected) at the annual meeting for one year terms with one (1) new Full-Term Director elected each year. The elected Full-Term Directors serve successive terms as reelected annually, culminating in serving as President-Elect in the 3rd year after election as a Full-Term Director, President in the 4th year after election as a Full-Term Director, and Immediate Past- President in the 5th year after election as a Full-Term Director. The At-Large Directors serve alternating two (2) year terms with one (1) new At-Large Director elected each year. The SFIREG Chair shall serve on the Board in a non-voting capacity unless he/she votes as a Board member in some other capacity. An At-Large Director that has completed his/her two (2) year term shall be eligible for re-election to the Board as a Full-Term member. AAPCO members are eligible to serve more than one term as an At-Large Director.

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No two (2) voting members of the Board shall represent the same state, territory, or Canadian province. A Secretary and Treasurer will be designated to provide support to the Board.

Section 2. **Regular Meetings.** A regular meeting of the Board shall be held without other notice than this By-law in conjunction with the annual meeting of the members. The Board may provide by resolution the time and place of holding of additional regular meetings of the Board without other notice than such resolution. Minutes of the proceedings of the Board shall be maintained and reported to AAPCO.

Section 3. **Special Meetings.** A special meeting of the Board may be called by or at the request of the President or any two (2) Directors. Notice of any special meeting of the Board shall be given at least two (2) days in advance of the meeting by written notice to each Director's electronic mail address or facsimile number as shown by AAPCO records. Such notice shall be deemed to be delivered when transmitted electronically using either electronic mail or a facsimile so addressed. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

Section 4. **Quorum.** Four (4) voting members shall constitute a quorum of any duly called regular or special meeting of the Board.

Section 5. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by the By-laws. The Board is delegated by the membership the authority to take action unilaterally on behalf of the membership to address emergency situations or when a time-sensitive response is required.

Section 6. **Vacancies (Director).** Any vacancy occurring in the Board may be filled by the Board. A Director elected by the Board to fill a vacancy shall be elected to fill the unexpired term of his/her predecessor in office. A Director elected to fill an unexpired term shall be eligible for inclusion on the slate of candidates presented to the membership by the Nominating Committee for election as officers and directors at the annual meeting in accordance with Article VII Section 1 of these by-laws.

Section 7. **Informal Action by Directors.** Any action required by law to be taken at a meeting of Directors, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the Directors.

ARTICLE VI Dues

Active Members. Each state, territory, province, or federal agency shall pay annually one-hundred twenty-five dollars (\$125.00) for voting membership. A notice of delinquent dues will be sent three (3) months from the initial billing. A final notice will be sent three (3) months after the first notice stating that failure to pay within thirty (30) days will result in revocation of membership.

ARTICLE VII Committees and Investigators

Section 1. **Nominating Committee.** Not less than four (4) months prior to the annual meeting, the President shall appoint a nominating committee consisting of three (3) members who shall be the last three past AAPCO Presidents who are available to serve, or if three past Presidents are not available to serve, other members shall be appointed to the extent necessary to constitute the three members of the

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committee. The committee shall submit to the Secretary in writing a slate of candidates for election as officers and directors for the ensuing year. Additional recommendations may be made from the floor at the annual meetings by any AAPCO member. When additional recommendations or nominations are made from the floor, elections for contested positions may be conducted by written ballot as provided by the voting procedures in Article II Section 2.

Section 2. **Other Committees and Investigators.** The President may appoint such other committees and investigators as in his/her opinion are necessary for the management of AAPCO affairs or for studying and developing standards and uniformity in legislation, regulatory principles, and definitions concerning pesticides.

Section 3. **State FIFRA Issues Research and Evaluation Group (SFIREG).** The SFIREG shall be a standing committee of AAPCO. The SFIREG Chair shall be appointed by the AAPCO President, with Board approval and EPA concurrence. The term of the SFIREG Chair shall end at the conclusion of the second year of service. In extenuating circumstances, the term of the SFIREG Chair may be extended with the approval of the AAPCO President and Board and with EPA concurrence.

ARTICLE VIII Legislative Standards and Definitions

Any proposed new federal legislation, regulatory principal, definition, or amendment to existing legislation, regulatory principal, or definition, must be referred to the Board before being presented to the membership for action. The Board shall review all such proposals and present them, together with its recommendations, to AAPCO members for action. Any new definition or change, except an editorial change, in a definition becomes tentative when first adopted by the Board, and remains tentative until it is thereafter adopted or rejected by the membership. A recommendation shall be made on all matters in tentative status at each annual meeting.

ARTICLE IX Contracts, Checks, Deposits and Funds

Section 1. **Contracts.** The Board may authorize any officer or officers, agent or agents of AAPCO, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of AAPCO. Such authority may be general or confined to specific instances.

Section 2. **Checks, Drafts, etc.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of AAPCO, shall be signed by such officer or officers, agent or agents of AAPCO and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or the President-Elect.

Section 3. **Deposits.** All AAPCO funds shall be deposited from time to time to the credit of AAPCO in such banks, trust companies, or other depositories as the Board may select.

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

ARTICLE X Books and Records

AAPCO shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board, and shall keep at the registered office a record giving the names and addresses of the Board. All AAPCO books and records may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

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ARTICLE XI Fiscal Year and Annual Report

Section 1. **Fiscal Year.** The fiscal year of AAPCO shall begin on the first day of July and end on the last day of June of the year following.

Section 2. **Annual Report.** The Treasurer, or any of the other officers in his/her stead, shall prepare an annual report on forms prescribed and furnished by the Commissioners of the District of Columbia, containing the information required by Section 83 of the District of Columbia Nonprofit Corporation Act and shall also pay the annual report fee.

ARTICLE XII Waiver of Notice

Whenever any notice is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the AAPCO By-laws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII Dissolution

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

ARTICLE XIV Amendments to By-Laws

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