

**BY-LAWS
of the
WEST CENTRAL MOSQUITO & VECTOR CONTROL ASSOCIATION, INC.**

**ARTICLE I
PRINCIPAL OFFICE**

SECTION 1

The principal office of the Association shall be any place that the Executive Board may designate.

**ARTICLE II
POLICY**

SECTION 1

- (1) The policy of the Association is to cooperate in mosquito abatement, vector control, and related operations in conjunction with public agencies conducting related work.
- (2) To disseminate among its members and other interested parties, information on the latest and most effective abatement measures compatible with the protection of environmental quality.

SECTION 2

The host chairman for the annual meeting shall determine a suitable registration fee for the meeting with the approval of the Executive Board. This fee shall be separate from the membership dues of the Association.

**ARTICLE III
MEMBERSHIP, DUES AND FEES**

SECTION 1

Anyone concerned with or interested in mosquito abatement, vector control, and related work may be elected to membership in the Association under one of the three (3) following categories:

- (1) **REGULAR MEMBERS** shall be eligible to vote and hold office and they shall pay annual dues of \$25.00.
- (2) **HONORARY MEMBERS** are permanent, non-dues-paying members, elected in recognition of outstanding contributions to the field, and shall have the same privileges as REGULAR members.
- (3) **SUSTAINING MEMBERS** are companies or organizations with one (1) designated representative eligible to vote and to hold office. Additional members of the company or organization may join as REGULAR members. Additional benefits as deemed appropriate may be provided by a majority vote of the Executive Board. Annual Dues for SUSTAINING MEMBERS is \$125.00.

SECTION 2

The Executive Board shall set a reasonable and appropriate fee structure for vendor booths, displays and for registration fees for participation at the Annual Meeting with a two-thirds (2/3) majority vote as deemed appropriate.

SECTION 3

Honorary members shall not be required to pay annual dues.

SECTION 4

The fiscal year shall be January 1 to December 31, and dues are payable on the 1st of January. On the 1st full-day of the Annual Meeting, any unpaid dues shall be declared in arrears, and delinquent members shall be declared not in good standing until such arrearages are paid. New members paying dues prior to

October 1st shall be credited members for the current year. Dues paid October 1st or later will be credited toward the upcoming fiscal year.

SECTION 5

A member in good standing may resign from membership by submitting a written resignation to the Secretary, and a member who does not resign and whose dues remain unpaid for one fiscal year shall be dropped from membership.

ARTICLE IV POWERS AND DUTIES OF OFFICERS

SECTION 1

The Executive Board or general administration officers of the Association are directly responsible to the membership and shall consist of the following ten (10) positions:

- (1) President,
- (2) President Elect
- (3) Vice-President
- (4) Secretary
- (5) Treasurer
- (6) Immediate Past President
- (7) Three (3) other members who have been elected to the board.
- (8) Industry Representative

SECTION 2

The President shall be directly responsible for the functioning of the NOMINATING COMMITTEE and such Ad Hoc Committees as may be necessary. The President shall serve as Chairman of the Board.

SECTION 3

The President Elect shall assist the President in work delegated from the President and shall perform the duties of the President whenever the latter is absent.

The President Elect shall be responsible for the functioning of the following committees: MEMBERSHIP and LEGISLATIVE and shall make periodic reports of their activities and progress to the President. The President Elect when acting as President may delegate some of the duties of that office to another member.

SECTION 4

The Vice-President shall be responsible for the functioning of the following committees: PUBLICATIONS and FINANCE and shall make periodic reports of their activities and progress to the President.

SECTION 5

The Treasurer shall receive all monies of the Association. The Treasurer or the President shall make disbursements as authorized by the Executive Board. The Treasurer shall prepare the Annual Financial Statement for the fiscal year and shall act as Chairman of the Finance Committee, which shall prepare budget estimates for the next fiscal year.

SECTION 6

The Secretary shall:

- (1) Send notices for Annual and Special meetings; at least 2 written communications will be made for the Annual meeting and an effort shall be made to disseminate the information as widely as is feasible;
- (2) Record all proceedings at meetings of the Association;
- (3) Send out dues statements;
- (4) Send out notices of all proposed amendments to the Constitution and/or By-Laws;
- (5) Collect and record all monies due and issue official receipts for the same;
- (6) Turn over all monies to the Treasurer for deposit and receive receipt for same;
- (7) Send out mail ballots 60 days in advance of the Annual Meeting.

SECTION 7

The three (3) elected members to the Executive Board and the Immediate Past President are expected to attend all meetings and assist the officers in making all decisions and formulation of policy for the good of the Association.

SECTION 8

The Industry Representative shall serve for a two (2) year term and be appointed to the Executive Board by the majority vote (50% plus one (1)) of the Executive Board. A representative shall be recommended to the Executive Board by a majority vote of the industry representative members in good standing. The Industry Representative may participate on any appointed committee as deemed appropriate by a majority vote of the Executive Board.

ARTICLE V NOMINATION OF OFFICERS

SECTION 1

The Nominating Committee shall canvass the membership and submit 2 nominations for the office of Executive Board Member (3 year term) to be 120 days prior to the Annual meeting. Incumbent officers will be on the election ballot unopposed.

SECTION 2

Provision will be made on the ballot for write-in votes by members.

ARTICLE VI ELECTION OF OFFICERS

SECTION 1

Elections shall be held annually by mail ballot and only Regular, Honorary, and Sustaining Members in good standing shall be eligible to participate. In case of a tie a special runoff election will be held at the business meeting of the Annual Meeting.

SECTION 2

All elective officers shall be chosen by a majority of votes cast and each Regular member, Honorary member and Sustaining member in good standing shall be entitled to cast one ballot in each contest.

SECTION 3

Vacancies occurring in office between Annual meetings shall be filled by the Executive Board until an election can be held, except that a vacancy in the office of President shall automatically be filled by the President Elect.

ARTICLE VII APPOINTMENT OF COMMITTEES

SECTION 1

Standing committees will be appointed by the President

- (1) The Chair of all standing committees shall be appointed by the President.
- (2) The Chair of all standing committees shall submit reports of the activities of the committee directly to the Vice-President responsible for said committee.
- (3) A quorum for all standing committees shall be a majority of the committee as constituted.

ARTICLE VIII RESOLUTIONS

SECTION 1

Resolutions shall be submitted, by members in good standing, to the Secretary, who will refer them to the committee on Resolutions, and a majority vote of the members present and voting shall be required for adoption.

ARTICLE IX MEETINGS

SECTION 1

There shall be an Annual Meeting of the Association for the presentations of papers and discussion on mosquito abatement and related subjects, and such other business as may be properly brought before it. Such Annual Meeting shall be held at such time and place as the Executive Board may decide, with Colorado hosting even numbered years. At least ninety (90) days prior notice shall be given in writing to all members as to time and place of the Annual Meeting. There shall be at least one Executive Board meeting in conjunction with the Annual Meeting, advertised in the Annual Meeting Program.

SECTION 2

Special meetings of the Association may be held whenever the Executive Board deems necessary or whenever twenty-five (25) or more voting members shall make a written request therefore to the Secretary. Such request shall be placed with the Executive Board which shall designate the time and place for such Special meeting. The Secretary shall give written notice of all Special meetings of the Association to all members at least seven (7) days prior to the date selected for such Special meetings.

SECTION 3

There shall be an Annual business meeting during the one (1) hour period just prior to lunch of the first full day for the Annual Meeting.

SECTION 4

There shall be a fall meeting of the Executive Board for the purposes of exchanging information and ideas and other such business as may be properly brought before it. Such semi-Annual Meeting shall be held at such time and place as the Executive Board may decide, including the using teleconferencing when appropriate. At least thirty (30) days prior notice shall be given in writing to all members as to time and place of the semi-Annual Board meeting.

ARTICLE X PARLIAMENTARY AUTHORITY

SECTION 1

The rules outlined in Robert's "Parliamentary Law" and Robert's "Rules of Order, Revised" shall govern the Association procedure in instances where they are applicable.

ARTICLE XI
CONDUCT OF EXECUTIVE BOARD

SECTION 1

- (1) In the transaction of Executive Board business all written communications shall be addressed to the Chair of the Executive Board.
- (2) Every written motion addressed by an Executive Board member to the Chairman shall be duplicated and a copy furnished to each member of the Executive Board.
- (3) Any Executive Board member desiring to second, to dissent from, to comment upon, or move an amendment to, or to move a substitute for the original motion, shall do so in written communication addressed to the Chairman, of which a copy shall be sent to each member of the Executive Board.
- (4) If a written motion is seconded by every other member of the Executive Board, the Chairman without further action may declare the motion carried unanimously, and so notify the members of the Executive Board by written communication.
- (5) If one or more seconds to a written motion is received by the Chairman, but unanimous consent is not indicated, the motion remains open for discussion until there is a call for the question.
- (6) A meeting of the Executive Board may be called by the President or upon the request of three (3) or more members of the Board. At any time, in the opinion of the President that an emergency exists the President may call the board to meet by telephone.
- (7) A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. An action of the Board of Directors shall be upon the vote of the majority of its members present.

ARTICLE XII
AMENDMENTS

SECTION 1

These By-laws may be amended at the Annual Meeting of the Association by two-thirds (2/3) vote of the active members in good standing and present at the Annual Meeting, provided the notice of the proposed amendment has been transmitted by the Secretary to active members at least thirty (30) days before the Annual Meeting, and that notice of the time said amendment is to be voted on has been announced at least twelve (12) hours in advance.

- (1) All proposals for amendment must be submitted, in writing, to the Secretary for referral to the Executive Board at least four (4) months before the date of the next Annual Meeting.

Amendments to the original Bylaws were made on the following dates, and are incorporated in the above set of Bylaws.

02/25/2010

02/28/2007