



CONSTITUTION OF THE
FUTURE PEST MANAGERS of OHIO

Created – January 2006

Revised – April 13, 2009

MISSION STATEMENT

To encourage and aid in the development of business, leadership, and management skills necessary for the success of the future leaders in the Ohio pest management industry by promoting educational programs and active involvement in Ohio Pest Management Association initiatives.

ARTICLE I – NAME

The name of the organization shall be FUTURE PEST MANAGERS of OHIO hereinafter referred to as the “Association”.

ARTICLE II – PURPOSE

- A. The purpose of the Association shall be as follows:
 - 1. To promote ethics for the pest control industry.
 - 2. To foster research and provide education and training.
 - 3. To cooperate and work in close association with and under the guidance and governance of the Ohio Pest Management Association (OPMA) in creating an educational experience to prepare members for future participation in and leadership of the Ohio Pest Management Association.
- B. The Association shall be conducted as a not for profit organization.
- C. The Association shall never form or enter into any agreement, understanding, combination, or any other form of action designed to limit production, fix prices, suppress competition, nor in any other

manner restrain or monopolize trade or commerce, nor shall the Association engage in any other act or acts which might be in contravention of law or good business practices.

ARTICLE III – MEMBERSHIP AND DUES

A. Active Member

1. Definition: An employee duly nominated by the authorized voting representative of an OPMA member organization in good standing.
2. Voting: Each active member shall have the right to vote at any meeting on any action or issue required by this constitution.
3. FPMO Good Standing: Each active member, in order to be in “good standing,” shall:
 - a) Actively serve on an FPMO committee.
 - b) Attend a minimum of 75% of FPMO meetings and participate in a minimum of 90% of FPMO sponsored and/or sanctioned events at said meetings.
 - c) Retain employment with an OPMA member organization in good standing with OPMA.
4. Active membership is limited to 12 consecutive years as counted from the first of January immediately following activation of membership.

B. Associate Member

1. Any individual who is in sympathy with the purposes of the Association, qualified by reason of experience or training in biology, chemistry, sanitation, or allied sciences related to the practice of pest control or involved in programs relating to the control or management of pests in research, education, government, or “in-house” pest control, may apply for associate membership and shall be afforded the following privileges:
 - a) An associate membership shall be allowed to attend and participate in all general meetings and functions.
 - b) May be appointed to serve on any committee.
2. An associate member shall not be permitted to:
 - a) Vote, make motions, nor hold elected office.
 - b) Retain membership upon accepting employment by a non-OPMA member firm.

C. Allied Member

1. Any supplier who is in sympathy with the purposes of the Association shall be eligible for allied membership.
2. The legal business organization shall appoint an authorized representative to act as its agent in the conduct of association affairs and shall be afforded the following privileges:
 - a) Allied members shall have the right to attend and participate in general meetings and functions and may be appointed to serve on any committee.
 - b) Allied members shall not be permitted to vote, make motions, nor hold elected office.
3. Allied members shall have the privilege of displaying the logo of the Association.

- D. **Dues:** NONE
- E. **Application for Membership:** All applications shall be in writing on forms provided by the Association and submitted in the manner prescribed by the Board of Directors.
- F. **Suspensions, Revocations, and Termination of Membership**
 - 1. Suspension, revocation, or termination of membership shall be by unanimous vote of the Board of Directors and a two-thirds vote of the general membership; or,
 - 2. Membership status will be in accordance with the sponsoring OPMA member firm's status with OPMA.
- G. **Logo and Name**
 - 1. Only active and allied members in good standing are authorized to use and/or display the Association name and logo.
 - 2. Active, allied, or associate members in good standing are authorized to represent themselves as being members.
 - 3. The OPMA and FPMO associations and their officers retain full legal rights to the logo and name, including the rights to prosecute any persons or organizations that use said logo and name without authorization.

ARTICLE IV – OFFICERS, DIRECTORS, EXECUTIVE COMMITTEE

- A. **Officers:** The officers of the Association shall be president, vice president, and secretary-treasurer.
 - 1. *President.* The president shall preside at the general meetings and perform the usual duties incidental to that office. The president shall be an ex-officio member of all committees.
 - 2. *Vice President.* The vice president shall perform duties of the president in the absence of the latter. The vice president shall be a member of the executive committee.
 - 3. *Secretary-Treasurer.* The secretary-treasurer shall give notice of all meetings and shall conduct the correspondence and keep records of the Association. The secretary-treasurer shall be the corporate officer directly charged with the responsibility for the financial affairs of the Association. The secretary-treasurer shall be a member of the executive committee.
- B. **Executive Committee:** The executive committee shall consist of the president, vice president, secretary-treasurer, immediate past president, and OPMA Board of Directors chairperson. The term of each executive committee position shall be for one (1) year, except for the OPMA Board of Directors chairperson, who is elected by the OPMA. The executive committee shall give advice and manage the affairs of and property of the Association with the approval of the Board of Directors.
- C. **Board of Directors:** There shall be a Board of Directors composed of the executive committee and four (4) directors-at-large to serve as follows:
 - i. Membership chairman
 - ii. Education chairman
 - iii. Social chairman
 - iv. Philanthropy chairman

chosen by general membership in Section C-1. The OPMA Board of Directors FPMO chairperson shall be the chair of the Board of Directors (a vice chair shall be elected from the Board of Directors to serve in his/her absence). He/she shall not vote unless to break a tie vote.

The Board of Directors shall have full power to review and approve the actions relating to the operations of the Association. Voting by conference call and/or email ballot of the Board of directors is permitted.

1. Two at-large directors are to be elected each year and shall serve for a period of two years beginning on the first day of January following the election or until their successors are duly elected.
2. Resignations: The office of any elected official who resigns from office before the expiration of his/her term shall be filled by appointee of the president's choice with two-thirds approval from the Board of Directors. Any active member resigning his/her Board of Directors position will be considered to have lost "good standing" and will therefore forfeit his/her active membership unless re-nominated by an OPMA member organization in good standing and approved by a three-quarters majority vote of the FPMO Board of Directors.
3. Terminations: The Association reserves the right to terminate the tenure of office of any elected official who does not perform his/her duties or function with the most ethical practices of his/her office. A majority vote of the Board of Directors is needed to sanction this action. Loss of FPMO active membership will result as described in C-2 above.
4. Vacancies:
 - a) Any vacancy to an elected position shall be filled by appointment by the Board of directors and such appointed position shall serve only to the conclusion of the unexpired term to which he/she is appointed.
 - b) Any vacancy to a committee position may be filled by appointment by the president , and any such appointed position shall serve at the discretion of the president.

ARTICLE V – NOMINATIONS AND ELECTIONS

A. Nominations and Elections

1. The executive committee shall serve as the nominating committee.
2. The secretary-treasurer and vice president shall be nominated to the next higher office in a progressive nature, but must stand for election by the general membership each year.
3. The position of secretary-treasurer shall be nominated from the general membership and/or directors-at-large who have a minimum of four (4) years remaining on their active membership.
4. The name of all candidates nominated shall be arranged on a ballot in the following order: president, vice president, secretary-treasurer, and two directors-at-large. Nominees to the director-at-large offices must have a minimum of two (2) years remaining on their active membership.
5. The election shall take place during the annual meeting, at which time nominations may be taken from the floor for any office up for election.

6. The president shall appoint a committee of not less than two judges who shall serve in concert with the OPMA Board of Directors FPMO chairperson to supervise the election. The nomination and election shall follow *Robert's Rules of Order*.

ARTICLE VI – MEETINGS OF THE ASSOCIATION

A. Regular General Membership Meetings:

1. The Board of Directors shall determine the time and place of regular meetings.
2. The last regular meeting of the calendar year shall be the annual meeting. The annual meeting shall be held in conjunction with the OPMA annual meeting.
3. Representatives of non-member firms may attend no more than two (2) regular general membership meetings within a two-year period and only then at the invitation of an active member.

B. Special Meetings:

1. Special meetings shall be held when called by the president or by the request of twenty percent (20%) or more of the active members made in writing and stating the purpose of the meeting and the request delivered to the secretary-treasurer.
2. Except in cases of emergency, as determined by the president, notice of special meetings must be sent to each member at least ten (10) days in advance of the meeting and must state the purpose for which the meeting will be held. Only such business as set forth in the notice shall be acted upon at a special meeting.

C. **Board of Directors Meetings:** The Board of Directors shall determine the time and place of regular meetings.

D. **Executive Committee Meetings:** The executive committee shall determine the time and place of regular meetings.

E. **Quorums:** At least fifty percent (50%) of active members in good standing shall constitute a quorum at a general membership or special meeting. Six Board members shall constitute a quorum for a Board of Directors meeting. Three executive committee members shall form a quorum for an executive committee meeting. Once a quorum has been declared, it shall remain a quorum for the duration of the meeting the day the quorum is declared.

F. Proxies:

1. Board members unable to attend a meeting must submit their proxies in writing to the secretary-treasurer prior to the meeting, naming an active member as proxy.
2. Active members unable to attend a general meeting or special meeting may submit their proxies in writing to the secretary-treasurer seventy-two (72) hours prior to the meeting, naming an active member as proxy.

G. **Parliamentary Authority:** The proceedings of all general membership meetings special meetings, board meetings, and executive committee meetings shall be governed and conducted in accordance with the latest edition of *Robert's Rules of Order*. A parliamentarian (appointed by the president) shall keep order at all meetings.

ARTICLE VII – COMMITTEES

The president shall appoint such committee(s) as may be necessary to carry on the work of the Association. The president shall notify committee members and chairpersons of their duties and responsibilities.

ARTICLE VIII – REVENUES AND DISBURSEMENTS

An operating budget shall be prepared by the executive committee and adopted by the Board of Directors each year. This budget is to control the expenditures of the Association for the ensuing year. No appropriations or additional expenditures of monies shall be made, except by majority vote of the Board of Directors or the general membership of the Association. No officer, director, committee member, or employee of the Association shall contract any obligation or incur any debt on behalf of the Association or in any way render it liable unless authorized by a majority vote of the Board of Directors of the general membership.

ARTICLE IX – ETHICS

The membership shall observe the following code of ethics:

Relation of Member to Public: The member in his/her advertisements or other solicitations of business shall not use fraudulent or misleading wording or methods.

Relation of Member to Client: The member shall thoroughly analyze the needs of his/her clients and shall conscientiously recommend the appropriate control measures.

Professional Services: The member, upon accepting a contract or service agreement, shall render skilled, intelligent, and conscientious service.

Relation of Member to Competitor: The member shall not publicly criticize the business or private affairs of a competitor.

Relation of Member to Association: The member shall be loyal to the principles of the Ohio Pest Management Association and Future Pest Managers of Ohio and be active in the advancement of both organizations.

ARTICLE X – EXECUTIVE BOARD MEMBERSHIP LIMITATIONS

- A. Member firms which are owned, managed, or otherwise operated by a common parent corporation, firm, or business entity shall be allowed no more than two (2) members on the executive board.
- B. If at any time it is determined that three or more individuals serving on the executive board are representatives of firms owned, managed, or otherwise operated by a common parent corporation, firm, or business entity, all but two shall resign immediately from the Board. The vacancy(ies) created by such resignation(s) shall be filled in accordance with the provisions of the constitutions and bylaws.
- C. The order of resignation shall be the last member of the Board who becomes affiliated with a common parent corporation, firm, or business entity of another Board member shall be the first to resign until no more than two (2) representatives of any common parent corporation, firm, or

business entity shall remain on the Board. If three (3) or more individuals are elected to office at the same election, then such individuals shall decide among themselves who shall resign and who shall remain on the Board unless otherwise determined by the common parent corporation, firm, or business entity.

ARTICLE XI – AMENDMENT OF CONSTITUTION

This constitution may be revised, altered, or amended at any meeting of the general membership by two-thirds vote of those present and voting at said meeting, provided that at least ten (10) days notice of the proposed action shall have been given to the members in the notice of the meeting.

ARTICLE XII – BYLAWS

The Board of Directors shall make such bylaws, not in conflict with the constitution, as may be necessary for the proper government of the Association. Such bylaws shall become operative when adopted by a two-thirds vote of the Board of Directors.

- A. **Originating Amendments of Bylaws:** Proposals for the amendment of the bylaws may be initiated by:
 - 1. A majority of the executive committee.
 - 2. The written request of not less than twenty-five percent (25%) active members.
 - 3. A majority of the Board of Directors.
- B. **Procedure for Consideration of Bylaw Amendments:** Proposals for amendment of the bylaws shall be submitted to the president not less than thirty (30) days prior to a Board of Directors meeting. The president shall provide a copy of all proposals to each member of the Board at least 14 days prior to a Board meeting. The president shall appoint a constitution and bylaws committee who shall consider each proposal and report its recommendations to the president prior to the meeting of the Board of Directors.
- C. **Adoption of Amendments:** A two-thirds vote of the Board of Directors shall be required to adopt any amendment.