

BYLAWS OF
ENVIRONMENTAL CARE ASSOCIATION OF IDAHO

ARTICLE I

Name, Seal and Offices

1. Name

The name of this corporation is ENVIRONMENTAL CARE ASSOCIATION OF IDAHO.

2. The principle address of this corporation shall be in the County of Ada, City of Boise, and State of Idaho, 83707, P.O. Box 8841.

ARTICLE II

Purpose

The purpose of the Association shall be to promote professionalism in the Lawn Care Pest Control and Grounds Management industries by providing meaningful and timely education, information, and services to enhance the quality and safety of the services offered by the membership to the public.

ARTICLE III

Members and Meetings of Members

1. Classes and Membership

(A) Active or Regular Members – Any person, firm or corporation meeting the following requirements is eligible to be a regular member of the Association:

- (1) Is and has been for at least six months immediately prior to submission of the membership application active in the chemical applicators business;
- (2) Is properly certified by the respective state agency for the application of pesticides;
- (3) Agrees to abide by the Articles of Incorporation, Bylaws and Code of Ethics of this Association and any other affiliated Association.

(B) Associate Members – Any person, firm or corporation meeting the following requirements is eligible to be an associate member;

- (1) Is and has been for at least six months immediately prior to submission of the membership application engaged in business or research activities other than university or trade school activities which are related to the Lawn Care Management profession, such as, but not limited to chemical and equipment manufacturing, representation and distribution;
- (2) Agrees to abide by the Articles of Incorporation, ByLaws and Code of Ethics of this Association and any other affiliated association.

(C) Honorary Members – Past Presidents who themselves are not members and who are not affiliated with a member company, and such other persons who the Board of Directors may elect are eligible to be honorary members.

(D) Affiliate Members – Affiliate memberships shall be available to University personnel, extension agents, community colleges, trade schools, public agencies, non-profit organizations and agencies concerned with aspects of lawn care but not directly in the business of providing lawn care services for a profit. This category of membership will not be available to companies who would otherwise be considered eligible for Regular or Associate membership in ECA. Benefits will include member prices and membership mailings considered appropriate, but shall not include voting rights in the Association.

2. Company memberships

A firm, partnership or corporation may hold a regular or associate membership, but each such member shall keep on file with the Secretary of the Association the name of the individual company representative; however, the President or the Board of the Association may permit, upon good cause being shown, one whom the President or the Board in good faith believes to be an agent of the member to exercise membership rights for the member, even though such a one is not the designated representative.

3. Voting Rights of Members

Each member shall have one vote. The right of a member to vote and all of his or its interest in or to the Association shall cease upon the termination of his membership.

4. Approval of Application

To become a member of the Association, the eligible prospective member shall complete the application form that may be obtained from the Association and submit the completed form to the Association, along with any application or fees as may be required by the Board of Directors. No prospective member shall become a member unless and until the majority of the Board of the Association approves the applicant for membership and issues a Certificate of Membership to the new member.

5. Resignation of Membership

Any member may resign from the Association by delivering a written resignation to Association Headquarters; however, no such resignation shall relieve the member from the obligation to pay all unpaid dues and assessments accruing through the year in which the resignation is submitted.

6. Annual Meetings

The annual meeting of the members of the Association shall be held at the principal office of the Association (or such other locations as the Board of Directors may decide) once per year, for the purpose of electing directors and officers and for the transaction of such other business as may properly come before the meeting.

7. Special Meetings

Special meetings of the members may be called by the President, or by the Board of Directors, and must be called by the President on receipt of a written request of one-half ($\frac{1}{2}$) of the members of the Association.

8. Notice of Meetings

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) days before the date of the meeting, either personally, by mail or by publication in the Association's Journal, if any, by or at the direction of the President, or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at this address as it appears on the records of the Association with postage thereon prepaid.

9. Quorum

At any meeting of members of the Corporation the presence of one-third ($\frac{1}{3}$) of the active members in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the active members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

10. Proxies

At every meeting of members each member shall be entitled to vote in person or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than eleven (11) months prior to such meeting, unless such instrument provides for a longer period. Each member of the Association shall be entitled to one vote for each office to be filled. The vote for directors and officers and, upon the demand of any member, the vote upon any question before the meeting, shall be by ballot. All elections shall be had and all questions decided by a majority vote of the voting members present in person or by proxy.

11. Waiver of Notice

Whenever under the provisions of any law or under the provisions of the Certificate of Incorporation or By-Law of this Association, the Association or the Board of Directors or any committee thereof is authorized to take any action after notice of the members of the Association or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled or such notice or entitled to participate in the action to be taken or by his attorney thereunto authorized.

12. Removal of Members or Directors

Any member or director may be removed from membership or from office by the affirmative vote of two-thirds ($\frac{2}{3}$) of the board of directors, registered either in person or by proxy, at any regular or special Board meeting called for that purpose, for conduct detrimental to the interests of the Association, for lack of sympathy with its objectives, refusal to render reasonable assistance in carrying out its purposes, failure to abide by the Bylaws; failure to pay dues or assessments; or for any other act, transaction or practice charged, alleged, suspected or deemed by the Board of Directors to be prejudicial to the best interests of the Association. Any such regular member, officer or director proposed to be removed shall be entitled to at least thirty (30) days' notice in writing by mail to the member's last know address of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. Notice to the member shall include the charges lodged against him. The hearing or meeting shall be informal.

13. Compensation and Expenses

Members shall not receive any stated salary for their services as such. The Board of Directors shall have power in its discretion to contract for any to pay to members rendering unusual or special services to the Association special compensation appropriate to the value of such services.

14. Dues

Dues shall be paid annually. Renewal month will be June and new members due's will be prorated. The amount of dues will be determined by a two-thirds ($\frac{2}{3}$) majority vote of the board of directors.

ARTICLE IV

Directors

1. Election

The business and property of the Association shall be managed and controlled by a Board of Directors who shall be elected annually by the active and associate members, as follows:

- (A) The President, President Elect, Secretary/Treasurer , by virtue of their election as officers of the Association, shall be the Executive Officers of the Association.
- (B) One associate member shall be elected by the Board of Directors at its first regular meeting prior to the Annual Meeting.
- (C) The immediate Past President of the Association shall be a member of the Board of Directors, with voting rights, for two years following his Presidential term.
- (D) The balance of the directors shall be from the active members (or representatives of active members) and elected by the regular members

2. Areas of Members

The board of Directors will consist of the Executive Officers (3) of the organization, plus the Past President, plus eight directors, representing the following geographical areas. The areas will be: North Idaho – Lewiston; Coeur d'Alene areas; Boise area; Twin Falls Area; Pocatello and Idaho Falls areas.

3. Terms

The first election should provide for four directors (one from each area) to serve for two years. The other four directors to serve one year. After the first year there will be four directors' positions up for election each year for a tenure of two years each. This way we feel we will have continuity of the board.

The first year director will be area education chairman. The second year will be area administrative chairman. Each director shall hold office until the expiration of his or her term or until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. The directors shall be chosen by ballot at such meetings by a majority of the votes of the voting members voting either in person or by proxy.

4. Number

The number of directors of the Association shall be eleven (11), but such number may be increased or decreased by amendment to these Bylaws in the manner set forth in Article XII hereof. When the number of directors is so decreased by amendment adopted by the Board of Directors, each director in office shall serve until his term expires, or until his resignation or removal as herein provided.

5. Resignation

Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

6. Vacancies

Any vacancy in the Board of Directors occurring during the year may be filled by an appointment by the president. A vacancy created by an increase in the number of directors may be filled by affirmative vote of the majority thereof. Any director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the directors of the Association or until the election and qualification of his or her successor.

7. Annual Organization Meeting

Immediately after the election of Directors at the Annual Meeting of members, a Board meeting shall be held for the purpose of electing the Associate Member Director, and for purposes of organization and the transaction of other business.

8. Special Meetings

Special Meetings of the Board of Directors may be called by the President and must be called by him on the written request of a majority of the Board.

9. Notice of Meetings

Notice of all directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least ten (10) days before or by electronic notice the same at least two (2) days before the meeting, addressed to the usual business or residence address of the director; but such notice may be waived by any director.

10. Chairman

At all meetings of the Board of Directors, the President, or in his absence the President Elect, or in the case both are absent, a chairman chosen by the directors present, shall preside.

11. Quorum

At all meetings of the board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director.

12. Contracts and Services

The directors and officers of the Association may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Association, and may freely make contracts, enter transaction, or otherwise act for and on behalf of the Association, notwithstanding that they may also be acting as individuals, or as trustees of trusts or as agents for other persons or corporations, or may be interested in the same matters as shareholders, trustees or otherwise; provided, however that any contract, transaction or act on behalf of the Association in a matter in which the directors or officers are personally interested as shareholders, directors, or otherwise shall be at arm's length. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors and officers to enter into and consummate any contract, transaction or other action.

13. Compensation

Directors shall not receive any stated salary for their services as such, but, by resolution of the Board, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The board of Directors shall have power in its discretion to contract for and to pay to directors rendering unusual or exceptional services to the Association, special compensation appropriate to the value of such services.

14. Powers

All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Idaho, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation, such powers as they may see fit.

ARTICLE V

Officers

1. Number

The officers of the Association shall be the President, President Elect, and Secretary/Treasurer.

2. Election, Term of Office and Qualifications

All nominees for any officer's position must have served on the Board of Directors for at least one year. Officers shall be elected annually by the Association membership as provided herein.

3. Vacancies

In case any office of the Association becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the next meeting of the members and until the election and qualification of his or her successor.

4. President

The President shall preside at all meetings of members and of the Board of Directors. He shall have and exercise general charge and supervision of the affairs of the Association and such other duties as may be assigned to him by the Board of Directors. There will be nor more than two consecutive terms as President.

5. President Elect

The President Elect shall assist the President in the discharge of his duties as the President my direct and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The President Elect will be designated as the President-elect. The President Elect will be in charge of education.

6. Secretary/Treasurer

The Secretary/Treasurer shall perform all duties incident to the office of Secretary/Treasurer subject to the control of the Board of Directors to include but not be limited to the recordkeeping of the Association, maintaining the financial records of the Association, reporting to the Board on the financial position of the Association and see to the disposition of the financial responsibilities of the Association. With board approval, some or all of these duties may be delegated to an Executive Coordinator.

7. Removal

Any officer may be removed from office by the affirmative vote of two-thirds ($\frac{2}{3}$) of all the directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance or misfeasance, for conduct detrimental to the interests of the Association for lack of sympathy with its objectives or for refusal to render reasonable assistance in carrying out its purpose. Any officer proposed to be removed shall be entitled to at least twenty-five (25) days' notice in writing by mail of the meeting of the Board of directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE VI

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Association with such powers, and to perform such acts or duties on behalf of the Association as the Board of Directors may see fit, so far as may be consistent with these bylaws, to the extent authorized or permitted by law.

ARTICLE VII

Contracts

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confirmed to a specific agent. No employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount, unless such power or authority is authorized by the Board.

ARTICLE VIII

Committees

The Board of Directors may create and appoint from its number, or from among such persons as the Board may see fit, one or more advisory or standing committees, and at any time may appoint additional members thereto. The members of any such committee shall serve during the pleasure of the Board of Directors. Such committees shall advise with and aid the officers of the Association in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

The members of any such committee shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of such committee, rendering unusual or exceptional services to the Association special compensation appropriate to the value of such services.

Permanent Standing committees of the Board. The following committees shall serve the Board. The Chairman of each committee shall make report to the Board and/or the membership as requested by the President.

1. Executive Committee

Chairman: President, Permanent Members, and Officers

Purpose: To coordinate the activities of Board Committees and to set Board meeting agenda.

2. Nominating Committee

Chairman: Past President . Minimum of two additional members to be appointed by the Chairman.

Purpose: To nominate officers and directors for the Association.

ARTICLE IX

Voting Upon Shares of Other Corporations

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Association to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Association may hold shares, and at any such meeting may the ownership of such shares, which, as the owner thereof, this Association might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE X

Indemnification

1. The Association may indemnify any person who was or is or a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director, officer, employee or agent for another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. The Association may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgement in its favor by reason of the fact that he is or was a director, officer employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

3. To the extent that a director, officer, employee or agent of a corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in paragraphs 1 and 2, or in defense of any claim, issue or matter therein, he shall be indemnified against (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

4. Any indemnification under paragraphs 1 and 2 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph 1 or 2. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) by independent legal counsel in a written opinion, or (3) by the shareholders.

5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employer or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this resolution.

6. The indemnification provided by this resolution shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

7. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this resolution.

ARTICLE XI

Investments

The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgement of the Board of Directors, without being restricted to the class of investments which a trustee is to or may hereafter be permitted by law to make or any similar restriction.

ARTICLED XII

Amendments

The Board of Directors shall have power to make, alter, amend and repeal the Bylaws of the Association by affirmative voted of two-thirds of the Board.