

BYLAWS OF
ENVIRONMENTAL CARE ASSOCIATION OF IDAHO

ARTICLE I

Name, Seal and Offices

1. 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, or at a location where the main staff is positioned.

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

Membership and Meeting of Members

1. Membership Classes and Qualifications

(A) Regular Member (voting) - Any person or firm meeting the following requirements is eligible to be a regular member of the association.

- a) Is and has been for at least the six months immediately prior to submission of membership in the pesticide application or an industry related business;
- b) Is properly certified and is in good standing with the respective state agency for the application of, or as a consultant for applications of pesticides.

(B) Honorary Member (voting) - Past Association 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 an honorary member.

(C) Affiliate Member (Non-Voting) - Any individual or firm not otherwise eligible for membership in the Association who supports the purposes of the Association.

2. Application for Membership

All applicants for membership must complete and sign the application form provided by the Association.

3. Approval of Application

Persons and firms who meet all membership eligibility requirements under these Bylaws shall be admitted upon written application and payment of dues.

4. Voting Rights of Members

Each voting member shall have one vote. The right of a member to vote shall cease upon termination of their membership.

5. Resignation or Termination of Membership

Any member may resign from the Association by mailing or emailing a written resignation to the Secretary/Treasurer; however, no such resignation shall relieve the member from any unpaid dues and assessments accruing through the year in which the resignation is submitted. Membership is terminated by failure to pay dues and may be reinstated upon payment of dues in full.

6. Annual Meetings

An annual meeting of the members shall be held once per year at a time and place selected by the Board of Directors convenient to the members, 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, or must be called by the President on receipt of a written request from at least one-half (½) of the members of the Association.

8. Notice of Meetings

Printed or electronic 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 ten (10) business days before the date of the meeting, either personally, by mail or electronic notice, if any, by or at the direction of the President, or persons calling the meeting, to each member entitled to vote at such meeting.

In any case where a special or emergency meeting needs to be called where the ten (10) business day notice is not possible, such meeting can be called with a five (5) business day notice by a 2/3 vote of the board by phone or email.

9. Quorum of Special Meetings

At any special meeting of members of the Corporation the presence of one-third (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.

Reasons for removal may be but not limited to:

- 1) Conduct deemed detrimental to the interests of the Association and Industry
- 2) Failure to abide by the Bylaws
- 3) Failure to pay dues or assessments

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 known address (physical or email) 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 and the renewal month will be July. The amount of dues will be determined by a two-thirds (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 voting 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. The balance of the directors shall be from the regular members (or representatives of regular members) and elected by the voting members.
- 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.

2. Areas of Members

The board of Directors will consist of the Executive Officers (3) of the organization, 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

Directors shall be elected annually for a term of two (2) total years. Directors are eligible for reelection after their two (2) year term expires.

The directors shall be chosen by ballot at such meetings by a majority 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 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. 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.

8. Notice of Meetings

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

9. 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.

10. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

11. 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.

12. 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.

13. 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 immediately prior to nomination. 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 no 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 may 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.

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 record keeping 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 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 pecuniary for any purpose or to any amount, unless such power or authority is authorized by the Board.

ARTICLE VIII

Committees

1. 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.
2. 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.

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

The association shall indemnify its officers, directors, staff, and other members in performance of official duties of the Association by and through a policy of liability insurance in an amount and to the extent determined by the Board of Directors. Such indemnification shall be limited and restricted to coverage afforded by such insurance, unless otherwise approved by the Board of Directors.

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 judgment 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.

ARTICLE 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.