

CONSTITUTION AND BY-LAWS

OF THE

KENTUCKY PEST CONTROL ASSOCIATION, INC.

ARTICLE I - NAME

The name of this organization shall be the "**KENTUCKY PEST CONTROL ASSOCIATION, INCORPORATED,**" a nonprofit 501(c)(6) Corporation incorporated in the state of Kentucky and hereafter throughout this Constitution and By-laws referred to as the "KPCA".

ARTICLE II - PURPOSE

The purpose of the KPCA is as follows:

1. To promote and encourage high standards, conduct and ethics in the pest control industry by means of study, discussion and education about the pest control industry.
2. To foster research and distribution of knowledge among its membership, the general public and to broaden public understanding.
3. To cooperate and establish relationships with scientific and educational institutions to supply the technical, legal and business educational needs to the members.
4. To acquire, preserve and disseminate data and available information relative to the functions and accomplishments of the KPCA and its members.
5. To foster, promote, maintain and encourage the civic, social, commercial and economic welfare of the pest control industry and to support our system of free competitive enterprise and individual acceptance of responsibility.
6. To cooperate with Federal, State and Local governmental authorities for the good of the community and the pest control industry.

7. To cooperate with Federal, State and Local Legislators for the passage of reasonable and responsible pesticide legislation based on sound science and other such legislation that is of interest to the pest control industry.
8. To promote the general sale and expanded use of KPCA member products and services.
9. To cooperate with local, state and national associations with common interests in the welfare of the pest control industry.
10. To undertake other functions consistent with the by-laws that will advance the efficiency of the KPCA members.

ARTICLE III -- MEMBERSHIP AND QUALIFICATION

There shall be four classes of membership: Active, Allied, Honorary, and Life.

1. **Voting Membership:** Only Active Members, in good standing, shall be eligible to vote or hold the elective office in the KPCA.
 - a. **Active Membership:** Any business organization legally and actively engaged in Structural Pest Control having a State of Kentucky License Pest Control Operator (LPCO) in its employ is eligible for Active Membership. Membership is issued to the business organization that shall have a "Voting Agent". The registered Voting Agent shall be the Active Member's LPCO unless otherwise designated in writing to the KPCA, and confirmed by the Board, from an authorized agent of the Active Member. In the event that an employee of the Active Member becomes an officer or director of the KPCA then immediately upon election to office that person shall become the Voting Agent for the Active Member.
 - b. There shall be only one vote per Active Membership.
 - c. **Eligibility:** Any business organization eligible for active membership under these by-laws may apply for membership. The application must be in writing on a form provided by the KPCA and the year's annual dues must accompany such application.
 - d. **Election of Active Members:** Membership is not effective until approved either by a majority vote of the Directors present and voting at a directors meeting or by a majority of the Voting Agents present and voting at a member's meeting and the Secretary sends written notification of membership approval to the applicant.

2. **Non-voting Membership:** The following membership categories shall have non-voting status. Non-voting members have the right to attend meetings and to speak out and otherwise participate in the debate, but are not permitted to make motions, vote, or hold elective office in KPCA.
 - a. **Allied Membership:** Any business organization or an individual that does not qualify as an active member in sympathy with the purposes of the KPCA may apply for Allied Membership. The application must be in writing on a form provided by the KPCA and the year's annual dues must accompany such application.
 - b. **Election of Allied Members:** Membership is not effective until approved by a majority vote of the Directors present and voting at a directors meeting and the Secretary sends written notification of membership approval to the applicant. Membership in the KPCA issued to a business organization shall designate, in writing, a representative to the KPCA. Allied members may serve as committee members.
 - c. **Honorary Memberships:** An individual, business organization, or educational institution that has made an outstanding contribution to the pest control industry or the KPCA shall be eligible for Honorary Membership. Honorary membership is conferred by recommendation of a majority of the Board of Directors and approval by three-fourths of the Voting Agents present and voting at a member meeting of the KPCA. Honorary Members do not pay dues and may serve in an advisory capacity.
 - d. **Life Membership:** Any individual who has been employed by a current or former Active Member who has made outstanding contribution to the Structural Pest Control Industry or the KPCA shall be eligible for Life Membership. Life Membership is conferred by recommendation of a majority of the Board of Directors and approval by three-fourths of the Voting Agents present and voting at a member meeting. Life members do not pay dues and may serve in an advisory capacity.
3. **Suspension and Cancellation:** Any membership may be terminated for cause. Such cause may be violation of these by-laws, or of any agreement, rule or practice properly adopted by the KPCA or by conduct prejudicial to the best interest of the KPCA. A suspension or cancellation of membership shall require a two-third vote of the Board of Directors or a two-thirds vote of the Voting Agent present and voting at an Annual or Special Member Meeting. Privileges of the KPCA immediately terminate upon suspension or cancellation of membership. Upon termination of membership, the former member shall abstain from promoting himself as a member of the KPCA.

4. **Violation - Grievance:** Any member, or the Board, may file against any member a written charge of violation of the by-laws, or of an agreement, rule or practice of the KPCA or of conduct prejudicial to the best interest of the KPCA or a grievance of other description. Upon written receipt of a charge the Board shall set an inquiry meeting. The Secretary shall then send written notification to all parties to the proceeding by registered mail to their last known address. The notice shall state the date, time and place of the meeting, allowing at least thirty (30) days advance notice, include a brief of the charge, the name of the person alleging the charge and name of the member charged, and an invitation to appear at the meeting and offer evidence and testimony so that action can be taken.
5. **Reinstatement of Membership:** Members whose membership has been terminated may be reinstated by a two-thirds vote of the Board of Directors or a two-thirds vote of the members present and voting at the Annual or Special Member Meeting.
6. **Renewal of Membership:** Membership may be renewed annually by the member continuing to agree to abide by the by-laws, rules, agreements and practices including code of ethics of the Association, the timely payment of the annual fees and the acceptance of fees by the Directors on behalf of the KPCA.
7. **Privilege of Membership:** In addition to the privileges authorized under these by-laws, the member shall have the right to use the Association Logo and may indicate their membership within the KPCA on their stationary, in their advertising and in other such positive ways as is beneficial to the Association and the Member. Only members of the KPCA shall be allowed these privileges.

ARTICLE IV – MEETINGS of MEMBERS

1. **Member Meetings:** The Member Meetings of the KPCA shall be held at a date, time and place designated by the Board of Directors unless otherwise ordered by the Active Members. The last member meeting of the membership year shall be known as the Annual Meeting.
2. **Special Meetings:** Special Meetings of members may be held when called by the President or upon written request of three Board Members or ten (10) or more Active Members. The Purpose of the meeting shall be stated in the call.
3. **Notice of Meetings:** Notice of the member meetings shall be provided not less than thirty (30) days in advance of the date of the meeting. Except in cases of emergency, as determined by the President, notice of

- a Special meeting shall be provided no less than Five (5) days in advance of the meeting date and must state time, location and purpose for which the meeting is to be held. Only such business as is set forth in the notice shall be acted upon at any special meeting.
4. **Quorum:** Ten (10) Active Members represented at a member meeting shall constitute a quorum.
 5. **Voting:** At all meetings of members of the KPCA the right to vote is limited to the Voting Agents present at the time a vote is called with each Voting Agent having one vote to cast.
 - a. **Proxy:** In the event that a registered Voting Agent cannot attend a member meeting, the Active Member may be represented by Proxy by a member of that same firm. Proxy must be identified in writing by an authorized agent of the Active Member and delivered to and confirmed by the Secretary prior to the start of the member meeting.
 - b. **Voting by Mail:** Action taken by mail ballot of the members who in writing, indicate themselves in agreement, shall constitute a valid action if reported at the next meeting of the members.
 6. **Minutes:** The minutes of all KPCA meetings of members shall be kept by the Secretary/Treasurer and made available to the membership at reasonable times and places.
 7. **Cancellation of Meetings:** The Board of Directors may cancel any meeting for cause. The Secretary shall notify all members at least five (5) days prior to the cancellation of a meeting date.
 8. **Rules of Order:** "Roberts Rules of Order" shall guide the meetings and proceedings of the KPCA, except as may be otherwise provided by these by-laws.

The Order of Business for the Annual Meetings of the KPCA shall be as follows:

- a. Call to order and roll call
- b. Action on Minutes
- c. Financial Statement Submittal
- d. Receiving of communications
- e. Reports from committees
- f. Reports from officers
- g. Unfinished business
- h. New business
- i. Election of Officers and Board of Directors

The Order of Business may be changed by a majority vote of the members present and voting at the member meetings.

ARTICLE V – DUES, FEES, ASSESSMENT

1. **Establishment:** The Board of Directors, for all classes of membership shall establish the dues, fees and amount of special assessment to the members.
2. **Membership Year:** The Board of Directors at their first meeting following election shall establish a Membership Year for the payment of dues, fees, and assessments.
3. **Payment of Dues, Admission Fees, Special Assessments:**
 - a. **New Members and Reinstatement:** Payment in full of annual dues must accompany applications for New Membership and Reinstatement of Membership.
 - b. **Renewal of Membership:** Payment in full is due upon the expiration of the membership year.
 - c. **Admission Fees:** the Directors shall set payable dates.
 - d. **Special Assessments:** Payment is due in full thirty (30) days after approval of assessment.
4. **Special Assessments Procedure:** Special assessments may be levied on members to discharge KPCA obligations, for special projects, or in case of a hardship or any other reason so designated by the unanimous consent of the Board. A written notice of a special assessment meeting shall be sent by registered mail, to members assessed, at least 20 days in advance of the meeting to consider action on an assessment. An assessment may be levied on any member by a three-fourths vote in the affirmative of Voting Agents present and voting or by unanimous consent of the Board of Directors.
5. **Nonpayment:** Nonpayment of dues, fees, or assessments suspends KPCA membership until payment in full is received. Nonpayment is sufficient cause for cancellation of a KPCA membership and may be so ordered by the Board.
6. **Reinstatement:** Membership cancelled because of non-payment of dues or assessments may be reinstated by the payment of the unpaid amount and the acceptance of payment by the Directors on behalf of the KPCA and a two-thirds vote for reinstatement by the Directors. The Directors, under special circumstances may forgive past due indebtedness by unanimous consent.

7. **Refunds:** No dues or assessments shall be refunded to any member whose membership is terminated for any reason.

ARTICLE VI – OFFICERS

1. **Officers:** The Officers of the KPCA shall be a President, Vice President, a Secretary/Treasurer who are to be elected by the membership at the Annual Meeting of the KPCA and will serve in office until their successors have been duly elected and assumed office. Each Officer shall serve concurrently as a member of the Board of Directors.
2. **Qualifications:** Any employee of an Active Member in good standing shall be eligible for nomination to any elective office except for the office of the President. Individuals nominated for the presidency shall have served at least one (1) year as a member of the Board of Directors, prior to their presidential nomination.

ARTICLE VII - DUTIES OF OFFICERS AND DIRECTORS

1. **President:** The President shall serve as presiding officer of all meetings and chairperson of Board of Directors; shall serve as an ex officio member on all committees except the Nominating Committee; shall make all required appointments of committees, and other appointments as may also be required the office; shall authenticate, by signature, when necessary, all acts orders and proceedings of the KPCA, shall perform all other duties of the office as may occur from time to time; and upon expiration of the term office shall serve as a one-year director of the Board of Directors.
2. **Vice President:** Shall familiarize himself with the duties of the President; shall perform all duties of the office and perform other such duties as assigned or directed by the President. The Vice President shall become the presiding officer at all meetings in the absence of the President and shall, if the office of President is vacated, immediately succeed to the office of President.
3. **Secretary/Treasurer:** The Secretary-Treasurer shall be the recording officer and custodian in charge of the KPCA's funds and records. In the absence of the President and Vice President shall call meetings to order and preside over until the immediate election of the chairman pro tempore.
 - a. As Treasurer this officer shall have the legal responsibility for the safe keeping and proper distribution of KPCA funds; shall perform

all other duties of the office as may be directed by the President or occurring from time to time.

- b. As Secretary this officer shall see to the proper recording of the minutes of proceedings and meetings; filing of committee reports; shall carry into execution all orders, votes and resolutions, not otherwise committed; shall be responsible for the proper and legal mailing of notices to members; shall perform all other duties of the office as may be directed by the President or occurring from time to time.
4. **Director:** As director this official shall help to manage the affairs of the KPCA; shall bring to the meetings the views and desires of the members and shall represent the members best interests in all debates, discussions, and votes; shall serve on committee's as members or chairpersons, and shall perform all other duties of the office as may be directed by the President or occurring from time to time.
5. **Duties upon Expiration of Term, Resignation or Removal From Office:**
 - a. Immediately upon leaving office, the official shall return all property of the KPCA, including but not limited to all documents, letters and other written materials concerning the business of the KPCA to his successor, or shall provide the Secretary copies of all such non financial informational materials.
 - b. The official shall immediately return to the KPCA all original financial records, moneys, checks, drafts, stocks, bonds or other marketable securities, and shall divest himself on behalf of the KPCA by notifying banks, stock brokerages, and all firms or financial institutions doing business with the KPCA that authorization to act on behalf of the KPCA has been revoked.
 - c. The official shall have the further duty to brief, assist and instruct the successor of that office as to all pending business and the facts and procedures pertinent and necessary to carry out the general duties of that office and this duty shall continue for the full term of the successor.

ARTICLE VIII - BOARD OF DIRECTORS

1. **Authority and Responsibility:** The governing body of the KPCA shall be the Board of Directors who shall actively represent the best interests

of the Association and its members. The Board of Directors shall provide the supervision, control and direction of the affairs of the KPCA, its committees and publications; shall determine policies or changes therein; shall actively carry out KPCA objectives and compose and supervise regulations for the ethical conduct of the business of the membership as shall be deemed appropriate and advisable; shall submit three (3) names of Active Members in good standing, for the gubernatorial appointment to the Advisory Board; and shall perform all other duties of the office as may be directed by the President or occurring from time to time.

- a. In the event of the death, resignation or permanent incapacity of the President and Vice-President, the board, from among their remaining members, shall select a President to fill the remaining term.
 - b. The Board of directors shall determine the membership year.
 - c. The Directors may appoint non-voting persons to advise the Board who shall serve at the pleasure of the Board.
 - d. The Board shall through policy set general procedures and rules to conduct business.
2. **Composition:** The Board of Directors shall consist of the President, Vice President, Secretary/Treasurer, the immediate past President and five (5) Directors.
 3. **Quorum of the Board:** Five (5) Board Members present at a Director meeting shall constitute a quorum.
 4. **Meeting of the Board:** Meetings of the Board of Directors shall be held during each calendar quarter of the year at such times and places as the Board of Directors may prescribe. The first quarterly Board meeting of the newly elected officials shall be held within sixty (60) days of the close of the Annual meeting and held at a time and place designated by the Board. Succeeding quarterly meetings shall be held on a third Tuesday of the month unless otherwise ordered by the Board. Quarterly Board meetings are open to the membership.
 - a. Notice for quarterly meetings shall be given not less than ten (10) days before the meeting is held.
 - b. Special meetings of the Directors may be called by the President or at the request of any three (3) Directors to the President by notice

- mailed, delivered, telephoned or telegraphed to each member of the Board of Directors not less than 24 hours before the meeting is held.
- c. Board Members are required to attend all board meetings. Required attendance may be waived by a unanimous vote of the remaining board members to excuse a meeting attendance.
 - d. A Board member who is absent, without board approval, from two (2) consecutive board meetings during a membership year shall be declared as vacating the office and the vacancy filled as provided by these by-laws.
5. **Voting:** Voting rights of a Director cannot be delegated to another nor exercised by proxy.
- a. **Voting by Mail:** Action taken by mail ballot of the members of the Board of Directors, in which at least a majority of such Directors, in writing, indicate themselves in agreement, shall constitute a valid action of the Board of Directors if reported at the next board meeting.
 - b. **Conference Telephone:** Action taken by a conference call of the members of the Board of Directors, in which at least a majority of such Directors indicate themselves in agreement, shall constitute a valid action of the Board of Directors if reported at the next board meeting.

ARTICLE IX – NOMINATIONS – ELECTIONS – TERM OF OFFICE

1. **Nominations:**
 - a. **Nominating Committee:** At least thirty (30) days in advance of the Annual Meeting, the Nominating Committee shall submit to the membership a slate of candidates for office for the following year. Candidates nominated must be in attendance at the annual meeting and have given their consent to faithfully serve the office.
 - b. **Nomination from the Floor:** Voting Members in attendance at the annual meeting may nominate from the floor additional candidates who qualified for office. Candidates nominated must be in attendance at the meeting and give consent to faithfully serve the office.
2. **Election of Officials:** The election of the KPCA Officials shall be by ballot and shall take place at the Annual Meeting. Officials shall be

elected by a majority vote of the Voting Members present and voting at the KPCA Annual Meeting. Immediately upon election to office that individual shall become the Voting Agent for the Active Member.

- a. **Election Judges:** The Presiding Officer shall appoint a committee of no less than two (2) judges who shall supervise the elections at the annual meeting.
 - b. **Ballot:** The names of all candidates shall be arranged on the ballot in the following order: President, Vice President, Secretary-Treasurer, and Director (s).
3. **Terms of Office:** Annually a President, Vice-President, Secretary-Treasurer and three Directors will be elected to serve a one-year term and one director will be elected to serve a two-year term. The newly elected Officers and Directors shall take office at the close of the annual meeting at which they were elected.
- a. The two-year director shall serve for consecutive years unless nominated for another office prior to the start of the second year of office or is otherwise ineligible to continue in office. Upon nomination for another office the two-year director shall resign as a two-year director effective at the close of the annual meeting.
 - b. Upon notice of resignation from the two-year director an additional one-year director shall be nominated and elected at the annual meeting to fulfill the nine (9) member requirement.
4. **Termination of Office:**
- a. **Involuntary:** The Association has the right to terminate and remove from office any elected officer that is not functioning within the most ethical practices of the office or for other cause. Termination shall require a two-thirds vote of the Voting Members in attendance and voting at a member meeting or by a two-thirds vote of the Directors at a director meeting. Removal of an official by the Directors must be reported at the next meeting open to the members.
 - b. **Voluntary:** Resignation of office shall be by written notice which states the reason for the resignation, effective date and submitted to the Association members through the Board of Directors, at least thirty (30) days prior to the next Directors Meeting. Resignations are to be reported at the next meeting open to the members.
5. **Vacancies:** Except as designated by these by-laws, vacancies in any elective office may be filled for the balance of the term thereof by

presidential appointment. Such appointment must be ratified by a majority of the remaining Board of Directors present and voting at a directors meeting.

ARTICLE X SPECIAL AND STANDING COMMITTEES

1. Committee appointments shall be completed by the first quarterly Director meeting of the year following the Annual meeting. Committees are subordinate to the Board unless expressly waived by the Board.
2. **Nomination Committee:** There shall be a nominating committee composed of three (3) Active Members in good standing. The Chair of the nominating committee shall be the director most recently elected to a two-year term who shall select the remaining members. The names of the members of the Nominating Committee shall be published in the KPCA newsletter shortly after the first Board Meeting.
 - a. Committee members shall search for members who have talent and interest in serving as officials of the Association. Shall give to each nominee a complete job description of the position, its requirements and duties and will obtain a commitment from the nominees that, if elected, they will faithfully serve and perform the duties of that office.
 - b. The Nominating Committee shall nominate a slate of candidates for Officers and Directors, which shall be published in a newsletter or mailed to the registered Voting Agents at least thirty (30) days in advance of the Annual Meeting.
3. **Budget and Finance Committee:** The Budget and Finance Committee shall consist of the Secretary/Treasurer and two (2) additional Board members. The Committee shall prepare the Annual Operating Budget to present to the Board at their first meeting of the fiscal year. The committee shall assist the treasurer in preparing for presentation to the membership a Treasurer's Full Annual Financial Report. The Committee shall perform such other duties in connection with the finances of the KPCA as the Board of Directors may determine.
4. **Legislative and Governmental Affairs:** This committee shall consist of three (3) Active Members in good standing. This committee shall keep abreast of all matters and developments pertaining to legislation affecting the pest control industry and shall act as liaison between the Division of Pesticides and the KPCA. The Committee shall perform such other duties in as the Board of Directors may determine.
5. **Membership Committee:** This committee shall consist of three (3) members in good standing. The Membership Committee shall receive from the Secretary all applications for membership and shall investigate

the eligibility of each applicant according to the policy set out by the Board of Directors prior to presenting the application to the Board for a Vote. This committee shall develop and implement a program that will bring new members to the KPCA.

6. **Newsletter:** This committee shall consist of three (3) members in good standing. The committee shall select an editor for and to cause the production of the official KPCA Newsletter Publication; The Committee shall perform such other duties in bringing information to the members, and promoting, advertising, and publishing the Newsletter as the Board of Directors may determine.
7. **Constitution and by-laws:** This committee shall consist of three (3) Active Members in good standing who shall assist the Board and members in the interpretation of the KPCA Constitutions and its by-laws, review the KPCA Constitutions and its by-laws for any needed amendments or revisions, review minutes for by-law material, compile findings, recommend updating as might be necessary and submit these to the Board for action. The Committee shall develop policies and good practices standards for issues that affect the members and the Public.
8. **Events Committee:** The immediate past president and one (1) member in good standing shall co-chair this committee. The chair shall designate committee participants. This committee shall recommend the site and have prepared the events for an assembly to facilitate social and business interaction among the members. This assembly may be held in conjunction with the annual meeting.
9. **Special Committees:** The President shall appoint such other committees, subcommittees, or task forces as are necessary and which are not in conflict with the provisions of these by-laws. The President upon their appointment shall prescribe the duties of such committees.
10. **Duties of Committees:** The above committees shall perform the duties outlined herein, and all such other duties that may be referred to them by the President. A majority of the members present at a committee meeting shall constitute a quorum.

ARTICLE XI - FINANCE

1. **Fiscal period:** the fiscal period of the KPCA shall be the calendar year unless otherwise established by the Board of Directors.

2. **Bonding or Insurance:** Trust, surety bonds or insurance may be furnished for the officers or employees of the KPCA as the Board shall direct. The Board shall determine the amount of the bond and the cost paid by the KPCA. Such bonds may be waived by majority approval of the Board of Directors.
3. **Restrictions -- Reimbursements:**
 - a. **Restrictions:** No appropriations or expenditures of KPCA funds shall be made except by approval of the membership or the Board of Directors. No officer, director, committee member or employee of the KPCA shall contract any obligation or incur any debt on behalf of the KPCA, or in any way render it liable, unless prior approval is authorized by a vote of the Board of Directors, or of the membership, or as the by-laws prescribe.
 - b. **Reimbursements:** The Board and certain committees or individuals will be reimbursed for expenses when on official business for the KPCA. Terms and conditions of such reimbursements are to be specified by the Board of Directors.
4. **Indemnification:** Every Director, Officer, member of any committee of the KPCA and such others as specified from time to time by the Board of Directors shall be indemnified by the KPCA against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a director, officer or committee member of the KPCA or any settlement thereof, whether the person is a director, officer or committee member of the KPCA at the time such expenses are incurred, except in such cases wherein the director, officer, or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.
5. The KPCA may purchase a liability insurance policy to cover the costs of indemnification provided for in the above section.

ARTICLE XII - ETHICAL OBLIGATIONS OF MEMBERS

Members of the KPCA are obligated to abide by these standards of conduct:

1. **Relation of Member to Public:** The Member in his advertisements or other solicitations of business shall not use fraudulent or misleading words or methods.
2. **Relation of Member to Client:** The Member shall thoroughly analyze the needs of his clients and shall conscientiously recommend the control measures most appropriate for the client's needs.
3. **Professional Services:** The Member upon accepting a contract or service agreement shall render skilled, intelligent and conscientious service.
4. **Relation of a Member to a competitor:** The Member shall not publicly criticize the business or private affairs of a competitor.
5. **Relation of Member to Association:** The Member shall be loyal to the principles of the Association and be active in its advancement.

ARTICLE XIII - DISSOLUTION

The KPCA shall use its funds only to accomplish the objectives and purposes specified in these by-laws and no part of said funds shall inure or be distributed to the members of the KPCA. On dissolution of the KPCA, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XIV - AMENDMENTS

These by-laws may be amended or repealed by a two-thirds vote of the Voting Agents present and voting at any Annual Meeting or a Special Meeting of the KPCA duly called and held, notice of proposed changes having been sent in writing to the members 30 days before such meeting, or by a two-thirds vote of the Voting Agents voting by a thirty day mail ballot. The Board of Directors may propose amendments on its own initiative, or upon written petition to the Board from twenty-five (25) Active Member's Voting Agents. All proposed amendments shall be presented to the membership by the Board and may be presented with or without recommendation.

By-laws as amended 8/6/99 and 10/13/99