



## CONSTITUTION AND BY-LAWS

### ARTICLE 1 – NAME

The name of the organization shall be SOUTH CAROLINA PEST CONTROL ASSOCIATION, INC. hereinafter referred to as the “Association.” (SCPCA)

### ARTICLE 2 – PURPOSES

Section 1. The objections of the Association are as follows:

- A. Cooperate with Federal, State and Local Government authorities for the good of the community and industry with sincere interest and responsible involvement in its affairs.
- B. Speak with a single strong resolute voice to all levels of government, local, state, federal and their various agencies.
- C. Promote high standards of business ethics among the industry members in order to increase its prestige in the business community as well as those whom it serves.
- D. Promote the personal acquaintance of members to learn from each other through social as well as business involvement and encourage harmony and unity among members.
- E. Serve as a clearing house for solving problems of mutual interest to members of this industry and allied industries.
- F. Foster, promote, maintain and encourage the civic, social, commercial and industrial welfare of the industry and act as a public relations counsel for the industry’s affairs and interests.
- G. Promote the general sale and expanded use of the industry’s products and services.
- H. Continually instruct the member personnel at all levels in product knowledge, basic skills, management techniques and improved marketing methods through seminars, clinics, workshops, conferences and Service Magazine.
- I. Work with members, educational institutions, other federated or allied trade associations or other interested organizations to establish and maintain satisfactory standards of performance.
- J. Collect and disseminate desired information relating to marketing, credit, operating, finance, and distribution of other primary facets of the industry’s business among the membership.

Section 2. Standards.

The Association shall never form or enter into any agreement or other form of action designed to intimidate or limit production, fix prices, suppress competition, prevent price cutting or discounting, nor in any other manner restrain or monopolize trade or commerce, nor shall the Association engage in any other acts which might be contrary to good practices.

Section 3. Ethics.

- A. Relation of member to public: The member in their advertisements or other solicitations or business shall not use tricky, fraudulent, or misleading wording or methods.
- B. Relation of member to client: The member shall thoroughly analyze the requirements of their clients and shall conscientiously recommend the means best suited for the client’s needs.
- C. Professional services: The member upon accepting a contract or service agreement shall render skilled, intelligent and conscientious service.
- D. Relation of member to competitor: The member shall not publicly criticize the business or private competitor.
- E. Relation of member to association: The member shall be loyal to the principles of the association and active in its advancement.

## **ARTICLE 3 – MEMBERSHIP AND DUES**

There shall be five classes of membership.

### **Section 1. In-State Membership.**

Any business entity (definition: “business entity”: A sole proprietorship, partnership, corporation or franchise engaged in the pest control industry in the state of South Carolina) with managers, owners or employees certified by the appropriate state agency. Each business entity shall be restricted to one representative with privilege to the vote on issues before the general membership. Each member shall be responsible to advise the executive director of the association the individual’s name who will have voting privilege. This does not preclude more than one employee of a business entity from participating in a leadership role at the same time. An unlimited number of employees from any member business entity may participate in association meetings, discussions, seminars, and social events but only the designated representative may vote. In the event that the designated voting representative is unable to attend a voting situation he may, by written proxy, appoint another to cast their vote. Proxies must be filed with the Executive Director/Executive Committee, a minimum of two (2) business days prior to an election.

### **Section 2. Out-of-State Membership**

Aforementioned “business entity” operating outside the state of South Carolina

### **Section 3 Allied Membership.**

Any person, firm or corporation not engaged in pest control service work but manufactures, supplies products and/or equipment or services for the industry, shall be eligible for membership. Allied members, except as provided for in Article 3, section 5 shall not be eligible for elective office nor have voting privileges, with the exception of the Allied Board of Director.

### **Section 4. Individual Membership.**

Shall be open to any person with a past affiliation and a vested interest in the South Carolina Pest Control Association.

### **Section 5. Honorary Membership.**

Shall be open to any person who has performed outstanding service to the pest control industry. Such Honorary Members shall not be required to pay any dues or assessments.

### **Section 6. Dues and Assessments.**

Dues and assessments shall be set at the discretion of the Board of Directors of the association.

### **Section 7. Application for Membership.**

All applications shall be in writing and on forms provided by the Association. Applications shall be accompanied by an application fee amounting to one (1) year of dues which shall be non-returnable. If accepted for membership, this fee constitutes the first years dues. No portion of membership dues will be allowed except as may be approved by the Board of Directors.

### **Section 8. Election of In-State, Out-of-State or Allied Members.**

A person, firm or corporation making written application and eligible for membership under these By-Laws may be elected to membership. Allied membership applications received in compliance with the above requirements shall be immediately processed by the Executive Director/Executive Committee/vendor as assigned by the Executive Committee.

Applications for active membership received by the Executive Director/Executive Committee shall be published in the Service Letter/and or association website and any member will be privileged to write to the Executive Director/Executive Committee expressing their opinion either for or against this person for

membership. The Board of Directors shall approve or reject any application for active membership from any business entity who has been licensed for less than one year. Approval shall be made prior to publication in the Service Letter/and or association website. Thirty days from publication, if there are no adverse letters, the Executive Director/Executive Committee will complete processing of the application without reference to the Membership Committee. If there are one or more letters protesting membership of applicant, all information received about same will be forwarded to the Membership Committee. The Committee shall investigate the circumstances and make its recommendations to the Board of Directors who will act on the application form. All applications must be made on the regular application form and be accompanied by the application fee.

Section 9. Resignation.

All resignations of members shall be presented in writing to the Board of Directors; and if any such member shall present their resignation after their dues and/or their assessment are payable, he shall not be relieved of liability for payment.

Section 10. Delinquency.

Any member who fails to pay annual dues or any installment thereof within thirty days after they are due shall be posted by the Association and notice given by the Executive Director/Executive Committee. If at the end of ten days, the member is still delinquent he may be suspended or expelled by the Board of Directors.

Section 11. Reinstatement.

Former members must make application for membership through the same channels as new members.

Section 12. Suspensions and Expulsion.

Any membership may be terminated for causes. Such causes may be a violation of these By-Laws, or any agreement, rule, or practice properly adopted by the Association, or by any other conduct prejudicial to the interest of the Association. Any member may file with the Executive Director/Executive Committee a written complaint on any of the above charges against any other member, and thereafter the executive director shall mail a general statement of the charges by registered mail addressed to the last known address of the member so complained against at least ten days before the meeting of the Board of Directors at which the charges are to be considered, and the member complained against shall have the opportunity to appear and present any defense to such charges before action is taken thereon. Suspension or expulsion shall be by the unanimous vote of the Board of Directors and a two-thirds vote of the voting members present at any regular meeting of the Association.

Section 13. Privileges of the Association.

Privileges of the association shall immediately terminate upon suspension, or resignation, or expulsion, to wit, such as the use of seal and/or slogan, reference to membership in advertising, etc.

Section 14. Association Seal and Slogan.

Decals and printing of the Association's official seal shall be made obtainable through the Executive Director/Executive Committee/Communications Coordinator. Under no circumstances shall any alteration in size or design of the seals or slogan other than those issued through the Executive Director/Executive Committee/Communications Coordinator be made without the unanimous approval of the Board of Directors.

## **ARTICLE 4 – OFFICER AND DIRECTORS**

The officers of the Association shall be President, Vice-President/President-Elect, Secretary-Treasurer, Immediate Past President/Nominating Chair, nine (9) Regional Directors, ten (10) standing committee chairs, three (3) sub-committee chairs and one (1) Allied Director.

All Officers and Directors must be employed by association member companies, in good standing. Additionally, there will be nine (9) associate directors, one for each region, appointed by the executive committee and serving in a supporting, non-voting role.

### **Section 1. President.**

The President shall preside at the meeting and perform the usual duties incident to the office. He shall be ex-officio a member of all committees. The President shall serve a one (1) or two (2) year term, at his/her discretion.

### **Section 2. Vice-President/President-Elect.**

The Vice-President/President-Elect shall perform the duties of the President in his/her absence and shall become president for the unexpired term in case of death, resignation or incapacity of the president and shall serve in such capacities as assigned by the president. The Vice-President/President-Elect shall serve a one (1) or two (2) year term, depending on the vacancy of the office of President.

### **Section 3. Secretary-Treasurer.**

The Secretary-Treasurer shall perform the following duties:

Receive and disburse funds of the association.

All checks in disbursement of association funds shall be signed by this officer.

He/she shall have the authority to endorse, for deposit, all checks and drafts payable to the association and shall keep a regular accounting of the books which shall be opened to any officer, board member or voting representative of any member company, on reasonable request.

Be prepared to report at each regular meeting of the membership or Board of Directors, money on hand, monies due and obligations outstanding.

To prepare and present the Board of Directors, an annual operating budget.

To participate in the annual audit.

At the expiration of his/her term, surrender the books, records, papers, accounts and property of the association to his/her successor.

The Secretary-Treasurer shall be elected for a two (2) year term and may, at the pleasure of the membership, be re-elected for two (2) additional terms.

### **Section 4. Immediate Past President.**

The Immediate Past President shall serve a two (2) year term at the pleasure of the membership, with voting privileges in an advisory position and ensure an effective transfer of organizational knowledge.

### **Section 5. Regional Directors.**

There shall nine (9) regional directors as provided herein, whose responsibilities shall include such duties as the president and membership may allocate. Regional directors shall be elected for a two (2) year term and may be elected to a consecutive two (2) year term with one (1) director from each region being elected annually. Regional Directors shall attend a minimum of two (2) meetings within their region each year.

There shall be, as provided herein, one (1) Allied Director, elected by a caucus of allied members, whose term of office shall be one (1) year and may be re-elected to a second term.

Each Regional Director and the Allied Director shall hold a voting seat.

The Counties of the designated Regions are as follows:

Region 1 - Abbeville, Anderson, Greenwood, Greenville, McCormick, Oconee and Pickens.

Region 2 - Spartanburg, Union, Laurens and Cherokee  
Region 3- York, Lancaster, and Chester  
Region 4 - Darlington, Dillon, Marlboro, Marion, Florence, Lee and Chesterfield  
Region 5- Horry Williamsburg and Georgetown  
Region 6- Charleston, Berkeley and Dorchester  
Region 7- Beaufort, Jasper, Hampton and Colleton  
Region 8- Newberry, Fairfield, Lexington, Richland, Kershaw, Orangeburg, Sumter, Calhoun and Clarendon  
Region 9 - Aiken, Edgefield, Saluda, Barnwell, Bamberg, and Allendale

#### Section 6. Standing & Sub-Committees

The chairperson of each of the following association standing committees and the chairperson in each of the sub-committee shall hold a voting seat on the Board of Directors. All standing committee and sub-committee chairs shall be appointed by the President:

1. Membership Committee (VP/President-Elect)  
\*no duplicate vote as VP holds committee chair position
2. Legislative Committee (SPAR)
3. Budget/Audit Committee
4. Public Relations/Communications Committee
5. Education Committee
6. Meetings Committee  
Sub-Committee: Pest Pro Summit
7. Review/Ethics Committee
8. South Carolina Pest Management Charitable Foundation  
Sub-Committee: Scholarship  
Sub-Committee: Charity Auction
9. Leadership SCPCA
10. South Carolina Chapter, Professional Women in Pest Management

Each committee chair shall serve a two (2) year term and may, at the pleasure of the President, be appointed to a consecutive two (2) year term.

Each sub-committee chair shall serve a one (1) year term and may be appointed to serve a consecutive one (1) year term.

#### Section 7. Allied Director.

The Allied Director shall serve a one (1) year term with voting privileges and be elected to serve a consecutive one (1) year term.

Section 8. It shall be the responsibility of the Board to carry out the mandates of the membership, voting at the annual meeting, to conduct the business of the association, within the financial limits of these By-Laws. The Board may hire and retain the services of such personnel as deemed necessary in the conduct of the association. The Board may appoint such committees as deemed necessary and, subject to approval of the membership, establish dues structures for all classes of membership. Members of The Board may serve in up to two (2) roles during a term. Examples of this are Vice President/President-Elect may serve as the Membership Committee Chair and so on.

Section 9. The Board of Directors reserves the right to terminate the tenure of office of any officer or director who is not functioning in line with the duties of their office as set forth by these By-Laws by two-thirds vote of the Board of Directors.

Section 10. The president shall appoint a replacement for an officer or director to fill any unexpired term of office for any reason.

Section 11. Executive Director.

In the event the Board of Directors retains the services of an Executive Director they shall work in accordance with the job description as approved by the Board Directors.

Compensation for this employee shall be set forth by the Board of Directors and become a part of the annual budget.

The Executive will be responsible for carrying out the policies of the Board and shall report directly to the board.

The Executive Director shall coordinate the business management of the South Carolina Pest Control Association, Inc. and provide continuity to each administration.

The Board may assign the Executive Director whatever duties it deems necessary to expedite the business of the Association.

The Executive Director shall not have the power to disburse funds nor to incur financial obligations in the name of the association in any amount exceeding \$500, without the express permission of the board.

Should the Executive Director anticipate the need of a petty cash amount for expenditures in the operation of their office, he may petition the Board for an amount he deems required, and upon approval shall draw a check in the usual manner for this amount.

The Executive Director shall be bonded in the amount that the Board feels adequate, the expense of which shall be borne by the Association.

The Executive Director shall not have a vote either in a business session of the membership or a Board meeting, notwithstanding that he/she may be a member in good standing as qualified under Article 3 of these By-Laws.

The Executive Director shall receive an annual review by the Executive Committee.

## **ARTICLE 5 – NOMINATIONS AND ELECTIONS**

Section 1. There shall be a nomination committee consisting of the last three (3) past presidents. This committee shall present a “slate” of individuals willing to serve, if elected. Nominations will be accepted from the floor during the appropriate time at the annual meeting as the nominating committee report does not abrogate the right of members to offer nominations for any open office.

Section 2. The names of all candidates shall be arranged on a ballot or voted on in this order: President, Vice-president, Secretary-Treasurer, and nine (9) directors.

Section 3. Elections shall take place during the annual meeting. A majority of votes cast shall constitute an election of all officers.

Section 4. In the case of a vacancy in the office of Vice-president/President-elect, the office shall remain unfilled until an election can be held for that office, normally at the next annual meeting.

Section 5. The President may appoint a committee of not less than two judges, who shall have supervision of the election.

## **ARTICLE 6 – MEETINGS OF THE ASSOCIATION**

Section 1. The time and place of any regular meetings and of the annual meeting shall be determined by the Board of Directors. The Winter meeting of the calendar year shall be the annual meeting, hereinafter referred to as the “Annual Meeting,” and shall be held each year at a location and date designated by the Board of Directors and with at least thirty days notice to the membership.

Section 2. Special meetings shall be held when called by the President or by the request of eight or more members made in writing and stating the purpose of the meeting, said request to be delivered to the President.

Section 3. Except in cases of emergency, as determined by the President and the Board of Directors, notice of special meetings must be sent to each member at least ten days in advance of the meeting and must state the purpose for which the meeting is to be held. Only such business as is set forth in the notice shall be acted upon at a special meeting.

Section 4. At least twenty-five members in good standing shall constitute a quorum.

Section 5. The proceedings of all meetings of the Association shall be governed by and conducted in accordance with the latest edition of Robert's Rules of Order, revised.

#### **ARTICLE 7 – REVENUE AND DISBURSEMENTS**

Section 1. The association shall operate on a fiscal year, July 1- July 30

Section 2. No appropriations or expenditures of monies shall be made except by the vote of the Association or the Board of Directors. Expenditures for any single purpose in excess of \$500, is to be submitted for action to the Board of Directors. 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 vote of the Board of Directors of the Association. Exception to the above shall be made to the secretary, when necessary to purchase office supplies, but the Secretary shall remain within a \$500 limit.

Section 3. An annual operating budget shall be prepared by the Secretary-treasurer and shall be presented to the Board of Directors for ratification and approval at or before the annual meeting. The Secretary-treasurer may enlist the aid and assistance of any officer, employee or board member in fulfilling this task.

Section 4. The Audit committee shall, annually, review the books of any and all association connected accounts. If required, the committee may engage the services of an outside professional (CPA) to assist in this duty. The committee shall report the result(s) of all audits to the Board of Directors.

#### **ARTICLE 8 – ORDER OF BUSINESS**

The order of business for regular, annual, or special meetings of the Association shall be as follows:

- Call to order and roll call
- Action of minutes
- Reports from officers
- Reports from committees
- Unfinished business
- New business
- Election of officers and directors

#### **ARTICLE 9 – AMENDMENT OF BY-LAWS**

These By-Laws may be revised, altered or amended at any meeting of the Association, by vote of three-fourths of those present and voting at said meeting, provided ten (10) days' notice of the proposed action shall have been given to the members in the notice of the meeting.

Adopted by vote of the membership, February 9, 2015

Amendments Proposed to Board of Directors February 2, 2023

Amendments Presented to and Accepted by Membership on February 13, 2023

Amendments Presented to and Accepted by Membership February 10, 2025

Amendments Presented to and Accepted by Membership February 16, 2026