

# **ARTICLES OF INCORPORATION OF THE AMERICAN ASSOCIATION OF PESTICIDE SAFETY EDUCATORS**, a Washington nonprofit corporation

## **PREAMBLE**

The Cooperative Extension Service and affiliated pesticide educators have contributed immeasurably to modern pest management by serving as a bridge between the world of academic research and the world of agricultural, urban, and other forms of pest management practices. Among the most important pest management practices has been the use of pesticides to control insects, weeds, and plant diseases.

Safe and effective use of pesticides requires an understanding not only of their many benefits but also of their potential effects on the applicator, his or her fellow workers, the public, and the environment. The Association is committed to the establishment of the highest standards in pesticide safety education, the promotion of sensible pesticide education policies, and the implementation of safe and effective pesticide-use practices.

## **ARTICLE I**

### **Name, Purpose, and Governance**

**Section 1. Name.** The name of this organization shall be the AMERICAN ASSOCIATION OF PESTICIDE SAFETY EDUCATORS hereafter referred to in these Articles as the Association.

**Section 2. Purpose.** The purpose of the Association shall be: to represent the interests of state, federal, and tribal educators responsible for pesticide education and certification programs; to develop and promote effective, high quality pesticide education programs; to encourage and sponsor the adoption of the most effective methods of pesticide safety training; to provide facilities and opportunities for exchange of information, discussion, and cooperative study of problems confronting members of the Association; and to cooperate with others dedicated to the development and promotion of pesticide applicator education, training and certification programs, and safe and effective pesticide-use policies.

**Section 3. Governance.** The Association shall be governed by these Articles and its By-Laws and by such other actions and rules as the Board of Directors shall from time to time adopt.

**Section 4. Affiliations.** The Association may affiliate with organizations whose purposes and goals are consistent with the purposes set forth in these Articles and whose income is exempt under Section (501)(c)(3) of the Internal Revenue Code of 1954, as the same has been or may be hereafter be amended.

## **ARTICLE II**

### **Membership**

**Section 1. Categories and Privileges of Membership.** The categories of membership are Full, Associate, International, Retired, and Life. The descriptions, requirements, and privileges of membership are set forth in the By-Laws.

**Section 2. Membership Eligibility.** Membership shall be open to all pesticide educators. Eligibility for membership will not be based on race, sex, age, religion, national origin, color, creed, marital status, disability, sexual orientation, or veteran status.

**Section 3. Voting.** Voting privileges shall be specified in the By-Laws.

### **ARTICLE III Meetings**

**Section 1. National Meetings.** It shall be the intention of the Association to sponsor a national meeting on an annual basis. All members of the Association shall be entitled to attend and shall receive notice of the time and place two (2) months prior to the meeting.

**Section 2. Function.** The President, in consultation with the other Officers, shall establish the agenda for and shall conduct national meetings. Regional meetings will be conducted in such manner as is appropriate to the needs of regional membership.

**Section 3. Quorum.** The requirements for a quorum shall be established in the By-Laws.

**Section 4. Regions.** Regions shall correspond to the Western, North Central, Southern, and Northeastern United States Department of Agriculture (USDA) regions.

### **ARTICLE IV Officers and Regional Representatives**

**Section 1. Officers.** The officers of the Association shall be President, President-Elect, Secretary, and Treasurer.

**Section 2. Qualifications.** All candidates for office must be Full members of the Association.

**Section 3. Election and Terms of Office.** Elections shall be conducted by the Nominations and Election Committee according to procedures set forth in the Standing Rules. Terms of office shall be as specified in the By-Laws.

**Section 4. Succession and Vacancies.** Succession and vacancies shall be as specified in the By-Laws.

**Section 5. Duties and Responsibilities of Officers.** General duties and responsibilities of each office are outlined below. Additional duties and responsibilities are as specified in the By-Laws.

(1) President. The President shall be the Chairperson of the Board of Directors. The President shall preside over all national meetings and be an ex-officio member of all standing committees.

(2) President-Elect. In the absence of the President or in the event of inability or refusal to act, the President-Elect, upon the recommendation of the Board, shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to him by the President or the Board.

(3) Secretary. The Secretary shall be responsible for keeping accurate minutes and records of all business and Board of Directors meetings.

(4) Treasurer. The Treasurer shall be responsible for maintaining accurate records of all financial accounts and for overseeing the disbursement of all funds. The Treasurer shall submit financial records for an annual audit.

**Section 6. Regional Representatives.** Two (2) regional representatives per region shall serve as members of the Board of Directors. Regional representatives must be Full members of the Association and shall be selected as provided in the By-Laws.

## **ARTICLE V Board of Directors**

**Section 1. Composition.** The Board of Directors (hereinafter known as the Board) shall consist of all officio and ex-officio officers, the immediate Past President, and the regional representatives.

**Section 2. Responsibilities.** The Board shall be responsible for interpreting the provisions of these Articles and its By-Laws, entering into affiliation agreements, approving budgets, authorizing disbursements, formulating policies, and advising the President on all matters concerning the Association. Except as otherwise provided, all decisions of the Board shall be reached by a majority of those voting. The quorum shall be as specified in the By-Laws. The Board may delegate such of its powers as it deems appropriate to the Executive Committee or its officers.

**Section 3. Executive Committee.** The Executive Committee shall consist of the President, President-Elect, the immediate Past President, Secretary, and the Treasurer. The Executive Committee shall carry on the business of the Association and perform such other duties as may be assigned by the Board.

## **ARTICLE VI Committees**

**Section 1. Standing Committees.** The standing committees of the Association shall be the Nominations and Election Committee, and Issues and Evaluation Committee. The Board shall approve additional standing committees as they see fit. The duties and responsibilities of standing committees shall be set forth in the By-Laws. Other duties may be assigned by the President.

**Section 2. Ad hoc Committees.** The President may appoint ad hoc committees.

**Section 3. Eligibility.** Membership is as specified in the By-Laws.

## **ARTICLE VII Standing Rule**

The Board shall have the power to adopt Standing Rules not otherwise inconsistent with these Articles or its By-Laws.

## **ARTICLE VIII**

### **Amendments to These Articles**

**Section 1. Proposal of Amendments.** Amendments to these Articles may be proposed by a majority of the Board or by a petition of at least ten percent (10%) of the Full membership.

**Section 2. Publication.** Proposed amendments shall be submitted in writing to the Executive Committee of the Board. Within ninety (90) days of receipt of the proposed amendments, the Executive Committee shall provide the text of the proposed amendments to all members eligible to vote. Such proposed amendments must be provided to eligible voters [mailed] at least sixty (60) days prior to the voting.

**Section 3. Voting.** The proposed amendment(s) will be voted on by secret ballot of the voting membership. Ratification will require a two-thirds (2/3) majority of those eligible to vote as specified in the By-Laws.

**Section 4. Effective Date of Amendments.** Unless otherwise provided, all amendments shall take effect when approved by the membership.

## **ARTICLE IX**

### **Parliamentary Authority**

Robert's Rules of Order Newly Revised shall be the authority on all matters of procedure not otherwise covered in these Articles and By-Laws. The President may appoint a parliamentarian who shall serve for the duration of the meeting for which the appointment is made.

## **ARTICLE X**

### **Separability**

In the event that any specific portion of this document is declared a violation of applicable state or federal law, all other provisions shall remain in force and effect. The Board shall initiate appropriate and necessary action within thirty (30) days to correct the provision in violation.

## **ARTICLE XI**

### **Nonprofit Corporation**

This Corporation is a Nonprofit Corporation. In furtherance of the Nonprofit status of said Corporation the following shall control the affairs of the Corporation:

**Section 1.** No part of the net earnings of the Corporation shall ever inure to or for the benefit or be distributable to its members, trustees, officers, directors, or other private persons, except that the Corporation shall be empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the exempt purposes for which this Corporation was formed, and to make indemnification as authorized in Article XVI of these Articles.

**Section 2.** No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not

participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

**Section 3.** Notwithstanding any other provision in these Articles of Incorporation, this Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, as amended.

**Section 4.** This Corporation shall not engage in any act of self-dealing as defined in Section 4941 Subdivision 3 of the Internal Revenue Code or 1954, or corresponding provision of any subsequent federal tax laws.

**Section 5.** This Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or 1954, or corresponding provision of any subsequent federal tax laws.

**Section 6.** This Corporation shall not make any taxable expenditures as defined in section 4945 Subdivision (d) of the Internal Revenue Code or 1954, or corresponding provision of any subsequent federal tax laws.

**Section 7.** This Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or 1954, or corresponding provision of any subsequent federal tax laws.

All reference to the Internal Revenue Code herein shall refer to the current internal revenue code or to corresponding provision of any subsequent federal tax laws.

## **ARTICLE XII**

### **Location of Registered Office**

The registered office of the corporation shall be 364 Food Science and Human Nutrition Building, Washington State University, Pullman, WA 99164-6382. The name of the registered agent whose office shall be at the registered office is Carol A. Ramsay. Both the location of the registered office and the name of the registered agent may, from time to time, be changed by the Board of Directors, without the necessity of amending the Articles of Incorporation. Provided the address of the registered office and the address of the registered agent, as changed, shall be identical.

## **ARTICLE XIII**

### **Location of Incorporator**

The registered office of the incorporator shall be: 364 Food Science and Human Nutrition, Washington State University, Pullman, WA 99164-6382. The name of the incorporator is Carol A. Ramsay.

## **ARTICLE XIV Dissolution**

Dissolution, voluntary or involuntary, shall be governed by the Washington Non-Profit Corporation Act. After satisfying all liabilities and obligations of the Association, all funds and property not subject to limitations imposed by law or contract shall be distributed to an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code as heretofore or as may hereafter be amended.

## **ARTICLE XV Original Directors**

The initial number of the Board of Directors shall be thirteen. The names and addresses of the initial directors AT THE TIME OF INCORPORATION are as follows:

Mary Grodner, Louisiana State University, LSU Ag. Center, P. O. Box 25100, Baton Rouge, LA, 70894-5100

Barry Brennan, University of Hawaii, 3050 Maile Way, Honolulu, HI, 96822

O. Norman Nesheim, University of Florida, P. O. Box 110710, Gainesville, FL, 32611-0710

Carol Ramsay, Washington State University, PO Box 646382, Pullman, WA, 99164-6382

Gene Burgess, University of Tennessee, Box 1071, Knoxville, TN, 37901

Amy Brown, University of Maryland, Dept. of Entomology, 2322A Symons Hall, Rm 1300, College Park, MD, 20742

George Hamilton, Rutgers, PO Box Box 231, New Brunswick, NJ, 08903-0231

Christina DiFonzo, Michigan State University, B18 Food Safety/Toxicology, East Lansing, MI, 48824

Dean Herzfeld, University of Minnesota, Dept. Plant Pathology, 495 Borlaug Hall, Saint Paul, MN, 55112

Mark Ferrell, University of Wyoming, Box 3354, Laramie, WY, 82071-3354

Sandra McDonald, Colorado State University, Dept. of Bioagric. Sci. & Pest Mgmt., CO8 Plant Sciences, Fort Collins CO, 80526

Paul Guillebeau, University of Georgia, 317 Hoke Smith Bldg., Athens, GA, 30602

Ples Spradley, University of Arkansas, P.O. Box 391, Little Rock, AR, 72203

The number and terms of the Board of Directors may be changed, from time to time in the manner prescribed by the By-Laws

## **ARTICLE XVI Indemnification**

To the full extent that the Washington Nonprofit Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of Officers, an Officer of this corporation shall not be liable to this corporation or its members for monetary damages for conduct as an Officer. Any amendments to or repeal of this Article shall not adversely affect any right or protection of an Officer of this corporation for or with respect to any acts or omissions of such Officer occurring prior to such amendments or repeal.

**Section 1. Right to Indemnification.** Each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was an

Officer, regional representative, or employee of the corporation or, that being or having been such an Officer, regional representative, employee or agent of the corporation, he or she is or was serving at the request of the corporation as an Officer, regional representative, employee or agent of the corporation (hereinafter an "indemnitee"), whether the basis of a proceeding is alleged action in an official capacity as such an Officer, employee, or in any other capacity while serving as such an Officer, regional representative, employee or agent of the corporation, shall be indemnified and held harmless by the corporation to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonable incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be an Officer, regional representative, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that no indemnification shall be provided to any such indemnitee if the corporation is prohibited by the nonexclusive provisions of the Washington Nonprofit Corporation Act or other applicable law as then in effect from paying such indemnification; provided, further, that except as provided in Section (3) of this Article with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify only if a proceeding (or part thereof) was authorized or ratified by the Board of Directors. The right to indemnification conferred in this Section (1) shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any proceeding in advance of its final disposition (hereinafter an "advancement of expenses"). Any advancement of expenses shall be made only upon delivery to the corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section (1) and (a) upon delivery to the corporation if a written affirmation (hereinafter and "affirmation") by the indemnitee of his or her good faith belief that such indemnitee has met the standard of conduct necessary for indemnification by the corporation pursuant to this Article or (b) upon such determination (hereinafter a "determination") as may be permitted or required by the Washington Nonprofit Corporation Act or other applicable laws.

**Section 2. Right of Indemnitee to Bring Suit.** If a claim under Section (1) of the Article is not paid in full by the corporation within sixty days after a written claim has been received by the corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part, in any such suit or in a suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall also be entitled to be paid the expense of prosecuting or defending such a suit. The indemnitee shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the required undertaking and affirmation or determination has been tendered to or made by the corporation) and thereafter the corporation shall have the burden of proof to overcome the presumption that the indemnitee is so entitled. Neither the failure of the corporation (including the Board of Directors independent counsel or the members) that the indemnitee is not entitled to indemnification shall be a defense to the suit or create a presumption that the indemnitee is not so entitled.

**Section 3. Nonexclusivity of Rights.** The right to indemnification and the advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or By-Laws of the corporation, general or specific action of the Board of Directors, contract or otherwise.

**Section 4. Insurance, Contract, and Funding.** The corporation may maintain insurance, at its expense, to protect itself and any Officer, regional representative, employee, or agent against any expense, liability, or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability, or loss under the Washington Nonprofit Corporation Act. The corporation may enter into contract with any Officer, regional representative, employee, or agent of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

**Section 5. Indemnification of Employees and Agents of the Corporation.** The corporation may, by action of the Board of Directors, grant right to indemnification and advancement of expenses to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of Officers and regional representatives of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act.

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