

BY-LAWS OF THE ASSOCIATION OF MOSQUITO CONTROL PILOTS OF AMERICA

ARTICLE I

The name of this organization, a Florida incorporated not for profit professional association, shall be the Association of Mosquito Control Pilots of America, herein-after referred to as AMCPA or the Association.

ARTICLE II MEMBERSHIP

Section I - Membership Qualifications

Membership may be granted to any individual or organization that: (i) shares interest in and agrees to support the mission and objectives of the Association; (ii) agrees to abide by these Bylaws and such other rules and regulations as the Association may adopt; and (iii) meets such additional criteria established for each category of membership in the Association as set forth in Section II of this Article.

Section II – Categories of Membership

There shall be four (4) categories of membership:

- A. Active Member - any pilot actively performing flight crew duties in the mosquito control industry.
- B. Inactive Member - a past active member, or pilot who previously met criteria for active membership.
- C. Affiliate Member - any interested persons in mosquito control aviation.
- D. Corporate Member - any interested corporation.

Section III – Voting Membership

Only “Active” or “Inactive Members” of the Association shall have the right to make motions or vote on matters requiring action by the membership. At all meetings of this Association, each voting member shall have one vote and may cast this vote in person, by mail-in ballot, or by written proxy. Unless otherwise specifically provided by these by-laws, a majority vote of those voting members present, voting by mail, 3-mail or proxy, shall govern.

Section IV - Dues and Assessments

- A. Dues will be levied at an amount determined by the Board of Directors concurrent with the calendar year.
- B. The fiscal period of the Association shall be the Julianne calendar year.
- C. Any member whose dues or assessments are unpaid at the time of the Annual Business Meeting shall be ineligible to vote or hold office.

ARTICLE III

MEETINGS

Section I - General Meetings

General meetings of the members of this Association shall be held one time a year, concurrently the American Mosquito Association annual meeting; the place and date of the meeting shall be designated at the preceding meeting and will appear on the AMCA website (mosquito.org).

Section II - Notice of General Meetings

Written notice of the time, place and date of the general meetings shall be e-mailed by the Secretary/Treasurer to the last known e-mail address of each member not less than thirty (30) days before the date of the next meeting.

Section III - Annual Meeting

The Annual Meeting of the members of this Association shall be held concurrently with the Annual Meeting of the American Mosquito Control Association. Content of the meeting will include election of officers and directors as provided by these By-laws of this Association.

Section IV - Special Meetings

Either the Board or the President may call special meetings of the Members. In addition, the President will call a special meeting of the membership whenever requested to do so by the majority of all of the active members. Special meetings may be called for any purpose or purposes. Notification of the time, place, and date of the special meetings shall be delivered to each member by the Secretary as soon as possible. Telephone Conference calls may be placed by the President with the Board or any of it's' members at any time for the purpose of conducting business. Minutes of these calls will be included in the next General Meeting's agenda.

Section V – Quorum

The Active and Inactive Members of the Association present at the General Meeting shall constitute a quorum. A quorum at the Annual Meeting shall consist of not less than twenty (20) percent of the voting membership. A written proxy may be established to constitute "present" for the purposes of a quorum. Written proxy may be by mail or e-mail.

**ARTICLE IV
ELECTIONS****Section I – Nominations**

Nominations for office will be taken at least sixty (60) days prior to the Annual Business Meeting where the office will become open due to an expired term or vacancy. Nominations and biographies will be distributed to the general membership at least thirty (30) days prior to the Annual Business Meeting for review. Nominations may also be opened from the floor at the Annual Meeting prior to voting. This will be done either by mail or email.

Section II – Voting

Voting for officers will occur on written ballots, with each active or inactive member in good standing entitled to one vote.

Section III - Counting Ballots

Ballots shall be counted at the Annual Meeting of the membership with all cast ballots being counted and the results "certified" by two (2) impartial judges of election appointed by the President. Ballots will be destroyed at the adjournment of the Annual Business Meeting.

**ARTICLE IV
OFFICERS****Section I - Officer/Terms of Office**

The elective officers of this Association shall be President, President-Elect, Secretary/Treasurer, and two (2) Members-at-Large to the Board of Directors. They shall be elected by majority vote of the active and inactive membership present at the Annual Business Meeting. The term of office for all officers shall be for two (2) years. The President-Elect shall automatically succeed to the Presidency. The terms of the Board Members-at-Large will expire in even numbered years. The terms of the other officers shall expire in odd numbered years.

Section II - Qualifications for Office

Any voting member in good standing shall be eligible for nomination and election to any elective office in this Association.

Section III - Powers of Office

Each elected officer shall take office immediately upon election to that position. Each elected officer shall serve concurrently as a member of the Board of Directors and may conduct such business as may be necessary between meetings of this membership. Such actions shall be ratified by the voting membership of the Association at the next Association meeting.

Section IV - Vacancies/Removal

Vacancies in any elective office may be filled by appointment of the President and ratified by a majority vote of the Board of Directors. Such appointed officers will serve the balance of the term for the office to which appointed. Any officer may be removed from office upon recommendation of a majority of the Board of Directors and ratified by a two-thirds vote of the voting membership present at the next General meeting.

Section V - Officer Status

The officers shall at all times be active or inactive members in good standing of the Association.

ARTICLE V DUTIES OF THE OFFICERS

Section I – President

The President shall serve as Chief Executive Officer of the Association. He/she shall serve as an ex-officio member with the right to vote on all committees. He/she shall make all required appointments of standing and special committees with approval of the Board of Directors. He/she shall preside at all meetings of the Board of Directors. He/she shall perform such other duties as are necessary, incident to the office of President or as may be described by the Board of Directors.

Section II President – Elect

The President-Elect shall succeed to the Presidency. The Board of Directors shall delegate his/her duties to him/her. He/she shall perform the duties of the President in the event of his/her inability to serve. He/she shall become familiar with the duties of the President and preside at meetings in the absence of the President.

Section III Secretary/Treasurer

The Secretary/Treasurer of the Association shall be responsible for the proper and legal mailing of notices to members. He/she shall see to the proper recording of the proceedings of meetings of the Association, Board of Directors, and all committees and carry into execution all orders, votes, and resolutions not otherwise committed. He/she shall see that accurate records are kept of all members and perform such other duties as are necessary, incident to the office of Secretary/Treasurer. He/she shall maintain a proper file of all correspondence and shall keep the President informed regarding significant correspondence and information received. The Secretary/Treasurer shall be in charge of the Association funds and be responsible for keeping of the funds in such banks, trust companies and/or investments as are approved by the Board of Directors. He/she shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times when called upon by the President. At the expiration of his term of office, he/she shall deliver over to his/her successor, all books, money and other property in charge or, in the absence of a successor; he/she shall deliver such properties to the President.

He/she shall disburse or cause to be disbursed the funds of the Association as directed by the Board of Directors. He/she shall be in charge of membership acceptance, receive dues, and keep an updated list of current members.

He/she shall be Chairperson of the Membership Committee. The President, President-Elect and Secretary/Treasurer shall conduct an annual audit for presentation to the Board at the Annual Business Meeting.

ARTICLE VI BOARD OF DIRECTORS

Section I - Authority and Responsibility

The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the Association, and actively pursue its objectives and supervise the disbursement of Association funds. The Board may adopt such rules and regulations for the conduct of its business as should be deemed advisable and may, in the execution of the powers granted, delegate certain of its authority.

Section II – Composition

The Board of Directors shall consist of the President, President-Elect, Secretary /Treasurer, and two (2) Board Members-at-Large.

Section III - Re-Election

No member of the Board of Directors who has served four years shall be eligible for reelection until at least one year shall have lapsed.

Section IV - Quorum of the Board

At any meeting of the Board of Directors, no less than three (3) members of the Board shall constitute a quorum for the transaction of the business of the Association and any such business thus transacted shall be valid providing it is affirmatively passed upon by the majority of those present.

Section V - Meetings of the Board

A regular meeting of the Board of Directors shall be no less than one time during each administrative year and will occur at the AMCA annual meeting. Notice of such meetings shall be given to the Directors no less than thirty (30) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of any three (3) Board Members, by notice mailed or delivered to each member of the Board of Directors not less than seventy-two (72) hours before the meeting is held or telephoned not less than four (4) hours prior to the meeting.

Section VI - Telephone Meeting

For the purpose of a quorum, discussion and voting on all matters dependent upon a member of the Board of Director's presence at any meeting of the Board of Directors, a Board of Directors member shall be regarded as being present at such meeting if such Board of Directors member is in telephone, video or audio contact with each of the other members of the Board of Directors. At the discretion of the President, any and all Board Meetings may be conducted via telephone conference.

Section VII – Voting

Voting rights of a Board Member shall not be delegated to another nor excused by proxy.

ARTICLE VII COMMITTEES

Section I - Nominating Committee

The Board of Directors, under the direction of the President, shall open nominations at the January meeting for offices expiring the coming March. The President will close nominations two weeks before the Spring General

Meeting. Ballots and candidate CVs will be distributed to all current active members via e-mail not less than one week before the Spring General Meeting. Elections will be held at the Annual Business Meeting each year. Voting members who are not attending may cast their vote by e-mail anytime before the beginning of the General Meeting.

Section II - Education Committee

The President shall appoint at least (3) members of the voting membership to serve on this committee.

Section III - Special Committees

The President, with the approval of the Board of Directors, shall appoint such other committees, sub-committees or task forces as are necessary and which are not in conflict with other provisions of these By-Laws, and the duties of such committees shall be prescribed by the Board of Directors upon appointment.

ARTICLE VIII

AMENDMENT TO THESE BY-LAWS

Section I

These By-Laws may be amended or repealed by a majority vote of the voting members at any General Meeting of the Association duly called and regularly held, provided that the Proposed amendments have been distributed to the Association membership no later than thirty (30) days prior to the meeting.

ARTICLE IX

MISCELLANEOUS

Section I Records

All records of the Association shall be open to the membership of the Association and any AMCA Board member at any reasonable time.

Section II Conduct of Meetings

Robert's Rules of Order, Newly Revised, except when in conflict with the By-Laws of the Association, shall control all meetings of the Association.

Section III Dissolution

The Association shall use funds only to accomplish the objectives and purposes specified in these Bylaws. Should at some point, for whatever reason, the membership determine it appropriate to dissolve this Association, the Association of Mosquito Control Pilots of America shall be notified immediately. Upon dissolution of the Association, any funds remaining shall be turned over to the American Mosquito Control Association for use by the Training and Member Education Committee. These By-Laws have been ratified by the General Membership of the Association of Mosquito Control Pilots of America on the below said date.