

APPENDIX A - Bylaws

BYLAWS

FLORIDA MOSQUITO CONTROL ASSOCIATION, INC.
(A Corporation Not for Profit)

ARTICLE I **CORPORATE NAME**

The name of this Corporation shall be Florida Mosquito Control Association, Inc. (the "Association").

ARTICLE II **PRINCIPAL PLACE OF BUSINESS**

The principal place of business shall be located at such place as the Board of Directors may decide.

ARTICLE III **OFFICERS**

SECTION A. The Officers of the Association shall be the President, President-Elect, Vice President, and Immediate Past President.

The Board of Directors of the Association shall consist of twelve members, which shall include the active Officers of the Association.

SECTION B. PRESIDENT: The President shall preside at all business meetings of the Association, and at all meetings of the Board of Directors and shall be a voting member. The President shall maintain and exercise general supervision over the affairs of the Association, subject to the authority of the Board of Directors, and shall discharge other such duties as usually pertain to the Office of the President.

SECTION C. PRESIDENT-ELECT: The President-Elect shall exercise the powers and perform the duties of the President in the absence or disability of the President, or in the case of a vacancy in the office of the President. The President-Elect shall serve as Program Chair for the Fall Annual meeting, as defined in Article VIII, Section D. The President-Elect shall also perform such duties as may be assigned by the President or the Board of Directors. To be elected as President-Elect, the individual shall have been a voting member of the Association for a period of not less than five (5) years and must have attended the Fall Annual meeting of the Association for at least three (3) of those five (5) years.

SECTION D. VICE PRESIDENT: The Vice President shall exercise the powers and perform the duties of the President-Elects in the absence or disability of the President-Elect. The Vice President shall serve as Program Chairman for any Special meeting called, as defined in Article VIII, Section B. and make the necessary plans and arrangements. To be elected as Vice President, the individual shall have been a voting member for a period of not less than five (5) years and must have attended the Fall Annual meeting of the members of the Association at least three (3) of those five (5) years.

SECTION E. EXECUTIVE DIRECTOR The Executive Director shall serve as business manager of the Association and shall be a non-voting member of the Board of Directors. The Executive Director shall keep full and correct minutes of all meetings of this Association. The Executive Director shall be responsible for the maintenance of membership records and shall issue notices of meetings and shall conduct such part of the

correspondence of the Association as is usually conducted by the Secretary of similar organizations. The Executive Director shall collect and receive all dues, assessments and other income. The Executive Director shall deposit promptly all funds of the Association in such depository as shall be approved and designated by the Board of Directors. Checks in payment of obligations of or to this Association shall be signed or endorsed by the Executive Director. The Executive Director shall, under the direction of the Board of Directors, pay all bills of this Association and make such other disbursements as are necessary and incidental to the operation of the Association, and, if so directed by the Board of Directors at special meetings, make full and true report of the financial condition of this Association. The Executive Director shall perform such other duties as are usually incidental to the office of Executive Director and as may be assigned by the Board of Directors. The Executive Director shall distribute the Technical Bulletin and other publications of this Association. The Executive Director shall be bonded in an amount to be approved by the Board of Directors.

SECTION F. IMMEDIATE PAST PRESIDENT: The office of the Immediate Past President shall be the Association's prior year's President. The Immediate Past President shall serve as a voting member of the Board of Directors and as Chair of the Nominating Committee. The Immediate Past President, upon request, shall give advice and counsel to the current officers of the Association and shall serve as a voting member of the Board of Directors. The Immediate Past President shall serve as the Chair of the Silent Auction Committee. If the Immediate Past President is unable to serve or resigns, the Board of Directors shall fill the vacancy.

SECTION G. REGIONAL REPRESENTATIVES: There shall be a Regional Representative elected from each region to serve on the Board of Directors. The Regional Representatives shall assist the Executive Director in keeping members in their regions informed about the activities of the Association, in promoting membership in the Association, and in stimulating interest in the meetings of the Association. The Regions and the Counties comprising each region shall be:

Northwest Florida: Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington, Bay, Jackson, Calhoun, Gulf, Liberty, Franklin, Gadsden, Leon, Wakulla, Jefferson, Madison and Taylor Counties.

Northeast Florida: Hamilton, Suwannee, Lafayette, Dixie, Columbia, Gilchrist, Levy, Baker, Union, Bradford, Alachua, Marion, Nassau, Duval, Clay, St. Johns, Putnam, Flagler and Volusia Counties.

Southwest Florida: Citrus, Hernando, Pasco, Pinellas, Hillsborough, Manatee, Sarasota, Sumter, Polk, Hardee, DeSoto, Highlands, Charlotte, Lee, Collier, Glades and Hendry Counties.

Southeast Florida: Seminole, Orange, Lake, Osceola, Okeechobee, Brevard, Indian River, St. Lucie, Martin, Palm Beach, Broward, Dade and Monroe Counties.

SECTION H. REPRESENTATIVE-AT-LARGE: There shall be a Representative-at-Large elected from the general membership of the Association to serve on the Board of Directors. The Representative-at-Large shall assist the Executive Director in keeping the general membership informed about the activities of the Association, in promoting membership in the Association, and in stimulating interest in the meetings of the Association.

SECTION I. COMMISSIONERS' REPRESENTATIVE: The Commissioners' Section Chair shall serve as Commissioners' Representative on the Board of Directors. The Commissioners' Representative shall assist the Executive Director in keeping Section members informed about the activities of the Association, in promoting membership in the Association, and in stimulating interest in the meetings of the Association.

SECTION J. INDUSTRY REPRESENTATIVE: There shall be an Industry Representative elected from the general membership of the Association to serve on the Board of Directors. The Representative shall assist the Executive Director in keeping Industry members informed about the activities of the Association, in promoting membership in the Association, and in stimulating interest in the meetings of the Association.

ARTICLE IV
ELECTION OF OFFICERS and REPRESENTATIVES AND TERMS OF OFFICE

SECTION A. All Officers, except the President-Elect and Immediate Past President shall be elected for one (1) year or until the successor shall be duly elected and qualified. The President-Elect shall be elected for a period of two (2) years to include the first year as President-Elect and the succeeding year as President of the Association. No Officer except the Executive Director shall have the right of succession. The Officers and the Representatives who are to be elected shall be elected at the Fall Annual meeting and shall begin their duties on the close of the meeting at which they are elected. The Executive Director shall serve by appointment of the Board of Directors and shall be an Officer and non-voting member of the Board.

SECTION B. Officers of the Association except the President, the Executive Director and the Immediate Past President, shall be elected at the Fall Annual meeting by majority vote of the active members in good standing, present and voting.

SECTION C. REPRESENTATIVES: Representatives shall be elected for a term of two (2) years with tenure limited to two consecutive terms. There shall be a Regional Representative elected from each region (Northwest Florida, Northeast Florida, Southwest Florida and Southeast Florida) to serve on the Board of Directors of the Association. Regional Representatives shall be elected by members of each region before the business meeting of the Association at the Fall Annual meeting with results from the election reported to the Executive Director. Regional Representatives from Northwest Florida and Southeast Florida shall be elected at the annual Fall meetings held in odd-numbered years and Regional Representatives from Northeast Florida and Southwest Florida regions shall be elected at the annual Fall meetings held in even-numbered years.

There shall be a Representative-at-Large and an Industry Representative elected from the general members of the Association to serve on the Board of Directors of the Association. The Representative-at-Large and the Industry Representative shall be elected by allowing one vote for each member in good standing, present and voting before the business meeting of the Association at the Fall Annual meetings. The Representative-at-Large election shall be held in odd-numbered years. The Industry Representative election shall be held in even-numbered years.

The Chair of the Commissioners' Section shall be elected at the Fall Annual meetings held in even-numbered years by the Section members, as described in the Standing Rules of the Commissioners' Section (Bylaws, Attachment 2). The Chair of the Commissioners' Section will serve as the Commissioners' Representative on the Board of Directors of the Association.

SECTION D. No member shall be eligible for office, except the Executive Director, who has not been a voting member of the Association for five (5) years and attended the Fall Annual meeting for three (3) of the last five (5) years. No member shall be eligible to be a Representative who has not been a voting member of the Association for two (2) years.

SECTION E. Vacancies in the Office of President between terms shall automatically be filled through succession in the following order: President-Elect, then Vice President. Any vacancies in any office, including the Immediate Past President, but excluding the Office of the President or in the position of a Representative shall be filled through appointment by the Board of Directors, as outlined in Article V.

ARTICLE V
BOARD OF DIRECTORS

SECTION A. The Board of Directors shall consist of the four (4) officers of the Association, the four (4) Regional Representatives, a Representative-at-Large, an Industry Representative and a Commissioners' Representative. The President of the Association shall be Chairman of the Board of Directors.

SECTION B. The Board of Directors shall meet upon the call of the President or upon the request of three (3) or more voting members of the Board of Directors directed in writing to the Executive Director. At least five (5) days prior notice in writing shall be given by the Executive Director to all members of the Board of Directors of any meeting of the Board of Directors. The time and place of such meeting shall be designated by the President. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. An action of the Board of Directors shall be upon the vote of the majority of its members present.

SECTION C. The Board of Directors shall manage the affairs of the Association and shall have the power: to fill any vacancies among the Officers of this Association as provided herein, including the membership of the Board of Directors; to prescribe the duties of the officers of this Association not otherwise prescribed in the Bylaws of this Association; to provide rules and regulations for the conduct of the affairs of this Association that are not inconsistent with the provisions of the Articles of Incorporation and Bylaws. The Board of Directors shall have full power of the Association in all matters demanding action between meetings of the members of the Association and shall submit at the next succeeding meeting of the Association, a report of all actions taken by the Board of Directors under authority of this section.

ARTICLE VI
QUORUM

A quorum of any meeting of the Association shall consist of not less than twenty-five (25) voting members, at least two of whom shall be officers of the Association.

ARTICLE VII
MOTIONS AND RESOLUTIONS

All motions and resolutions presented at a meeting of the Association involving matters of policy, administration or business shall be referred to the Board of Directors, which shall consider the same and report its recommendation back to the Association; provided, however, that should any matter require immediate action by the Association, such matters may be considered immediately by consent of three-fourths (3/4) of the active members, present and voting.

ARTICLE VIII
MEETINGS

SECTION A. There shall be a Fall Annual meeting of the Association for the election of Officers and the Representatives, the presentations of papers and discussion on mosquito abatement and related subjects, and such other business as may be properly brought before it. Such Fall Annual meeting shall be held at such time and place as the Board of Directors may decide. At least sixty (60) days' prior notice shall be given in writing to all members as to time and place of the annual meeting.

SECTION B. Special meetings of the Association may be held whenever the Board of Directors deems necessary or whenever twenty-five (25) or more voting members shall make a written request therefore to the Executive Director. Such request shall be placed with the Board of Directors, which shall designate the time and place for such special meeting. The Executive Director shall give written notice of all special meetings of the Association to all members at least seven (7) days prior to the date selected for such special meetings.

SECTION C. There shall be an annual business meeting on the second full day for the Fall Annual meeting.

SECTION D. The Board of Directors may elect to hold a Spring meeting of the Association if they determine there is sufficient need to do so.

SECTION E. There shall be annual short courses for the purposes of providing continuing education to benefit mosquito control programs in the state of Florida and for the express purpose of providing additional education and training to meet the requirements for pesticide certification and to provide additional safety-related information to programs and mosquito control in Florida.

**ARTICLE IX
FISCAL YEAR**

The fiscal year of the Association shall coincide with the calendar year.

**ARTICLE X
DUES AND MEMBERSHIP**

SECTION A. There shall be six categories of membership: Sustaining Government, Sustaining Industry, Individual, Life, Honorary, and Student.

SECTION B. Membership dues shall be payable on or before January first of each year.

SECTION C. Annual dues and membership benefits shall be set by the Board of Directors. Honorary members shall not be required to pay annual membership dues.

**ARTICLE XI
COMMITTEES AND SPECIAL SECTIONS**

SECTION A. One-third of the members of each Standing Committee, each consisting of not less than three (3) members in good standing, shall be appointed by the President-Elect to serve three-year terms starting in the new President's term of office, as follows:

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|------------------------------|----------------------------------|
| Legislative Committee | Program Committee |
| Local Arrangements Committee | Publications Committee |
| Membership Committee | Nominating Committee |
| Resolutions Committee | Bylaws Committee |
| Finance Committee | Exhibits Committee |
| Awards Committee | Education Coordination Committee |
| Site Selection Committee | |

The Education Coordination Committee shall initially have the following subcommittees:

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|-----------------------------------|----------------------------|
| Aerial Training | Historical |
| Agency Profiles | <u>Wing Beats</u> Magazine |
| Technical Bulletin of FMCA | Personnel Exchange |
| <u>BuzzWords</u> Newsletter | Projection/Audio Visual |
| Dodd Short Course | Public Information |
| Florida Mosquito Control Handbook | |

SECTION B. An additional Standing Committee of eleven (11) members to be known as the Research Advisory Committee shall be constituted as listed below:

- Each third year, the Research Advisory Committee will recommend a Chair to the Association's President.
- Annual recommendations will be made for replacement of non-permanent members of the committee on a staggered basis and limiting the committee to one representative from any agency or district, as follows:
 - Administrator of the Florida Medical Entomology Laboratory, Vero Beach, or a permanent designee;
 - Administrator of the John A. Mulrennan, Sr. Public Health Entomology Research & Education Center Laboratory, Panama City, or a permanent designee;
 - Director of the U.S.D.A./ARS Center for Medical, Agricultural and Veterinary Entomology Research Laboratory, Gainesville, or a permanent designee;
 - Director of the Department of Agriculture and Consumer Services, Bureau of Entomology and Pest Control, or a permanent designee;
 - Three (3) Directors of Florida mosquito control programs who will serve four-year staggered, renewable terms;
 - Four (4) At-Large Members from the Association's membership list who will serve four-year staggered, renewable terms.

The primary purpose of the Research Advisory Committee is to make recommendations to the Association's Board of Directors regarding the needs of Florida mosquito control districts as can be addressed through research.

SECTION C. CREATION OF SPECIAL SECTIONS: In order to promote development and interest in the areas of mosquito control activities and in concordance with the purposes and objectives of this Association, the Board of Directors may, by Resolution, create Special Sections, which shall be organized and function as hereinafter provided in these Bylaws, following:

- (1) The Board of Directors may by a three-fourths (3/4) vote of all the Board of Directors create a Special Section upon the Board's own motion or upon the petition of no less than twenty (20) voting members, in good standing, of the Association.
- (2) The members of a proposed Special Section shall, prior and subsequent to creation, prepare and maintain: (a) a statement of its own purposes and objectives which shall be consistent with the purposes and objectives of the Association; (b) rules and regulations governing the election of officers, their powers, duties and responsibilities; (c) the qualification(s) for membership in the Section, if any; (d) the number of members necessary to constitute a quorum; (e) the method or procedure for calling meetings,

notice requirements, and validation of Section actions; (f) rules and regulations governing ,the management of the affairs of the Special Section.

(3) All requirements set forth in Article XI, subparagraph C. (2) of these Bylaws must be approved by a three-fourths (3/4) vote of the entire Board of Directors prior to the creation of a Special Section. Any amendment thereto must be presented to and approved by a three-fourths (3/4) vote for the entire Board of Directors. This information will be attached to these Bylaws as an appendix and become a permanent part of the Association's Bylaws until such time as the Special Section might be abolished.

(4) FEES: No Special Section shall charge any regular or special dues unless authorized by the Board of Directors. Any fees and assessments authorized and collected by a Special Section shall be transmitted to the Executive Director of the Association and deposited in the general fund of the Association for such Special Section unless otherwise provided by the Board of Directors.

(5) ABOLITION OF SPECIAL SECTIONS: Any Special Section may be abolished by a three-fourths (3/4) majority vote of the entire Board of Directors upon giving no less than thirty (30) days written notice thereof to the Chair of such a Special Section.

(6) CONFLICTING PROVISIONS PROHIBITED: No Special Section shall adopt any rule, regulation, purpose, objective, procedure, or policy which shall be in conflict with any provision of the Association's Bylaws, or any rule, regulation, or Resolution adopted or approved by the Board of Directors.

SECTION D. The Board of Directors shall appoint an Editor of the Technical Bulletins of the Association, who shall name such Assistant Editors as deemed desirable.

SECTION E. Special Committees may be appointed from time to time as deemed necessary by the President.

ARTICLE XII
RULES OF ORDER

In all cases where the Articles of Incorporation or Bylaws of this Association are not specific with regard to procedure, the business of the Association shall be conducted in accordance with Robert's Rules of Order.

ARTICLE XIII
PUBLICATIONS

All publications of the Association shall be distributed by the Executive Director with the approval of the Board of Directors and the assistance of the Publications Committee, and shall become the property of the Association.

ARTICLE XIV
AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) vote of the active members present at an annual meeting, provided the notice of the proposed amendment has been given in writing to the Executive Director and transmitted by the Executive Director to active members at least thirty (30) days before the meeting, and that notice of the time that said amendment is to be voted on has been announced at least twelve (12) hours in

advance of the vote.

The above and foregoing Bylaws of Florida Mosquito Control Association, Inc. were adopted on April 4, 1978.

Amendments to the original Bylaws were made on the following dates, and are incorporated in the above set of Bylaws.

May 4, 1982

May 14, 1985

June 1, 1987

November 18, 1987

November 30, 1988

May 1, 1991

November 19, 1992

November 14, 1995

May 22, 1996

November 17, 1998 April 24, 1990

November 16, 2008

