

**BYLAWS OF THE MOSQUITO AND VECTOR
CONTROL ASSOCIATION OF CALIFORNIA**

May 5, 2005

Amended May 1, 2008

Amended February 10, 2010

Amended February 1, 2012

Amended July 18, 2013

Amended July 20, 2017

Amended April 29th, 2020

Amended July 28, 2022

Amended January 24, 2024

ARTICLE I. NAME

The name of this Association is the Mosquito and Vector Control Association of California.

ARTICLE II. OBJECTIVES

The objective of this Association is to promote cooperation among those directly and indirectly concerned with and interested in mosquito control and related subjects, to stimulate the development of improved methods and techniques and to disseminate information in relation thereto, and to aid in the advancement of this field in California and elsewhere.

ARTICLE III. MEMBERSHIPS AND AWARDS

Section 1. Membership in this Association will consist of five classes: Corporate Members, Associate Members, Affiliate Members, Sustaining Members and Honorary Members.

Section 2. Corporate membership is available to all Mosquito Abatement Districts, Vector Control Districts, Pest Abatement Districts and other local governmental entity, or any subdivision thereof, concerned principally with mosquito and vector control and directly engaged in mosquito and vector control in the State of California. Each Corporate Member will have one vote. Voting may be by mail, email or by a vote cast at a special meeting held as provided for under Article VII, Section 2. Corporate Membership must be approved by the Board of Directors.

Section 3. Individual Memberships.

A. Associate Membership is available annually to employees of the University of California, the State of California, or to employees of any mosquito and vector control agency or related agencies outside of California. In addition, all employees and trustees of corporate members will be assigned associate member status. Associate members have no vote in the Association but may serve on committees. Benefits of associate membership shall be specified by the Board of Directors and may be amended periodically. Associate membership must be approved by the Executive Director.

B. Affiliate Membership is available annually to interested persons who are not eligible for Associate Membership and who are not employed by an entity eligible for corporate or sustaining membership. Affiliate members have no vote in the Association. Benefits of affiliate membership shall be specified by the Board of Directors and may be amended periodically. Affiliate membership must be approved by the Executive Director.

Section 4. Sustaining Membership is available annually to any organization, company or individual that is engaged in a trade activity related to mosquito or vector control or is interested in furthering the efforts of the MVCAC. Sustaining Members have no vote in the Association and must be approved by the Executive Director.

Section 5. Honorary membership may be conferred on any person who has rendered exceptional, distinguished service in the interest of mosquito or vector control in the state of California. Nomination for this honor requires written endorsement by five or more Corporate Members addressed to the Board of Directors and accompanied by a written description of the individual's qualifying accomplishments and achievements. Upon receipt of such an endorsement, the Executive Director will prepare a mail or email ballot and submit that ballot and written description about the individual to all Corporate Members. Ballots must be returned within 30-days from the date of mailing. To receive special recognition through honorary membership in MVCAC, the nominee must receive two-thirds vote of the Corporate Membership, with the vote determined based on the number of timely submitted ballots. The results of the mail ballot will be announced at the next Association Board of Directors meeting after the ballot deadline. Honorary members pay no dues and they have no voting rights in the Association. The recipient may receive the award at the Annual Conference or any other Board meeting.

Section 6. At all meetings of this Association, all members, regardless of membership type, will be permitted to take part in the discussion and proceedings.

Section 7. Meritorious service awards may be conferred on members or nonmembers who have made special and significant contributions to the field of mosquito or vector control in the State of California or elsewhere. Meritorious service awards shall be conferred by the same procedure as established for honorary membership in Section 5. Recipients of meritorious service awards have no vote in this Association and pay no dues.

Section 8. Service with Distinction Awards may be conferred on those who have made a significant contribution to fulfilling the mission of the Association. They must meet the following criteria: Made exceptional professional or voluntary service in support of the advancement and continued excellence of the Association; have earned national or international distinction for their services in the subject of mosquito and vector control; have made a significant contribution to any local community within the jurisdiction of their agency and focused on mosquito and vector control. Submission Process:

1. Any individual, member agency, or entity within MVCAC may submit a nomination for another individual or entity.

2. If the nominator has a personal or business relationship with the individual, it must be clearly stated as an addendum to the nomination.
3. As much relevant information as possible needs to be included with the application, as the ad hoc Awards Committee will make its judgments based only on the information provided.
4. No individual may nominate themselves.

Upon receipt of the nomination documents, the Association President shall appoint an Ad Hoc Awards Committee. This award is open to multiple types of individuals; therefore, the president will appoint an Ad Hoc committee with members that represent the nominee's demographic. This committee shall have five members, with at least one being a trustee member. Depending on the number of nominations, there may be multiple committees formed to make the decision on multiple nominees. The Awards Committee will submit their recommendations to the Board of Directors (via the Executive Director) to prepare the ballot to the membership. Service of Distinction awards shall be conferred by the same procedure as established for honorary membership in Section 5. Recipients of the Service of Distinction Award have no vote in this association.

Section 9. The Presidential Citation award is conferred to a member or non-member of the Association in recognition of outstanding contributions to the advancement of the Association's mission and goals that do not fall within the criteria for MVCACs' other awards. The citation is not presented every year, but only on occasion of exceptional individual merit. It is suggested to select a maximum of 2 awardees per year. Any member can make a nomination however, not all nominees will receive an award. To nominate someone, the president or other Association member will provide a brief statement of why the nominee should be selected for a Presidential Citation to the Board President. The President will then select up to 2 nominees and have those choices confirmed by the Association Executive Committee.

Section 10. The MVCAC shall annually provide an award to the retiring President upon completion of the term of office.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The Board of Directors of this Association will be composed of the President, President-Elect, Vice President, immediate Past President, one Trustee at large representative and five Regional Representatives. Additionally, the Treasurer will serve as a non-voting member of the Board.

Section 2. The Board of Directors will:

- A. Manage the affairs of this Association between the Annual Conferences.
- B. Prescribe the duties of officers and committees.
- C. Appoint an Executive Director and define duties of the office.
- D. Appoint a Treasurer and define duties of the office.
- E. Appoint or employ help as necessary and define the duties of each.

F. Obtain an annual audit or financial review of the account of this Association and cause the written report to be given at the next Board of Directors meeting following completion of the audit or financial review.

G. Set the boundaries of the geographical regions.

H. Determine the dues for Associate and Sustaining Members and contractual payments for Corporate Members, subject to recommendations by the Trustee Council. Dues and contractual payments for each calendar year are due and payable in July of that year and become delinquent on the first day of September that same year.

I. Determine the number and price of each publication which will be distributed to the various members and others.

J. Determine the budget for the succeeding year.

K. Develop and maintain Standing Rules of this Association.

ARTICLE V. OFFICERS AND DIRECTORS

Section 1. The Officers of this Association, who are members of the Board of Directors, will be a President, President-Elect, Vice President and the immediate Past President. Other directors will include the Trustee at large representative and five Regional Representatives.

Section 2. Each officer will be a manager or a member of a governing board of a Corporate Member.

Section 3. The President is chairperson of the Board of Directors and has the usual duties which pertain to the office, subject to the authority of the Board. They are empowered to:

A. Call a meeting of the Board of Directors.

B. Select the Chairperson and members of standing and special committees except nominating, subject to approval by the Board of Directors.

C. Be an ex-officio member of all committees except nominating.

D. Execute with the President-Elect, Executive Director or Treasurer legal and fiscal documents.

Section 4. The President-Elect will act in the absence of the President and will assist the President whenever requested. During the year following assumption of office, the President-Elect will become familiar through conference, with the President and other members of the Board, with details of business and affairs of the Association. The President-Elect is empowered to execute with the Executive Director or Treasurer legal and fiscal documents and will act as the program Chairman for the forthcoming Annual Conference.

Section 5. The Vice President will assist the President and the President-Elect with the duties of their offices as requested and coordinate the activities of the Committees of the Association.

Section 6. The five Regional Representatives of the Board of Directors will represent the interests of the five regions of the State: Coastal, Sacramento Valley, Northern San Joaquin Valley, Southern San Joaquin Valley, and Southern California. They will call meetings of the members of their respective regions, keep minutes of such meetings and make them available to the MVCAC

Executive Director and conduct regional voting as appropriate. Each Regional Representative will be a managerial or administrative employee of a Corporate Member.

Section 7. The Treasurer shall be a non-voting member of the Board. The Treasurer shall be responsible for overseeing the financial affairs of the Association.

- A. The Treasurer shall serve a term of three (3) years, with the option to be reappointed for a second term subject to the approval of the Board.
- B. The Treasurer shall be appointed by the Board of Directors.
- C. Duties and responsibilities of the treasurer shall include but are not limited to:
 - a. Receiving and reviewing monthly financial reports including investment reports.
 - b. Presentation of the financial report at each board meeting.
 - c. Working with staff to develop and present the annual budget.
 - d. Serve as custodian for all MVCAC financial accounts and approval of all financial transactions.
 - e. Ensure compliance with all financial reporting and tax requirements applicable to nonprofit organizations.
- D. Qualifications of the treasurer include:
 - a. An active member of MVCAC (required).
 - b. Understanding of financial and tax reporting requirements for non-profit organizations.

Section 8. Nomination and election of officers and Regional Representatives.

A. The immediate Past President will serve as the Chairman of the Nominating Committee.

B. Prior to the summer Quarterly Board of Directors meeting, the Chairman will select two additional managers or members of a governing Board of Corporate Member to serve on the Committee.

C. The Nominating Committee will select nominees for the elected officers of this Association; at least one for each office. Elected officers of the Board include: Incoming Vice President, President Elect, President, Treasurer, and Trustee at large. The Nominating Committee will present a slate of candidates for ratification by the Board of Directors at its summer Quarterly Board of Directors meeting. Nominations may also be taken from the floor at the summer Board of Directors meeting. At least fifteen (15) days before the fall Board of Directors meeting, the Nominating Committee will send to each Corporate Member, through the Executive Director, an election ballot consisting of the names of the nominees selected.

D. Officers will be elected by a simple majority of mail or email ballots cast by Corporate members prior to the fall Board of Directors meeting and will take office at the first Board meeting of the year following the election. Each elected officer will serve for a term of one year.

E. The nomination for Treasurer shall be made by the Nomination Committee to the board at least thirty (30) days before the Fall Board of Directors meeting if the current term of Treasurer is expiring. The board will vote to appoint the Treasurer at the Fall Board meeting.

F. Regional Representatives of the Board of Directors will be elected, one from each geographical region, by the Corporate Members of each region, prior to the December Planning

session. Each region may also elect an alternate who may serve in the absence of the Regional Representative.

G. Regional Representatives serve for a term of one year, subject to renewal.

H. The Trustee at large official will be elected as described in Section 7c and 7d. They will serve for a term of one year, subject to renewal.

Section 9. As soon as possible after the fall Board of Directors meeting, the President-Elect will propose, subject to approval by the Board of Directors at its next meeting, standing committees, except nominating, with their chairmen. At any time during the year special committees may be formed by the President subject to approval of the Board of Directors.

Section 10. Vacancies:

President: If a vacancy occurs in this office during the year, this office will be filled by the President-Elect.

President-Elect: If a vacancy occurs in this office during the year, this office will be filled by the Vice President.

Vice President: If a vacancy occurs before August 1 of any year, the President will instruct the Nominating Committee to select one nominee. The Chairman of the Nominating Committee will report this selection to the Board of Directors through the President. If approved by the Board of Directors, the nominee will be officially declared to be the Vice President. If the Board of Directors should reject the proposed nominee, the Nominating Committee will select another nominee and continue this procedure if necessary, until one is approved by the Board of Directors. If the vacancy occurs after August 1, the President and the President-Elect will assume the duties of the Vice President.

Treasurer: In the event of a vacancy in the position of Treasurer, the President, with the approval of the Board, shall appoint a replacement to serve out the remaining term.

ARTICLE VI. CONFERENCE AND MEETINGS

Section 1. Annual Conference: There will be an Annual Conference of this Association for the presentation of papers and discussion on mosquito control and related subjects. This conference will be held at such time and place in California as the Board of Directors selects. Conferences held outside of California will be considered only if approved by 2/3 vote of the Board of Directors. At least 35 days prior notice will be given to all members announcing the time and place of the Annual Conference.

Section 2. Special Meetings:

A. The Board of Directors will call a special meeting of the entire membership whenever it believes such is necessary, or when it receives a request in writing or email supported by representatives of five or more Corporate Members. A request for such a special meeting will indicate the topic for disposition or the reason for the special meeting. The Board will be bound thereby to set a place and date no sooner than thirty-five (35) days nor greater than sixty (60) days after the receipt of the request.

B. Special meetings of the general membership for consideration of technical subjects, field demonstration, local problems or similar matters may be held at times and places selected by the sponsoring group or committee.

C. Regional meetings of an informal nature may be called by the respective Regional Representatives at any time.

Section 3. Board of Directors Meetings: The Board of Directors will meet upon call of the President, or upon request of three or more Directors directed in writing to the President. At least ten (10) days prior notice in writing will be given by the President to all members of the Board announcing the time and place of Board meetings.

Section 4. Voting.

A. A simple majority of Corporate Members will constitute a quorum for the transaction of business by mail ballot or at any special meeting.

B. Five members of the Board of Directors will constitute a quorum at a meeting of this body.

ARTICLE VII. AMENDMENTS TO THE BYLAWS

Section 1. These Bylaws may be amended at any regularly scheduled meeting of the Board of Directors.

Section 2. Amendments may be submitted at any time by a Region, a Corporate Member, the Executive Committee, or by the Executive Director. Proposed amendments will be submitted in writing to the Board of Directors, through the Executive Director. At their next regularly scheduled meeting, the Board of Directors will charge the Executive Committee and the Executive Director to review any proposed amendments and develop appropriate language for preparation of a ballot.

Section 3. Ballots including any proposed amendments will be mailed by the Executive Director to each Corporate Member at least twenty-five (25) days before the next regularly scheduled Board meeting. Ballots shall be returned to the Executive Director for counting at least ten (10) days prior to the next regularly scheduled Board meeting.

Section 4. A vote of two-thirds of the Corporate Members voting by mail or email ballot will approve the amendment. The Board of Directors shall ratify the amendment at its next regularly scheduled meeting. The amendment will go into effect immediately unless otherwise specified in the resolution.