

Last Revised: Apr 2019

BY-LAWS
OF
ENTOMOLOGICAL SOCIETY OF AMERICA CERTIFICATION CORPORATION INC.

ARTICLE I

The name of the corporation shall be Entomological Society of America Certification Corporation Inc.

ARTICLE II

PURPOSES

Section 1. Not For Profit. The corporation is organized under and shall operate as a Maryland not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by applicable Maryland Law.

Section 2. Purposes. The purposes of the corporation are association purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code.

ARTICLE III

REGISTERED OFFICE, AGENT AND SEAL

Registered Office and Agent. The corporation shall have and continuously maintain in the State of Maryland a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Maryland and such other registered agents as the Governing Board may from time to time determine.

ARTICLE IV

MEMBERS

The corporation shall have no members.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a vice president, a vice president elect, a secretary, and a treasurer. The officers shall be those

individuals serving in the same offices from time-to-time for the Entomological Society of America.

Section 2. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the affairs of the corporation. S/he shall preside at all meetings of the Governing Board and shall be the Chairman of the board. S/he may sign, with the secretary or any other proper officer of the corporation authorized by the Governing Board, any deeds, mortgages, contracts, or other instruments which the Governing Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Governing Board or by these by-laws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Governing Board from time to time.

Section 3. Vice President. In the absence of the president or in the event of his/her inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned by the president or by the Governing Board.

Section 4. Vice President Elect. The vice president elect shall perform such duties as are assigned by the president or Governing Board.

Section 5. Secretary. The secretary shall keep the minutes of the meetings of the Governing Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; and in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him/her by the president or by the Governing Board.

Section 6. Treasurer. If required by the Governing Board, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Governing Board shall determine. S/he shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any sources whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Governing Board.

Section 7. Executive Director. The Executive Director shall be the individual serving from time to time as the Executive Director of the Entomological Society of America and shall manage the affairs of the corporation under the direction of the Governing Board.

ARTICLE VI

GOVERNING BOARD

Section 1. General Powers. The affairs of the corporation shall be managed by its Governing Board.

Section 2. Composition, Tenure and Qualifications. The members of the Governing Board shall be those individuals serving from time-to-time as the Governing Board of the Entomological Society of America and the individual serving as Director of the Certification Board.

Section 3. Regular Meetings. A regular annual meeting of the Governing Board shall be held at such times and places as may be designated by resolution by the Governing Board. The Governing Board may provide by resolution the time and place, either within or without the State of Maryland, for the holding of additional regular meetings of the board without other notice than such resolution.

Section 4. Special Meetings Special meetings of the Governing Board may be called by or at the request of the president or any two Governing Board directors. The person or persons authorized to call special meetings of the Governing Board may fix any place, either within or without the State of Maryland, as the place for holding any special meeting of the board called by them.

Section 5. Notice. Notice of any special meeting of the Governing Board shall be given at least three days previously thereto by written notice delivered personally or sent by mail, electronic means, or other means permitted by applicable law and to each Governing Board director deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by mail, such notice shall be deemed to be delivered on the day following the day such notice is deposited in the United States mail. Any Governing Board director may waive notice of any meeting.

Section 6. Quorum. A majority of the Governing Board shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the Governing Board directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Governing Board directors present at a meeting at which a quorum is present shall be the act of the Governing Board except where otherwise provided by law or by these by-laws.

Section 8. Informal Action by Directors. Any action required to be taken at a meeting of the Governing Board or any action which may be taken at a meeting of Governing

Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject mater thereof.

Section 9. Compensation. Governing Board directors as such shall not receive any salaries for their services, but by resolution of the Governing Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; provided, that nothing herein contained shall be construed to preclude any Governing Board director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VII

COMMITTEES

Section 1. Committees of Directors. The Governing Board, by resolution adopted by a majority of the directors in office, may designate one or more Governing Board committees, each of which shall consist of two or more Governing Board directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Governing Board in management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Governing Board, or any individual Governing Board director, of any responsibility imposed upon them by law.

Section 2. Certification Board. The corporation shall have a Certification Board consisting of 13 individuals, all of whom shall have attained certification through the Certification Corporation, as nominated by a nominating committee of the Certification Board and approved by the Certification Corporation Governing Board. The Certification Board shall determine selection criteria to ensure broad representation of certifications held by the Society as a primary selection criteria and demographic criteria as a secondary selection criteria. Certification Board officers shall include a Director, a Director-Elect, and a Past-Director, all of whom are elected annually by the Certification Board. The Certification Board shall establish criteria for certifications granted by the corporation.

Section 3. Certification Board Committees. The Certification Board may designate committees not having and exercising the authority of the Governing Board in the management of the corporation by a resolution adopted by a majority of the Certification Board members present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be individuals who are current Board Certified Entomologists, and the Director of the Certification Board shall appoint the members thereof. Any member thereof may be removed by the Certification Board whenever in its judgment the best interests of the corporation shall be served by such removal.

Section 4. Term of Office. Terms of office for the Certification Board shall be for three years with the terms being staggered so that approximately one third of the representatives retire each year. The Director-Elect shall serve three years: one year as Director-Elect, one year as Director, and one year as Past Director. Each member of a Certification Board shall continue as such until the next annual meeting of the Certification Board and/or until

his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 5. Chairman. One member of each committee designated by the Governing Board or the Certification Board shall be appointed chair.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Governing Board or the Certification Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Governing Board or the Certification Board in the case of committees established by the Certification Board.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Governing Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Governing Board. In the absence of such determination by the Governing Board, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Governing Board may select.

Section 4. Gifts. The Governing Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Governing Board and committees having any of the authority of the Governing Board.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall be determined by the Governing Board.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of applicable Maryland law, or under the provisions of the Articles of Incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Governing Board directors present at any regular meeting or at any special meeting of the Governing Board, provided that at least fifteen days' written notice is given of intention to alter, amend or repeal and to adopt new by-laws at such meeting; provided, that no bylaw amendment shall be effective unless approved by the Entomological Society of America.

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify all officers and directors of the corporation to the full extent permitted by applicable Maryland law, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Governing Board of the corporation.