

National Pesticide Safety Education Center (NPSEC) Bylaws

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of this Corporation shall be the National Pesticide Safety Education Center (NPSEC). It is a nonprofit organization incorporated under the laws of the State of Michigan.

Section 2 — Mission: The mission of this Corporation is to support and serve extension Pesticide Safety Education Programs (PSEP's) to be the premier national source of high quality research-based pesticide safety education.

Section 3 — Goals: The goals of this Corporation are to:

- Strengthen national system of state extension PSEPs
- Provide tools and educational resources to state PSEPs to better meet the needs of each state's learners, while enhancing the sustainability and educational capacity of state PSEP's
- Collaborate with PSEPs and others to coordinate and promote existing and create new educational resources and learning assessment tools
- Improve the quality, consistency, accessibility and outcomes of pesticide safety education in the nation
- Become a self-sustaining Center

Section 4 — Purpose: The Corporation is organized and operated exclusively for the purpose of receiving, generating and administering funds for educational, charitable, scientific and literary purposes as described in section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II — MEMBERSHIP

This Corporation is organized upon a directorship basis and has no members. All matters that are subject to membership vote or other action under the Michigan Nonprofit Corporation Act in the case of a membership corporation shall be subject to duly authorized action by the Board of Directors of the Corporation.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The Board of Directors (Board) is responsible for overall policy and direction of the Corporation, and delegates responsibility of day-to-day operations to staff and committees. NPSEC is guided by a Board that includes the following representatives:

- 8 PSEP Coordinators, or active PSEP educators, of extension PSEPs representing 4 regions: Northeast, North Central, Southern, Western (2 from each region)

- 2 Registrants
- 1 AAPCO Liaison
- 1 AAPSE Liaison
- 1 APSCRO Liaison
- Ex-officio members of regulatory agencies, as designated by the Board, that may include, but not limited to EPA, USDA, NIOSH, OSHA

All Board members except ex-officio representatives have voting privileges.

The Board receives no compensation other than reasonable expenses.

Section 2 — Terms: All Board members shall serve three-year terms, but are eligible for election to three consecutive terms (9 years). Board members who have served three consecutive terms are eligible for re-election to the Board after sitting out at least one-year. At the start of the organization, Board members, as nominated by the Advisory Board, shall be voted on by the Advisory Board as follows: four (4) to serve an initial 1-year term; four (4) to serve an initial 2-year term; and five (5) to serve a full 3-year term, with initial terms to be determined by random draw. In subsequent years, Board positions will be up for election every year following the procedures outlined below in Sections 4 and 5.

Section 3 — Meetings and notice: The Board shall meet at least quarterly, at an agreed upon time and physical or virtual place. An official Board meeting requires that each Board member have written or electronic notice at least two weeks in advance.

Section 4 — Board elections: New directors shall be elected or re-elected by those Board members not up for reelection in that year.

Section 5 — Election procedures: A Board Development Committee shall be responsible for nominating a slate of prospective Board members representing the open Board positions.

Section 6 — Quorum: A quorum must be attended by at least fifty-one percent of Board members for business transactions to take place and motions to pass.

Section 7 — Officers and Duties: There shall be four officers of the Board, consisting of a chair, vice-chair, secretary and treasurer. Officers are nominated and voted on by the full Board of Directors. Their duties are as follows:

The **chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The **vice-chair** shall chair the Board recruitment committee and committees on special subjects as designated by the Board.

The **secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The **treasurer** shall make a report at each Board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8 — Vacancies: When a vacancy on the Board exists mid-term, the secretary must receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9 — Resignation, termination, and absences: Resignation from the Board must be in writing and received by the secretary. A Board member shall be terminated from the Board due to excess unexcused absences, defined by the Board at the first Board meeting of the new year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 — Special meetings: Special meetings of the Board shall be called upon the request of the chair or one-third of the Board. Notices of special meetings shall be sent out in writing or e-mail by the secretary to each Board member at least two weeks in advance.

ARTICLE IV — COMMITTEES

Section 1 — Committee formation: In addition to the standing committees outlined below in Sections 2 and 3, the Board may create ad hoc committees as needed, such as: revenue sharing; communications; quality assurance; Board development; fundraising; data collection, etc. The Board chair appoints all committee chairs, where possible, from existing Board members. It is the responsibility of committee chairs to solicit other stakeholders to serve on committees.

Section 2 — Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of directors in the intervals between meetings of the Board of directors, and is subject to the direction and control of the full Board.

The Executive Committee is responsible for determining any necessary outside contractors or paid staff, and, with the approval of the majority of the full Board, will execute employment or contractual terms, conditions and compensation of any corporation staff or outside contractors, within the established Internal Revenue Service recommended Conflict of Interest Policy.

The Executive committee, subject to budget approval, may seek legal counsel for any corporation decisions requiring said counsel.

Section 3 — Finance Committee: The treasurer is the chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, including regular audits; fundraising plans; and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income and expenses. The financial records of the organization are public information and shall be made available to Board members, and stakeholders and the public upon request.

Section 4 – Board Recruitment: The vice-chair is the chair of the Board Recruitment Committee and is responsible for soliciting stakeholder recommendations for new Board members. The chair may appoint stakeholders to serve on this committee in order to recruit new Board members.

Section 5 – Advisors: The Board may invite one or more non-voting advisors, made up of persons from stakeholder organizations to be appointed by those organizations, to help the Board identify key needs of the corporation, to advise specific committees, to provide topical expertise to develop training and educational products, and to enhance the lines of communications between the corporation and partner organizations. The number and appointments of advisors shall be at the discretion of the Board and the activity of advisors is subject to the will of the Board and the bylaws of this corporation.

ARTICLE V — AMENDMENTS

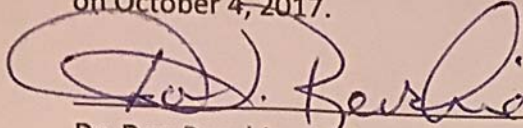
These bylaws may be amended when necessary by two-thirds majority of the Board members. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VI - DISSOLUTION

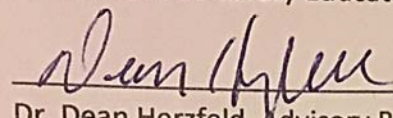
Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Service Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

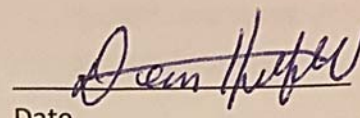
CERTIFICATION: These bylaws were approved at a meeting of the Advisory Board by a unanimous vote on October 4, 2017, and amended on December 12, 2017.

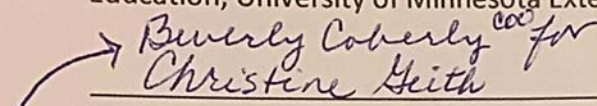
CERTIFICATION: These bylaws were approved at a meeting of the Advisory Board by a unanimous vote on October 4, 2017.


Dr. Don Renchie, Advisory Board Co-Chair
Extension Specialist and Coordinator of the
Texas Pesticide Safety Education Program

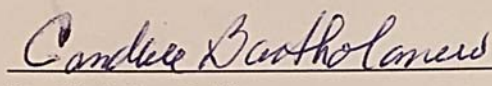
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Date


Dr. Dean Herzfeld, Advisory Board Co-Chair
Coordinator, Pesticide Safety & Environmental
Education, University of Minnesota Extension

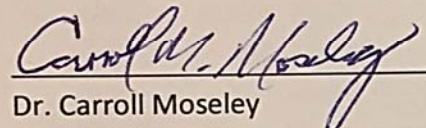
 12/12/17
Date

 ^{COO} for
Christine Geith
Ms. Candace Bartholomew
Pesticide Safety Education Coordinator,
University of Connecticut

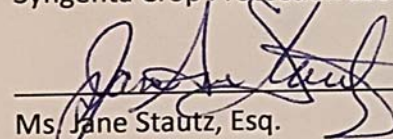
12/12/17
Date


Dr. Christine Geith
CEO, eXtension Foundation

12/12/17
Date


Dr. Carroll Moseley
Environmental Stewardship & Policy
Syngenta Crop Protection LLC

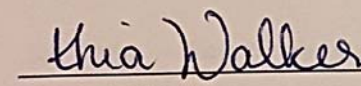
12/12/17
Date


Ms. Jane Stautz, Esq.
Global Sustainability Leader
Dow AgroSciences

12-12-17
Date

Ms. Sonja Thomas
Pesticide Applicator Training Coordinator,
Alabama Cooperative Extension Systems

Date


Ms. Thia Walker
Coordinator, Pesticide Safety Education
Colorado State University Extension

12/12/2017
Date