

BYLAWS
OF
INDEPENDENT POOL AND SPA SERVICE ASSOCIATION, INC.

BORD approved November 11, 2023
Membership approved December 29, 2023

Article I. NAME, PRINCIPAL OFFICE, PURPOSE, AND RESTRICTIONS

1.01 Name. The name of the Association is Independent Pool and Spa Service Association, Inc. (“Association” or “IPSSA”), a California nonprofit mutual benefit corporation.

1.02 Principal Office. The Board of Directors (“Board” or “BORD”) shall determine the location of the principal office of the Association.

1.03 Mission. The mission of the Association is to improve business conditions and promote education and the development of efficiency within the pool and spa service business, to improve the conditions of work and promote the improvement of products and services available to persons working the pool and spa service business.

1.04 Restrictions. All policies and activities of the Association shall be consistent with applicable federal, state, and local antitrust, trade regulation laws and other legal requirements, including the California Nonprofit Corporation Law under which the Association is organized and operated, and applicable tax-exemption requirements.

Article II. MEMBERS

2.01 Membership Qualifications. The BORD may establish written rules, qualifications, conditions and procedures for all legal membership and non-voting membership (hereinafter referred to as “partners”) classes.

2.02 Regular Membership. There shall be one class of voting members, Regular Members. Any individual who meets the conditions and qualifications established by the Board of Directors, are eligible for status as a Regular Member.

2.03 Employee Partners. “Employee Partner” is available for an individual that is employed by a Regular Member, sponsored by a Regular Member, and meets the requirements for Regular Membership. This partner classification shall have no voting rights.

2.04 Industry Partners. "Industry Partner" is available for vendors and suppliers whose commercial business is to serve and support pool and spa service professionals, and who meet all requirements for said Partner classification. Industry Partners may be suspended or removed in the reasonable discretion of the BORD or its designate. This partner classification shall have no voting rights.

2.05 Affiliate Partners. "Affiliate Partner" is available to self-employed individuals in the pool and/or spa industry as their major vocation that do not meet the criteria set forth for Regular Membership and who meet all requirements for said Partner classification. Affiliate Partners suspended or removed in the reasonable discretion of the BORD or its designate. This partner classification shall have no voting rights.

2.06 Honorary Partners. "Honorary Partner" may be granted to a past Regular Member of the Association for more than 40 years, in the discretion of the BORD or its designate. Such partnership may be granted, suspended, or removed in the reasonable discretion of the BORD or its designate. This partner classification shall have no voting rights.

2.07 Member Liability. No member of the Association shall be personally or otherwise liable for any of the debts or obligations of the Association.

2.08 Member in Good Standing. A member in good standing is one who has paid current dues and assessments, has no other outstanding obligations to the Association, and who has not been found by the Association to be in violation of membership conditions and requirements established by the Association.

2.09 Member Obligation to Follow Association Rules. Each member of this Association agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the BORD and/or duly constituted committees of the Association.

2.10 Termination. A membership shall be suspended or terminated whenever the BORD, or a committee or person authorized by the BORD, in good faith determines that any of the following events have occurred: (a) resignation of member, on reasonable notice to the Association; (b) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the BORD; (c) failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the BORD; (d) failure to abide in the lawful decisions of any duly constituted committee of the Association, and (e) occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.

2.11 Discipline. A member may be publicly reprimanded, fined, suspended, or terminated for cause by the BORD or its designee. Cause shall include a failure, in serious degree, to (1) observe the Association's rules of conduct as prescribed by the BORD in these Bylaws or otherwise, (2) to abide in the lawful decisions of any duly constituted committee of the Association, or to engage in any conduct which is deemed by the BORD or its designee contrary or prejudicial to the interests and/or purposes of the Association. The discipline shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefor. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing (as determined by the BORD or its designate), not less than five days

before the effective date of the discipline by the BORD or its designee. The BORD or its designee shall determine whether cause exists and the appropriate discipline, if any.

The BORD is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

Article III. DUES

3.01 Dues. The BORD shall set dues and fees, make assessments, and set the terms of payment.

3.02 Delinquency. Any member of the Association who is delinquent in dues, fees or assessments may be suspended or terminated as provided above.

3.03 Refunds. No dues will be refunded except as approved by a two-thirds vote of the BORD of Directors or its designee, in its sole and final discretion.

Article IV. CHAPTERS

4.01 Chapter Structure. Except as set forth in these bylaws, the IPSSA Standing Rules, Policies and Procedures, Code of Ethics, or elsewhere provided by the BORD, the Chapters are intended to be self-sustaining.

4.02 Chapter Formation. Chapters may be formed upon application to the Regional Board which includes the Chapter's location. Each such Chapter must have at least ten (10) prospective members who qualify for membership. The Chapter must be formed in compliance with IPSSA Standing Rules, Policies and Procedures including any such procedure that may apply to new Chapters. The Regional Board shall approve or disapprove such new Chapter application in its sole and absolute discretion. Upon approval by the Regional Board, the BORD shall approve or disapprove such new Chapter in its sole and absolute discretion. Decisions of the BORD may not be contested. The BORD may adopt such Policies and Procedures and Standing Rules as they deem appropriate in connection with the approval of, and the formation requirements related to a new Chapter.

4.03 Chapter Governance. Each Chapter shall be governed and all corporate powers exercised by or under the direction of its respective Board of Officers, subject to the ultimate authority of the BORD. The BORD may establish written rules and procedures related to Chapter Directors and Chapter Meetings.

4.04 Chapter Filings. Each Chapter shall file a copy of that Chapter's current Standing Rules, any meeting materials and, if applicable, any Sick Route Coverage Plan with the IPSSA Executive Director by the following BORD meeting.

4.05 Chapter Members. A Regular Member may be a member of more than one Chapter as long as he or she has customer accounts within each of the Chapter's boundaries. The first Chapter which such member joins shall be the primary Chapter and any other Chapters joined by such member shall be secondary Chapters. A member may only change the primary Chapter

designation by following the transfer of membership procedures set forth for members wishing to transfer their membership to another Chapter. Rights, privileges, obligations, and fees, if any, for such Members shall be governed by each Chapter's standing rules. Any and all disciplinary actions taken with regard to a Regular Member in any Chapter applies to all other Chapters in which they are a Member.

4.06 Chapter Transfers. A Regular Member may only transfer his or her membership from one chapter to another chapter, by completing a Transfer of Chapter form, obtaining the signature of the Chapter president of the Chapter from which the Regular Member is transferring and obtaining the approval of the board of the Chapter to which the Regular Member wishes to transfer. Such Regular Member must then file the Transfer of Chapter form with the BORD or its designee. The Regional Director has the discretion to facilitate membership transfers on occurrence of any of the following events: (1) the refusal of the Chapter President to sign the membership forms; (2) misplaced transfer forms; (3) the Chapter is dissolved; or (4) the Chapter President is unable to perform his/her duties.

4.07 Chapter Sick Route Programs. Chapters shall, to the extent required by IPSSA Sick Route Rules, operate a "Sick Route Coverage" program within the boundaries of said Chapter. Said program shall conform to IPSSA Sick Route Rules. Said chapter Sick Route program policy may be amended or revised provided said amendments or revisions are consistent with IPSSA Sick Route Rules and are approved by IPSSA prior to their taking effect or being applied by the Chapter.

Article V. REGIONS

5.01 Region Structure. Except as set forth in these bylaws, the IPSSA Standing Rules, Policies and Procedures, Code of Ethics, or elsewhere provided by the BORD, the Regions are intended to be self-sustaining.

5.02 Region Formation and Modification. IPSSA shall be divided into such geographic Regions as is determined by the BORD, in its sole discretion.

5.03 Regional Representatives. The members of the Regional Board shall consist of two representatives from each Chapter in the Region and one representative of the Board of Directors. The representatives from each Chapter will consist of the Chapter President and an appointee designated by the Chapter pursuant to the Chapter's Standing Rules. All decisions for the Region will be made by a majority vote of these representatives, and the chair of such meeting of representatives shall be one of the BORD and shall not have a vote. The BORD may establish written rules and procedures related to Regional Representatives and Region Meetings.

5.04 Regional Filings. Each Region shall file a copy of any current Standing Rules and all meeting materials with the IPSSA Executive Director by the next BORD meeting.

Article VI. MEMBERSHIP MEETINGS

6.01 Annual Membership Meeting. The Association shall hold an annual meeting of the Regular Membership at the place and on the date that the BORD determines. At the annual meeting, Directors shall be installed, the BORD shall report the activities of the Association to the members, and other business shall be transacted as may be properly brought before the meeting.

6.02 Special Meetings. The President, the BORD, or five (5) percent or more of the voting members may call special meetings of the Regular Membership.

6.03 Notice. The BORD must give all voting members reasonable notice of all annual and special meetings. The notice shall include a description of the business to be discussed and shall be given at least 30 days (but not more than 90 days) before the meeting.

6.04 Quorum, Voting. A quorum shall be established as the number of voting Regular Members in attendance at the meeting. Whenever a quorum is present, an act or decision made by a majority of the voting members is a valid act or decision. The presence of a quorum at the outset of a meeting establishes a quorum even if Regular Members have withdrawn prior to adjournment. Proxy voting is not permitted at any meeting.

6.05 Eligibility to Vote. Members entitled to vote at any meeting of members shall be Regular Members in good standing.

6.06 Action Without a Meeting: Written Ballot. Any action which may be taken at a meeting of the members may be taken by conforming to the mail balloting procedure specified in the California Nonprofit Corporation Law.

Article VII. BOARD OF DIRECTORS

7.01 Board of Directors. The BORD is the governing body of the Association and has authority and is responsible for the supervision, control, and direction of the Association.

7.02 Eligibility and Number of Directors. The BORD shall be comprised of one representative from each Region, as approved by the BORD. All Directors must be Regular Members of the Association.

7.03 Directors and other volunteer leaders shall receive no financial compensation for their services as Directors but shall be eligible for reimbursement of reasonable and necessary expenses incurred on behalf of this Association by that volunteer leader in accordance with rules and procedures established by the BORD.

7.04 Election and Term of Office. At each annual meeting of the Association installation of the new members of the BORD to replace those whose terms are expiring shall take place. The Board of Directors may establish written rules and procedures for nominating candidates for officer and director positions.

Directors serve staggered terms of two years beginning immediately after their election. A Director may serve a maximum of three (3) two-year terms for a total of six (6) years within any rolling ten (10) year period, with the exception of service via appointment under 7.05.

The newly elected Directors shall take office immediately after the election and shall serve for terms of approximately two years, and until their respective successor is elected and installed.

7.05 Vacancies. If a vacancy occurs on the BORD for any reason, the Region in which the vacancy occurred shall fill the unexpired portion of the term. Should the Region fail to fill the vacancy within thirty (30) days, the BORD shall fill the vacancy upon a majority vote.

7.06 Meetings. The President, the Vice-President, Treasurer, the Secretary or any two Directors may call meetings of the BORD. The BORD shall hold its annual meeting at the time and place it selects and shall hold other meetings each year at the time and place it selects.

7.07 Notice. The BORD may hold regular meetings without notice if the time and place of such meetings is fixed by the BORD. The BORD may hold special meetings upon four days' notice by first class mail or 48 hours' notice delivered personally or by telephone, email, facsimile, or similar electronic communication.

7.08 Quorum. A majority of the directors then in office shall be necessary to constitute a quorum of the BORD.

7.09 BORD Action. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the BORD. The BORD may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors, and officers.

7.10 Meeting Attendance. The office of any elected Director, who shall be absent without excuse (an unexcused absence shall be defined as any absence for any reason other than for death in the family or participation in Association business) from three regular meetings of the BORD of Directors per year, may be declared vacant by the Board of Directors.

7.11 Conduct of Meetings. The BORD shall adopt and adhere to an appropriate parliamentary procedure in the conduct of its meetings. Proxy voting is not permitted.

7.12 Meeting by Conference or Other Electronic Means. Members of the BORD may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply: (1) each member can communicate with all of the other members concurrently; (2) each member is provided with a means of participating in all matters before the BORD, including the capacity to propose, or to interpose an objection, to a specific action to be taken; (3) a means of verification is adopted and implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the BORD meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

7.13 Action by Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the BORD under any provision of law may be taken without a meeting if all members of the BORD shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

Article VIII. OFFICERS

8.01 Officers. The officers of the Association shall be a President, Chief Financial Officer, Secretary, Executive Director, and any other such officers the BORD may appoint.

8.02 Qualifications. With the exception of the Executive Director, each officer shall be a Regular Member.

8.03 Election and Term of Office. With the exception of the Executive Director, the officers shall be elected by the BORD at its next regular meeting after the annual meeting of the members to serve terms of one year.

8.04 Duties. The officers perform those duties that are usual to their positions and that are assigned to them by the BORD, including those duties that are set forth in the position descriptions for each officer as adopted by the BORD from time to time. In addition, the President acts as Chair of the BORD; when the President is not available, the Officers shall select an interim Chair.

8.05 Resignation, Removal, and Vacancies of Officers. Any officer may resign at any time by giving written notice to IPSSA. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. An officer may be removed with or without cause by the BORD. Any vacancy of an office may be filled by the BORD.

8.06 Executive Director. The BORD may retain an Executive Director, who shall serve as an Ex-Officio Officer of IPSSA, without the right to vote and is not a member of the Board of Directors.

Article IX. EXECUTIVE COMMITTEE

9.01 Composition. The Executive Committee shall consist of the Officers. The President shall serve as Chairman of the Executive Committee.

9.02 Authority. The Executive Committee shall act in the place and stead of the BORD between BORD meetings on all matters except those specifically reserved by the BORD. The Executive Committee shall report its actions to the BORD no later than the next meeting of the BORD.

Article X. OTHER COMMITTEES

10.01 Other Committees. The BORD may form, revise, or terminate other committees on such terms and conditions as it deems to be appropriate.

Article XI. AMENDMENT OF BYLAWS

11.01 Amendment of Bylaws. These Bylaws may be amended by a majority vote of the Board of Directors, provided that certain amendments to the Bylaws specified in the California Nonprofit Corporation Law, including those that materially and adversely affect the rights of members or change the authorized number of Directors, must be approved by the voting members.