

MICHIGAN CHRISTMAS TREE ASSOCIATION BYLAWS

ARTICLE I - NAME

The name of this association shall be the Michigan Christmas Tree Association.

ARTICLE II - PURPOSE

- a. To advance the interests of Michigan Christmas tree growers.
- b. To disseminate information on all aspects of the Christmas tree industry and promote Michigan-grown Christmas trees.
- c. To encourage close cooperation and professionalism among growers and other related associations.
- d. To create a unified voice for the Christmas tree industry.
- e. To promote research in the Christmas tree industry.

ARTICLE III - MEMBERSHIP

- a. Membership in this Association shall consist of three types - regular, associate and professional.
- b. Regular members may be individuals, partnerships, joint ventures or corporations and must be engaged in the growing of Christmas trees. Only members that grow Christmas trees in the State of Michigan shall be entitled to one vote on any matter coming before this association.
- c. Associate members may be those who do not grow Christmas trees in Michigan but with an interest in the State's Christmas tree industry, including but not limited to distributors, manufacturers and marketing sales representatives. Associate membership carries no voting privileges in the Association.
- d. Professional members may be individuals that are considered researchers, educators or regulatory personnel in the Christmas tree field, or retired regular members and shall have no voting privileges.
- e. All members shall be entitled to all rights and privileges and services of this association as hereinafter listed.
- f. Membership shall be deemed terminated if dues are not paid by the time of the annual winter meeting.

ARTICLE IV - MEMBERSHIP DUES

- a. The Board of Directors shall determine and annually review the dues rate for membership.
- b. Membership dues are payable to the Michigan Christmas Tree Association and are due on or before the date of the annual winter meeting.
- c. Each member shall designate his membership classification at the time of dues payment and shall be liable for payment of the dues set for that type of membership.
- d. Members shall be notified of any change in dues structure at least two months prior to final dues payment date.

ARTICLE V - DISTRICTS

- a. For the purposes of determining Board of Directors representation, the state shall be divided into three districts.
- b. The districts shall consist of the following geographical areas: District 1 includes the following Michigan counties: Alcona, Alger, Alpena, Antrim, Arenac, Baraga, Benzie, Charlevoix, Cheboygan, Chippewa, Clare, Crawford, Delta, Dickinson, Emmet, Gladwin, Gogebic, Grand Traverse, Houghton, Iosco, Iron, Kalkaska, Keweenaw, Lake, Leelanau, Luce, Mackinac, Manistee, Marquette, Mason, Menominee, Missaukee, Montmorency, Ogemaw, Ontonagon, Oscoda, Osceola, Otsego, Presque Isle, Roscommon, Schoolcraft, Wexford. District 2 includes the following Michigan Counties: Allegan, Barry, Branch, Berrien, Calhoun, Cass, Eaton, Ionia, Kalamazoo, Kent, Mecosta, Montcalm, Muskegon, Newaygo, Oceana, Ottawa, St. Joseph, Van Buren. District 3 includes the following Michigan counties: Bay, Clinton, Gratiot, Genesee, Hillsdale, Huron, Ingham, Isabella, Jackson, Lapeer, Lenawee, Livingston, Macomb, Midland, Monroe, Oakland, Saginaw, Sanilac, Shiawassee, St. Clair, Tuscola, Washtenaw, Wayne.

- c. Each member shall designate his voting district at time of payment of membership dues.
- d. A regular member's district shall be the district in which they reside, or in the case of a corporate membership, the district in which the corporation/farm headquarters is located.

ARTICLE VI - BOARD OF DIRECTORS

- a. The direction and management of this association shall be vested in a Board of Directors and all powers of this association, not inherently reserved to be exercised by the membership as a whole, shall be vested in the Board of Directors.
- b. The Board of Directors shall be responsible for management, control and administration of the finances and programs of the Association and shall report to the annual meeting of the Association.
- c. The Board of Directors of this Association shall be composed of eight (8) members who shall be elected by and from the regular membership of the Association. This board will consist of two (2) members elected from each of the three (3) geographical districts plus one (1) elected director-at-large representing choose and cut operators and the (1) elected National director.
- d. Associate and Professional members are not eligible to serve on the Board of Directors.
- e. Directors will be elected by their respective district voters. The director-at-large and the national director-at-large will be determined by board vote.
- f. Only those regular association members in good standing at the time of election will be eligible to vote.
- g. A mail-in vote of eligible members is required for director elections, however all other voting procedures will be at the discretion of the Board of Directors.
- h. Each director shall be elected for a term of three (3) years. Elections will be held annually, and directors terms will be staggered over a three year period, with two regional directors being elected each year and the Director-at-Large

position being elected once every three years. Each qualified director shall serve the term for which he was duly elected and until his successor has been duly chosen and qualified. No director after having served for three (3) consecutive terms shall be eligible to succeed himself, but after a lapse of one year shall again be eligible.

- i. Newly elected board members shall assume office directly following adjournment of the annual meeting following their election.
- j. Vacancies on the Board of Directors shall be filled by appointment by the remaining members of the Board of Directors and the person appointed shall be a director until expiration of that term. He can be re-elected for 2 full terms.
- k. The qualifications for a director shall be the same as for a regular member.
- l. The Board of Directors shall determine their own rules of conduct and procedure for meetings.
- m. Meetings of the Board shall be called by the Executive Director upon such action of the Board or order of the President, which shall designate the time and place of such meeting. A quorum of the Board shall constitute a majority of the Board.
- n. The members of the Board of Directors shall receive no salary for their labors but may be allowed suitable reimbursement for their transportation and other necessary expenses incurred in administrative duties.
- o. The Board of Directors may hire employees and designate the Executive Director as the business of the Association shall warrant and shall fix the compensation of such employees and shall designate to such employees sufficient powers to conduct their respective tasks. Employees of this association need not be members of the Association but qualified members or directors shall not be barred from service as employees by reason of membership.

ARTICLE VII - OFFICERS OF THE BOARD

- a. The officers of the Board shall consist of a President, Vice

President and Secretary-Treasurer. They shall be Directors and shall be elected by and from the Board of Directors directly following each annual meeting and serve for a one year term. Vacancies occurring in any office shall be filled by the election of a successor at the next meeting of the Board of Directors to hold office for the unexpired term.

- b. The President shall preside at all meetings and shall perform the regular duties of the office and shall be restricted to no more than three consecutive terms for any one member.
- c. The Vice President shall act in place of the President in his absence or inability to act.
- d. The Secretary-Treasurer shall oversee the proper recording of minutes at all meetings of the Association, Board of Directors and Executive Committee and oversee the funds and financial records of the association and may be called upon to report on the Association's financial condition at Board and membership meetings. The books of the Secretary -Treasurer shall be open at all times to the Board of Directors and shall be audited at least once a year, as directed by the Board of Directors.
- e. The Executive Committee, which consists of President, Vice President, Secretary-Treasurer and Executive Director, who will serve without vote, may act for the Board of Directors between board meetings and may have other responsibilities delegated to it from time to time by the Board.

ARTICLE VIII - MEETINGS AND VOTING

- a. The Association shall hold an annual meeting.
- b. Notice of the annual meeting and of any special meetings shall be mailed to all members at least 30 days prior to such meeting and shall state the time and place of such meeting as called.
- c. A simple majority vote shall be sufficient to decide any issue except as specifically mentioned here after.
- d. Special meetings may be called at the discretion of the Board of Directors or by 1/3 of the members in good standing.

- e. The Board will manage the following committees: Research Committee, Hall of Fame Committee, Membership Committee, and Educational Committee.
- f. The Board will oversee association hosted events and meetings, the Great Lakes Christmas Tree Journal, and any other association owned resources.

ARTICLE IX - AMENDMENTS

- a. Amendments to the bylaws may be proposed by any member. Amendments must be provided in writing, signed by a minimum of twenty (20) regular members and submitted to the Executive Director at least sixty (60) days prior to the next regular or special meeting. Two-thirds (2/3) affirmative vote of all the regular members voting shall be required to amend the constitution.
- b. If a proposed amendment shall fail to receive the votes necessary for its adoption, such proposed amendment may not be resubmitted for another vote for twelve months following its rejection.
- c. The Board of Directors may deliver a proposed amendment change to all members in writing when, for the sake of expediency, member action is required at other than an annual meeting. The Executive Director at the direction the Board of Directors will mail to members a proposed amendment change and voting ballot. Members must return the ballot within thirty (30) days to be counted valid.

ARTICLE X - LIMITATIONS OF ASSOCIATION POWER

- a) This association shall at no time compete with its members in the production of Christmas trees, greens or nursery stock.
- b) To the end that item (a) above shall be made effective, this Association shall not take title to real estate except for the following purposes: 1) to house its general offices, 2) for experimental production practices of Christmas trees.
- c) This association shall not do, nor cause to be done, anything or act which is at variance with this constitution or the laws of Michigan or the United States.

ARTICLE XI - DISSOLUTION

Upon the dissolution of the affairs of the Association, after payment of all debts, the Board of Directors by simple majority shall distribute any monies and/or assets remaining to any agricultural college, university, manufacturer of a related product or equipment or forestry research facility for research and/or educational projects deemed beneficial to the Michigan Christmas tree industry.