



By-Laws and Constitution of the Pennsylvania Christmas Tree Growers Association

Article I – Name and Purpose

1. The name of the organization shall be the Pennsylvania Christmas Tree Growers Association.
2. The object of this Association shall be to promote and develop, among the growers of Christmas trees in Pennsylvania and adjoining territory, a community of interest to the end that, through better acquaintance with each other, the exchange of experience, and cooperative effort, practical solutions shall be found for many of the problems incident to the production and marketing of Christmas trees and kindred products.

ARTICLE II – Membership

Section 1 - Membership Classes

1. The members of this Association may be of four classes – Active, Associate, Retired and Honorary
2. Active members shall be any person/company who is engaged in any phase of growing Christmas trees or the production or sale of kindred products or are directly interested in the progress and development of the industry through research, experimentation or education within the state of Pennsylvania and states adjacent thereto. Those states include Ohio, West Virginia, Maryland, Delaware, New Jersey and New York.
3. Associate members shall be any person/company who is engaged in any phase of growing Christmas trees or the production or sale of kindred products or are directly interested in the progress and development of the industry through research, experimentation or education outside the state of Pennsylvania and states adjacent thereto. This category of membership will not have the right to vote or serve on the Board of Directors.
4. A Retired Member is defined as an individual who no longer owns or is no longer employed by an active member firm in good standing for a total of twenty (20) years and has reached the age of retirement, as defined by the Social Security Administration. The Retired member must not be actively farming or generating revenue from the sale of Christmas Trees. Approval will be contingent upon a majority vote of the Board of Directors. The individual must remit the annual membership fee established by the Board to be considered for Retired Member status. This category of membership will not have the right to vote or serve on the Board of Directors.

5. Honorary members shall be persons who have rendered outstanding service to the Christmas tree production industry, elected by the board of directors upon nomination by any two members of the Association. Honorary members shall not pay dues, but shall have all the privileges of association membership.

Section 2 - Membership Dues

1. The annual dues for membership shall, from time to time, be established by the PCTGA Board of Directors. The fiscal year of the Association shall be the calendar year.
2. Annual membership dues shall be paid prior to January 31. Any member not remitting dues payment by January 31 shall no longer be considered members of the Association and shall not have the privileges and prerogatives of membership.
3. The dues of anyone who becomes a new member on or after July 1 of any year shall be one half of the annual dues for the remainder of that fiscal year.

ARTICLE III – Board of Directors

1. The direction and management of the affairs of the Association shall be vested in the Board of Directors consisting of nine to twelve members.
2. The Board will consist of the Officers (as defined in Article IV), the Pennsylvania Director to the National Christmas Tree Association (NCTA), and five to eight additional PCTGA members who shall serve as Directors.
3. Directors shall be elected by the membership for a term of three years. The NCTA Representative shall be elected by the membership and have a term coinciding with the expiration of their term on the NCTA Board.
4. No member may serve more than two (2) consecutive full terms as Director. Service as an Officer or a partial term as Director shall not apply to this restriction. After at least one (1) year of absence from the Board, a member will again be eligible to serve as Director.
5. All Board members are encouraged to participate in scheduled meetings. The Board has the authority to remove any member of the Board if that member fails to attend two consecutive meetings without having an excused absence.
6. Regular meetings of the Board of Directors shall be held throughout the fiscal year, as directed by the President. A quorum for any meeting of the Board of Directors will be a majority of the Directors on record. No proxy or absentee ballots shall be allowed.
7. Special meetings of the Board of Directors may be called by a majority of the Board petitioning the President for the meeting. All Board members will be notified of a special meeting no less than 15 days prior to the meeting date.

Article IV – Officers

1. The Officers of this Association shall consist of a President, Vice-President, Secretary/Treasurer and Immediate Past President.
2. Term of office shall be one year or until a successor is elected and duly qualified.
3. The Officers shall constitute the Executive Committee of the Association.
4. The Officers shall automatically succeed to each subsequent position as follows: Secretary/Treasurer succeeds to Vice-President; Vice-President succeeds to President; President succeeds to Immediate Past President. The automatic succession may be interrupted if deemed appropriate by the Nominating Committee. In the event that the Nominating Committee determines it is in the best interest of the organization, each Officer shall be eligible to serve an additional one-year term.
5. The Secretary/Treasurer shall be elected by the Board of Directors at the first meeting of the year. The Secretary/Treasurer must have served at least one full term on the Board.
6. If any Officer is unwilling or unable to succeed to the next position, the Board of Directors may elect a Board member who has served at least one full term on the Board to that position.
7. Only Directors elected by the membership shall be eligible to hold the offices of President, Vice President, or Secretary/Treasurer.
8. The PCTGA may join any other trade association deemed to be in the best interest of its members, approved by the Board of Directors.

ARTICLE V – Meetings

1. An annual membership meeting of the Association shall be held at a time and place established by the Board of Directors and notice of the meeting shall be sent to the membership at least sixty days prior to such meeting. The Board has the right to determine if a meeting will be cancelled in any given year.
2. Special meetings of the Association may be called by the Board of Directors, the President, or by written request of fifteen or more members. Notice of special meetings shall be sent at least 10 days prior to the meeting and shall specify the purpose of such meetings. At least 10% of the Association membership shall constitute a quorum for any regular or special meeting of the Association.
3. Each member in good standing and present shall have one vote on all matters to be considered. No absentee or proxy votes shall be allowed.

ARTICLE VI – Elections

1. The nominating committee, chaired by the Immediate Past President or the President's assignee if the Immediate Past President is unable or unwilling to serve in this capacity, shall present nominations of one or more names for each director to be elected by the membership electronically in October each year, with the ability for write-ins to be accepted.
2. Vacancies occasioned by death, resignation, or otherwise of officers or directors shall be filled by the Board of Directors. Officers or Directors thus elected shall serve for the unexpired term of their immediate predecessors.
3. Tie votes in the election of directors in the general voting shall be resolved by a vote of the current board of directors present at the first meeting following the election. The Director so elected shall be considered to have been elected by the membership and is eligible to serve as an officer.

ARTICLE VII – Duties of Directors and Officers

1. The President shall preside at all meetings of the Association and Board of Directors and shall have general charge and supervision of the affairs of the organization, together with such other duties as may, from time to time, be delegated by the Board of Directors. The President shall be an ex-officio member of all committees.
2. The Vice-President shall assume the duties of the President in their absence, or at their request.
3. The Secretary/Treasurer shall attend all meetings of the Association, Board of Directors, and the Executive Committee, and shall make a detailed report at the annual meeting and at such other times as may be directed by the Board; oversee the annual budget process with committees and the Board of Directors; review and report the financial status of the Association to the Board of Directors on a regular basis; and perform such other duties incidental to the office as are implied in other provisions of the Bylaws and as the membership or the Board may from time to time direct.
4. The Immediate Past President shall serve as a member of the Executive Committee and will attend Board meetings, offering advice and historical perspective, when required.
5. The Board may decide to contract with an individual or company to manage the day-to-day operations of the Association. The contract shall provide a provision for an Executive Director position. That person shall be present at all meetings of the Association and Board of Directors, and shall be bonded in an amount determined by the Board of Directors by a commercial bonding company. The Executive Director need not be a member of the Association and has no vote but shall serve as a non-voting Officer on the Board of Directors. The duties of the Secretary/ Treasurer may be performed by the Executive Director as directed by the Board of Directors.

6. The Board of Directors shall be responsible for the management, control, and administration of the finances and programs of the Association.

ARTICLE VIII - Liability

The Association shall carry appropriate insurance and liability coverage for directors and officers, as well as events, to adequately protect the interests of the organization.

ARTICLE IX - Committees

All Committee Chairmen shall be appointed by the President.

1. The Association shall have the following standing committees:
 - a. An Executive Committee whose membership shall consist of the President, Vice President, Secretary/Treasurer and Immediate Past President. The Executive Committee, in case of need or emergency between meetings of the Board of Directors, shall act for the Board of Directors, and shall have such other responsibilities as may be delegated to it, from time to time, by the Board of Directors.
 - b. A Nominating Committee with the most recent Past President or the current President's assignee if the Immediate Past President is unable or unwilling to serve in this capacity, serving as Chairman. The duties of the Nominating Committee are defined in Article VI.
 - c. A Finance Committee that shall be chaired by the current Secretary/Treasurer. The duties of the Finance Committee will be to ensure the financial management of the organization by overseeing the proper filing of documents and reviewing the profit and loss statement as well as the balance sheet of the organization.
2. Committees will submit reports to the Board of Directors for review prior to Board meetings.

ARTICLE X - Amendments

Any article or section of this document may be amended, repealed, or changed by a two-thirds vote of the members present at any Membership Meeting of the Association, providing that notice of such proposed amendment, repeal, or change shall have been communicated to all members ten days prior to the date of such Meeting.

ARTICLE XI – Non-Profit Status

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I, and for charitable, educational, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(C)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No substantial part of the activities of the Association shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in, (including the publishing or distribution of statements) any

political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). or (b) by an Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

Article XII - Dissolution

In the case of dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organizations organized and operated exclusively for charitable, educational, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under the applicable Sections of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of York County, or the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

As incorporated: February 3, 1988

Amended: January 19, 1991
January 20, 1996
August 1, 1998
August 4, 2001
August 6, 2005
August 2, 2008
July 26, 2013
July 19, 2014
July 23, 2016
February 8, 2020
August 20, 2021