

MISSOURI  
CHRISTMAS  
TREE  
ASSOCIATION

CONSTITUTION AND BY-LAWS 12/2000

CONSTITUTION  
MISSOURI CHRISTMAS TREE ASSOCIATION

ARTICLE I. The name of this Association shall be "The Missouri Christmas Tree Association".

ARTICLE II. The location of the Association shall be Jefferson City, Cole County, Missouri.

ARTICLE III. The duration of the Association shall be perpetual.

ARTICLE IV. The Association is formed for the following purposes:

- To promote the interests of the Christmas tree producing industry and the forestry program in Missouri;
- To associate its members together for their mutual benefit, and to that end, engage in any activity involving or relating to the production and marketing of high quality Christmas trees and associated products;
- To engage in publicity and educational work, in cooperation with existing agencies where possible
- To encourage, promote, and assist financing, where possible, the research work by private, state, and federal agencies or educational institutions in this field.
- To cooperate with local, state, and federal agencies and law-making bodies on matters affecting the field;
- To keep its members informed concerning current developments and the results of research;

- To assist local groups in organizing Christmas tree marketing associations;
- To generally engage in an educational program to promote forestry, a scientific program to improve forestry and any other lawful purposes not inconsistent with the provisions hereof.

ARTICLE V. The Association shall be operated on a non-profit basis.

## ARTICLE VI. MEMBERSHIP.

SECTION I. CLASSES OF MEMBERS. The Association shall consist of Active, Associate, Affiliate and Life Members.

### SECTION II. QUALIFICATIONS OF MEMBERS.

- Active Member. Active members shall be persons or farms engaged in any phase of producing or marketing Christmas trees in or from Missouri.
- Associate Member. Associate members shall be those persons or firms with an interest in the Christmas tree industry and the Association who do not qualify as active members.
- Affiliate Member. Affiliate member shall be either the spouse of an Active, Associate, or Life Member, or a partner of an Active, Associate, or Life Member.
- Life Member. Life member shall be a person who has contributed outstanding service to the Association over a period of years and has been designated the title "Life Member" by the Association. Life Members shall not pay dues but shall have all the rights and privileges of the Association.

## ARTICLE VII. OFFICERS AND THEIR ELECTIONS.

SECTION I. OFFICERS. The officers of this Association shall consist of a President, a Vice-President, a Secretary and a Treasurer.

SECTION II. BOARD OF DIRECTORS. This Association shall be governed by a Board of Directors of nine members, consisting of the officers, four directors elected at large, and the immediate past president,

SECTION III. TERM OF OFFICE. Officers and directors shall be elected by the membership for terms of two years, as provided in the by-laws. No officer or director shall serve more than two successive terms in the same office, except that shall not apply to the Secretary.

## ARTICLE VIII. MEETINGS.

The affairs of the Association shall be conducted at an annual meeting. The annual meeting of the Association may be held at a date and time designated by the Board of Directors upon at least thirty (30) days written notice to all members. The Association may hold additional meetings at places and dates as designated by the Board of Directors.

## ARTICLE IX. POWERS.

The supreme power over the affairs of the Association shall always reside in the voting membership of the organization.

## ARTICLE X.

SECTION I. PROPOSED AMENDMENTS to the Constitution be offered in writing, signed by at least five members, and submitted to the Secretary at least thirty days preceding an annual meeting. They shall be published with the announcement of the next annual meeting.

SECTION II. PROPOSED AMENDMENTS be discussed and voted upon at the annual meeting next following the publication of the amendment notice. An affirmative vote of two-thirds of the members present, a quorum being present, shall be required to amend, repeal, or in any way alter the constitution. Amendments to the constitution shall become effective when approved in accordance with Chapter 352.070 Revised Statutes of Missouri.

BY-LAWS  
MISSOURI CHRISTMAS TREE ASSOCIATION  
As amended 1973, 1974, 1976, 1979, 1987, 1988, 2000

ARTICLE I. VOTING RIGHTS.

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE II. ADMISSION OF MEMBERS.

SECTION I. An applicant for admission to the Association shall submit to the Secretary a completed application form for membership, along with payment of one year's dues.

SECTION II. Any membership may be rescinded by vote of the Board of Directors according to Article V, Section 3, of the By-Laws.

ARTICLE III. ELECTION OF OFFICERS AND DIRECTORS.

SECTION I. At the first annual meeting of the Corporation in January, 1969, the members shall elect four directors, two for a term of two years, and two for a term of one year. Annually thereafter, two directors shall be elected for terms of two years.

SECTION II. Beginning with the annual meeting in January, 1975, and in odd numbered years thereafter, the members shall elect a President, a Vice-President, a Secretary and a Treasurer who shall serve terms of two years each, or until their successors shall be elected and qualified. No officers shall serve more than two successive terms in the same office, except that this shall not apply to the Secretary.

ARTICLE IV. DUTIES OF OFFICERS.

SECTION I. PRESIDENT. The President shall be the principal executive officer of the Association, and in general shall supervise all of the business affairs of the Association. He shall preside at all meetings of the members and of the Board, shall appoint such committees as he deems necessary, and shall perform other duties incident to his office.

SECTION II. VICE-PRESIDENT. In the absence of the President or his inability to act, the Vice-President shall perform all the duties of the President and, when so acting, shall have all

the powers, and be subject to all the restrictions on the President. The Vice-president shall also perform other duties as shall from time to time be assigned to him by the President. In the event the Vice-President shall be unable to serve, the Board shall appoint a President Pro Tempore.

SECTION III. SECRETARY. The Secretary shall keep a record of all meetings of the Association and of the Board in the record book of the Association. He shall see that proper notice is given of all meetings. He shall be the custodian of the records of the Association, and shall perform such other duties as shall be required by the Board or assigned by the President.

SECTION IV. TREASURER. The Treasurer shall receive all monies and deposit the same in the name of and to the credit of the Association in such depositories as may be designated by the Board of Directors. He shall pay bills when authorized by the President. He shall make reports to the annual meeting of the Association and to the meetings of the Board. The books of the Treasurer shall be open at all times to the Board and shall be audited at least once a year, as shall be directed by the Board.

#### ARTICLE V. DUTIES OF THE BOARD OF DIRECTORS.

SECTION I. The Board of Directors shall be responsible for the management, control, and administration of the finances and program of the Association and shall report to the annual meeting of the Association.

SECTION II. The Board of Directors shall manage the affairs of the Association and shall have all power to control and regulate all matters not provided for in the constitution and by-laws, or standing rules. It shall control the funds of the Association, shall have power to fill any vacancies in its number, and shall select the dates and places of all meetings.

SECTION III. The agreement of five members of the Board by vote on any matter considered at a meeting or by correspondence shall be considered an act of the Board, with the provision that all members of the Board have had an opportunity to consider and to vote on each matter.

#### ARTICLE VI. MEETINGS.

SECTION I. ANNOUNCEMENTS. An announcement of each meeting shall be mailed to each member of the Association in good standing approximately one month preceding such meeting, by the Secretary. The announcement shall contain the date, convening hour, and place of the meeting, plus any other information necessary.

SECTION II. QUORUM. Thirty members at any meeting shall constitute a quorum, or 25 percent of the Active members. Whichever being smaller.

SECTION III. PARLIAMENTARY LAW. The latest edition of ROBERT'S RULES OF ORDER shall be followed in all meetings of the Association on point of procedure that are not specifically covered by the constitution or by-laws.

## ARTICLE VII. NOMINATIONS FOR OFFICE.

SECTION I. NOMINATION COMMITTEE. At least thirty days before the annual meeting, the President shall appoint a nominating committee consisting of three members who are not members of the Board. The nominating committee shall prepare for submission at the annual meeting a list of names of one or more candidates for each office to be voted upon at that meeting.

SECTION II. ADDITIONAL NOMINATIONS for any of the offices may be submitted from the floor. Nominations need not be seconded.

## ARTICLE VIII. METHOD OF VOTING AND ELECTION.

SECTION I. METHOD OF VOTING. Voting shall be by ballot. The President shall appoint two tellers, whose duty shall be to collect, tally, and report to the President the number of votes for each candidate.

SECTION II. METHOD OF ELECTION. The President declare elected the person who received the highest number of votes cast for the office for which he was a candidate. Newly elected officers shall assume their duties at the close of the current annual meeting.

The retiring Treasurer shall be considered relieved of his duties after his books and records have been audited and approved for transfer to the newly elected Treasurer by the Board.

## ARTICLE IX. CHECKS, DEPOSITS, FUNDS AND GIFTS.

SECTION I CHECKS, DRAFTS AND ORDERS OF PAYMENT. All checks, drafts, and other orders of payment for money or evidences of indebtedness issued in the name of the Association shall be signed by the Treasurer, or by such other persons as shall from time to time be designated by the Board.

SECTION II. DEPOSITS. All funds of the Association shall be deposited promptly to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

SECTION III. GIFTS. The Board may accept, on behalf of the Association any gift, bequest, or other device for the purposes of the Association.

## ARTICLE X. BOOKS AND RECORDS.

The Association shall keep correct and accurate books and records of accounts, shall keep minutes of the proceedings of its meetings and of committees appointed by the President, and shall keep a record of the names and addresses and types of membership of its members. The accounts of the Association shall be audited by a committee of three members appointed by the

President at the annual meeting. All books and records of the Association may be inspected by any member, for any member, for any purpose, at any reasonable time.

#### ARTICLE XI. FISCAL YEAR.

The fiscal year of the Association shall begin on the first day of January in each year, and end on the last day of December in the same year.

#### ARTICLE XII. WAIVER OF NOTICE.

Whenever any notice is required to be given under the provisions of the constitution, the by-laws, or the standing rules of the Association, a waiver of notice in writing, signed by the person entitled to such notice, shall be considered equivalent to the giving of such notice.

#### ARTICLE XIII. AMENDMENTS TO THE BY-LAWS.

SECTION I. Proposed amendments to the by-laws shall be offered in writing, signed by at least five members, and submitted to the Secretary at least thirty days preceding the annual meeting. They shall be published with the announcement of the next annual meeting.

SECTION II. Proposed amendments shall be discussed and voted upon at the annual meeting next following the publication notice. An affirmative vote of two thirds of the members present, a quorum being present, shall be required to amend, repeal, or in any way alter the by-laws. Amendments shall, unless they themselves provide otherwise, be effective immediately upon their adoption.

#### ARTICLE XIV. ANNUAL DUES.

SECTION I. The Annual dues payable January 1 of each year shall be \$40 for Active and Associate Members. Affiliate members may pay \$25 each year for voting and office holding privileges only, or \$40 and receive all the benefits afforded other membership classes, including mailing and publications of the Association.

SECTION II. Dues shall be payable January 1 for the calendar year. New members joining the Association on or after November 1 shall be paid for the current year plus the following year.

SECTION III. Any member whose dues are unpaid after February 15 shall not receive the notices or other printed matter of the Association, and the membership shall be canceled.