

**BY-LAWS
OF THE
CONNECTICUT TREE PROTECTIVE ASSOCIATION, INCORPORATED
(as amended January 15, 2009)**

ARTICLE I – Membership

SECTION 1. The membership shall consist of:

SECTION 1-1. – ACTIVE MEMBERS shall be persons or representatives of firms engaged in arboriculture, landscape forestry, landscape gardening or shall be persons engaged in research; arboriculture education; or related educational activities; tree wardens; employees or other persons of non-commercial activity who are interested in or concerned with the planting or protection of trees.

SECTION 1-2. – ALLIED MEMBERS shall be producers or suppliers of equipment, materials and supplies for the forgoing and allied members.

SECTION 1-3. – HONORARY MEMBERS shall be persons elected to such membership by the Board of Directors in recognition of outstanding contributions to the Association.

SECTION 2. – ACTIVE MEMBERS in good standing shall be voting members.

SECTION 3. – APPLICATIONS FOR MEMBERSHIP shall be made in writing. Payment of one year's dues shall accompany application and these shall be presented to the Board of Directors for approval at its next meeting and a majority vote of Board members shall be necessary for election to membership.

ARTICLE II – Duties of Officers and Directors

In addition to duties prescribed by law;

SECTION 1. – The President shall preside at all meetings of the Association, and shall serve as Chairman of the Board of Directors. The President shall appoint, with the approval of the Board of Directors, all special committees and shall be member ex-officio of all committees. The President shall convene the Board of Directors whenever, in the opinion of the President, the affairs of the Association demand a meeting. The President, in cooperation with the Board of Directors, shall determine what matters may come before the annual meeting.

SECTION 2. – The Vice-President shall assist the President, and in the event of the latter's absence, shall have all Presidential powers to perform regular activities.

SECTION 3. - The Secretary-Treasurer shall assist the Vice-President, and in the event of the latter's absence, shall have all Vice-Presidential powers to perform regular activities.

The Secretary-Treasurer shall render a detailed written report covering the fiscal year at each annual meeting.

SECTION 4. – The Board of Directors shall administer the business of the Association between annual meetings. The Board shall control the authority of the Executive Secretary and all committees in the discharge of duties as herein provided. The Board shall have the power to elect and name successors to any Officer or Director positions that may be vacated. The Board shall control the property of the Association. Five members of the Board shall constitute a quorum at any meeting thereof. Each new Director shall serve as a Chair or a Co-Chair of a committee by the Summer Meeting of his or her second term.

SECTION 5. – When circumstances require, the Board of Directors may consider motions outside of regular Board meetings and vote on such motions by electronic means. Such voting shall be conducted as set forth in a Board of Directors policy on electronic voting. Any vote taken using such policy has the same effect as a vote taken at a normally convened Board of Directors meeting.

SECTION 6. – A Director Emeritus can be appointed with the approval of the Board of Directors. Any person so appointed is entitled to attend any meeting of the Board of Directors and to speak at such meetings, but is not accorded voting rights.

ARTICLE III – Election of Officers

SECTION 1. – All officers and candidates for the Board of Directors shall be elected by a vote of the members at the annual meeting.

SECTION 2. – At least one month prior to each annual meeting, the Chair of the Nominating Committee shall submit a slate of candidates for election at said meeting to replace officers and directors whose term of office shall expire; and the proposed slate of officers for the ensuing year shall be mailed by the Executive Secretary to each member along with the notice of the annual meeting. Additional nominations may be made at the annual meeting by active members. At least one new member shall be added to the Board every two years.

ARTICLE IV – Meetings

SECTION 1. – The annual meeting of the Association shall be held within the first month of each new calendar year at such time and place as the Board of Directors shall decide. Additional meetings may be called by the President upon the written request of 10% of the active members. Notice of all meetings shall be sent to each member at least one week in advance of any scheduled meeting.

SECTION 2. – A quorum at the annual meeting and at any additional meetings shall consist of 10% of the total number of active members in good standing at the time of the meeting.

ARTICLE V – Rules of Order

SECTION 1. – The meetings of the Association, the Board of Directors and all committees shall be conducted according to the latest revised edition of Robert’s Rules of Order when not inconsistent with the Articles of Association and the By-Laws. The Executive Secretary shall have a copy of the latest revised edition of Robert’s Rules of Order available at each meeting.

SECTION 2. – The order of business at the annual meeting shall be as follows:

1. Reading the minutes of the previous annual meeting.
2. Reports of officers.
3. Reports of special committees.
4. Special orders.
5. Unfinished business and general orders.
6. New business.
7. Adjournment.

SECTION 3. – The prescribed order of business may be suspended at any meeting by a two-thirds vote of members providing a quorum is present, but such suspension shall be for no longer than during the meeting at which suspension is ordered.

ARTICLE VI – Fiscal Year

SECTION 1. – The fiscal year of the Association shall be from October 1 through September 30.

ARTICLE VII – Committees

SECTION 1. – Special committees may be created by the President.

SECTION 2. – A qualified accountant shall be appointed by the President with the approval of the Board of Directors prior to the annual meeting. The accountant’s duty shall be to study and inspect all Association books, records, bank deposits, investments and property in the custody of the Executive Secretary, and to provide a detailed report on conditions of said records, to be available at the annual meeting.

ARTICLE VIII – Salaries and Expenses

SECTION 1. – The Executive Secretary and assistant shall receive monthly compensation in an amount deemed appropriate by the Board of Directors for fulfillment of services prescribed by the Articles of Association and the By-Laws.

SECTION 2. – Expenses incurred by the Board of Directors at special meetings shall be paid from Association funds.

ARTICLE IX – Dues

SECTION 1. – The annual dues for ACTIVE AND ALLIED members shall be amounts deemed appropriate by the Board of Directors subject to approval by the membership each year at the annual meeting.

SECTION 2. – Honorary Members shall not be required to pay dues.

SECTION 3. – Dues may be waived temporarily for reasons of sickness, hardship or outstanding service by a majority vote of the Board of Directors.

SECTION 4. – Non-payment of dues within a two year period after due date without acceptable explanation shall be sufficient reason for suspension.

ARTICLE X – Dissolution of Corporation

SECTION 1. – Upon the dissolution of the corporation, all of the assets of the corporation shall be distributed exclusively for the purposes of the corporation to an organization or organizations organized and operated exclusively for charitable purposes as shall qualify for exemption under Section 501(c)(3) of the Internal Revenue Code. No part of the new earnings of the corporation shall inure to the benefit of to be distributed to its members or any private individuals. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not engage in political activities. The organization shall not carry out any activities not permitted to be carried on under Section 501(c)(3).

ARTICLE XI – Amendments

SECTION 1. – These By-Laws may be altered, amended or repealed and new By-Laws added at any regular or special meeting by a majority of active members present and voting, providing that a quorum is present, and that such alteration, amendment, repeal or adoption of new By-Laws has first been presented to the Board of Directors for consideration, and that written notice with proposed changes or proposed amendments shall have been given in the call of the meeting, except as otherwise provided by statutory law.

ARTICLE XII – Removal of Board Member or Officer

SECTION 1. – A Board Member may be removed from the Board by: a) two-thirds vote of other Board Members; or, b) by a petition signed by 5% of the membership and two-thirds vote by the membership. An Officer so removed is not required to leave the Board unless that is stipulated in the vote.

SECTION 2. – A Board Member or Officer may resign at any time, provided such Board Member or Officer submits a letter to that effect to the Board.