

**BYLAWS OF THE
CHRISTMAS TREE PROMOTION BOARD**

Approved 6/9/2015

ARTICLE I

Name

Section 1. This board is established pursuant to the authority of the Christmas Tree Promotion, Research and Information Order [7 CFR Part 1214] and shall be designated as the Christmas Tree Promotion Board, hereinafter referred to as the “Board.” The Board is authorized by the Commodity Promotion, Research, and Information Act of 1996 (the “Act”) [7 U.S.C. 7411-7425].

ARTICLE II

Purpose, Powers and Duties

Section 1. The purpose of the Board and these Bylaws shall be to implement the provisions of the Christmas Tree Promotion, Research and Information Order, hereinafter referred to as the “Order,” and to carry out a coordinated program of promotion, research, consumer information and industry information for cut Christmas trees, and to establish a fair and orderly procedure to assess and collect adequate funds to sufficiently fulfill the provisions of this program.

Section 2. The powers and duties of the Board are herein adopted as described in the Order [7 CFR Part 1214.46]. These Bylaws shall not take precedence to federal statutes (including the Act), the Order, and the USDA, governing powers and duties of the Board.

ARTICLE III

Principal Place of Business

Section 1. The principal place of business of the Board shall be at its office located in Centennial, Colorado. The Board is hereby granted full power and authority to change the location of the principal office and may establish such other offices, as it deems appropriate.

ARTICLE IV

Meetings

Section 1. The board shall hold regular meetings. At the first meeting of each calendar year, the Board will select a Chairperson, Vice Chairperson, Secretary and Treasurer and other officers as appropriate, who will conduct meetings throughout the period.

Section 2. Regular Meetings. All Board members will receive a minimum of 14 (fourteen) days advance notice of all Board and committee meetings. The Secretary of Agriculture shall be given the same notice as Members.

Section 3. Special Meetings of the Board may be held whenever called by The Chairperson, or Vice-Chairperson acting in the Chairperson's stead, or by joint call of a majority of the Board Members. Such notice must be delivered at least twenty-four hours before the time of such meeting as specified in the notice. Any and all business coming before the Board may be transacted at such special meetings.

Section 4. The General Order of Business, unless otherwise determined by the Chairperson shall be as follows:

- a. Roll Call
- b. Reading and approving of minutes of previous meeting(s)
- c. Reports of officers and standing (permanent) committees
- d. Reports of special committees, if necessary
- e. Old business
- f. New business
- g. Additions to agenda items
- h. Executive Session, to address personnel or legal issues, if necessary

Section 5. Attendance. If a Member of the Board consistently refuses or otherwise fails to perform the duties of a Member of the Board, or if a Member of the Board engages in acts of dishonesty or willful misconduct, the Board may recommend to the Secretary of Agriculture that the Member be removed from office.

Section 6. Quorum and Voting. It will be considered a quorum at a Board or committee meeting when at least one more than half of the Members of the Board or persons assigned to a committee are present. Unless otherwise expressly provided by these Bylaws, matters requiring approval or adoption by the Board shall be approved or adopted by a majority vote of the Members present. There shall be no voting by proxy.

Section 7. It is the responsibility of the Board through its designee to maintain minutes of all meetings and submit such records to the Secretary. Draft minutes shall be submitted to the Board for review as soon as practicable after the meeting.

ARTICLE V
Officers and Their Duties

Section 1. The Officers of the Board shall consist of a Chairperson, Vice Chairperson, Secretary and Treasurer.

Section 2. Officer elections are to be held at the first meeting of each calendar year. Officers elected by the Board shall serve one year terms, or until new officers are elected. Officers may be re-elected annually for up to four consecutive one year terms to the office previously held, but may not hold more than one office per term. If so designated by the Board, the position of Secretary/Treasurer may be combined but must be re-established each year as combined.

Section 3. The duties of the Chairperson shall be: (a) to preside at all meetings of the Board; (b) to call meetings of the Board when deemed necessary; (c) to call any meetings necessary of the Executive Committee and preside as Chairperson of such meetings; (d) to have general knowledge of the affairs of the Board, and to perform all acts and duties usually incident to and required of a presiding officer; and (e) to be an ex-officio member of all committees. The Board may designate the immediate past Chairperson to serve on the Executive Committee as a “non-voting” member.

Section 4. The duties of the Vice Chairperson shall be to preside over meetings and otherwise act in the place of the Chairperson in his/her absence, disqualification, desire, or at his/her direction.

Section 5. The duties of the Secretary shall be: (a) to keep a complete record of the proceeding at all meetings of the Board and Executive Committee meetings; (b) to attest to all papers, documents and other instruments on behalf of the Board. The Secretary may delegate such duties to the Executive Director, staff or a designee.

Section 6. The duties of the Treasurer shall be: (a) to have custody of all funds and property belonging to or under control of the Board; (b) to keep regular books of account under the direction of the Board; (c) to deposit all funds of the Board, in a bank or banks designated by the Board; (d) to collect or cause to be collected, all monies due to the Board; (e) to submit to the

Board and Secretary of Agriculture quarterly financial reports which shall include: (i) balance sheet, (ii) income statement, and (iii) comparison of expenses with the budget; (f) to work directly with the Chair, Executive Director, Members and designated others, to review transactions and prepare financial reports to aid the Board in management of the Board budget; (g) to serve as custodian of all insurance policies including any fidelity bonds covering officers, employees and agents of the Board; (h) to cause an audit to be conducted at least annually by a qualified Certified Public Accountant of the Board's financial statements. The Treasurer shall, along with the Executive Director or, in the Executive Director's absence, with the Chair or Vice-Chair, have signing authority for bank accounts and check disbursements. The Treasurer may delegate such duties, subject to Board approval, to an authorized employee(s) or agent(s) of the Board as necessary.

ARTICLE VI

Executive Committee

Section 1. The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer and Immediate Past Chairperson. In the event that the Past Chairperson is no longer a Board Member, he or she will not be allowed to vote. The Executive Committee will perform the following duties:

- a. Review income and expenditures, monitor cash flow, oversee investment of the Board's cash reserves, and oversee the development of the following year's budget.
- b. Propose periodic budget amendments consistent with actual income and expenditures as may be necessary.
- c. Approve actions concerning the day to day operation of the Board when the Board is not in session and to approve Board activities presented by various Board Committees, industry members, vendors or staff as long as the activity and/or action does not obligate funding beyond previously approved limits.
- d. Function as the policy steering committee for the Board subject to final approval by the Board.
- e. Receive and hear complaints regarding Board actions, and make recommendations for corrective action to the Board.
- f. Review personnel and legal matters affecting the Board, including lawsuits challenging the Board.

ARTICLE VII
Employees and Their Duties

Section 1. The Board, or the Executive Committee at the direction of the Board, shall hire an Executive Director, who shall also serve as the Assistant Secretary/Treasurer, and such other employees as the Board may designate. The Board may contract for management services, in which case contractor must designate one individual who shall serve as Executive Director.

Section 2. Subject to the general supervision and control of the Board, the Executive Director shall: (a) employ, supervise, and be responsible for the discharge of all Board employees, agencies, consultants, and other suppliers; (b) be responsible for all notices the Board is required to give; (c) assemble, compile, analyze, and provide all information necessary in connection with the performance of official Board duties; (d) prepare all resolutions setting forth Board actions; and (e) be responsible to the Board at all times for the proper administration of Board activities.

Section 3. The Executive Director shall ensure compliance with all provisions and requirements of the Act, Order, and these Bylaws.

Section 4. The Executive Director, serving as Assistant Secretary/Treasurer, under the general supervision of the Secretary and Treasurer, shall perform such duties as the Secretary and Treasurer may authorize and direct, including the: (a) preparation and maintenance of minutes of all meetings; (b) collection and deposit off all funds due to the Board; (c) keeping of books of account; and (d) co-signing of contracts and checks on behalf of the Board.

ARTICLE VIII
Committees

Section 1. Standing Committees.

Section 1.1. The Board shall establish Standing Committees as deemed necessary for the carrying out of the purposes and objectives of the Order. The Board Chairperson is authorized to appoint Committee Chairpersons and Vice Chairpersons. The Board Chairperson may appoint Committee Members from public or industry persons in general to serve on Standing Committees where public or industry input is deemed appropriate. All Committees must have at least two Board Members. Standing Committees should include, but not limited to, the following: (a) Promotion; (b) Research; (c) Finance; (d) Industry Relations; and (e) Governance.

Section 1.2. The Board Treasurer shall serve as Chairperson of the Finance Committee. All other Committee Chairpersons and Vice Chairpersons shall be appointed by the Board Chair and confirmed by the Board.

Section 1.3. Only Board Members may serve as Committee Chairs and Vice Chairs, and no Member shall serve as Chair or Vice Chair of more than one Standing Committee.

Section 1.4. Committees will develop program plans and proposals for their respective program areas, or any special tasks assigned by the Board, and present such plans and proposals to the Board for approval prior to implementation. Committees will execute their plans after receiving Board approval and keep the Board updated on their progress. Should a committee's plan require significant change a revised plan will be presented to the Board for approval prior to implementation.

Section 1.5. Any person appointed to a Committee who is not a Board Member, shall have all the rights, powers and duties of any other Committee Member, including voting privileges on the Committee, unless otherwise provided in these Bylaws.

Section 1.6. It will be considered a quorum at a Committee meeting when at least one more than half of those assigned to the Committee are present.

Section 2. Special Committees.

Section 2.1. From time to time, Special ad hoc Committees may be established by the Board for the investigation, study or reviews of specific matters as are deemed necessary.

Section 2.2. Special Committee purposes shall be approved by a majority vote of the Board. Special Committees shall limit their activities to the accomplishment of the purpose for which they were created and terminate upon completion of the purpose. Special Committees may be renewed annually by a vote of the Board.

Section 2.3. The Board will outline the intent and purpose of a Special Committee. The objectives and activities of any Special Committee shall be communicated to all Board Members.

Section 2.4. Any person appointed to a Special Committee who is not a Board Member, shall have all the rights, powers and duties of any other Committee Member, including voting privileges on the Committee, unless otherwise provided in these Bylaws.

Section 2.5. It will be considered a quorum at a Special Committee meeting when at least one more than half of those assigned to the Committee are present. Decisive acts of the Special Committee are subject to final Board approval and are to be presented in the form of recommendations.

ARTICLE IX Personal Liability

Section 1. No Board Member or employee shall be held personally responsible, either individually or jointly with others, in any way whatsoever, to any person for errors in judgment, mistakes, or other acts of either commission or omission of such Member or employee of the Board, except for acts of dishonesty or willful misconduct. The Board shall maintain appropriate Board and Officers liability insurance coverage.

ARTICLE X

Bonds

Section 1. Board Officers, employees, and agents who handle funds for the Board shall be placed under fidelity bonds issued by a reputable bonding company in an amount to be fixed by the Board. The premiums of such bonds shall be paid by the Board.

ARTICLE XI

Procedure and Transaction of Business

Section 1. The Board shall be governed in its deliberations and in the transaction of business by these Bylaws and the provisions of the Order and the Act. Any matter of procedure not covered by these Bylaws shall be governed by Robert's Rules of Order.

Section 2. No person who is not a Board Member or employee or representative of the Secretary of Agriculture shall be entitled to participate in the deliberations and proceedings or speak at official meetings of the Board, its Executive Committee, or its other Committees, unless authorized by the Chairperson or the Committee Chairperson.

ARTICLE XII

Powers of the Board

Section 1. Any Officer, agent, employee appointed, elected, or employed by the Board shall be subject to removal or suspension by the Board at any time. No Board Officer, Member, employee, or agent shall have the authority to obligate the Board unless such authority has been expressly delegated. All decisions, acts or performances of any such Officer, Member, employee or agent shall be subject to the continuing right of the Board to disapprove of the same, and upon disapproval by the Board, shall be deemed null and void to such extent as the Board may determine.

ARTICLE XIII

Expenses

Section 1. Board Members, committee members, or employees, when acting on authorized business, shall be reimbursed for necessary and reasonable expenses incurred by them in the performance of their duties as stated in our policy statement.

ARTICLE XIV

Amendments

Section 1. The Board may amend these Bylaws subject to approval of the Secretary of Agriculture at any Board meeting by an affirmative vote of a majority of its Members. All Board Members and the Secretary of Agriculture shall be notified at least twenty (20) calendar days in advance that an amendment will be considered.

ARTICLE XV

Adoption

Section 1. These Bylaws and any amendments thereto shall become immediately effective upon adoption by a majority vote of the Board and approval of the Secretary of Agriculture.