

BY-LAWS OF CONNECTICUT PROFESSIONAL TIMBER PRODUCERS ASSOCIATION, INC.

Article I – Name

The name of this corporation shall be Connecticut Professional Timber Producers Association, Inc. (CTPTPA, INC.)

Article II – Mission

It shall be the purpose of this corporation to promote the use of our renewable resources and to enhance the image of the Connecticut forest products profession throughout the state by the following activities:

- A. Communicate information to the membership.
- B. Institute ethical guidelines and demand a high degree of professional ethics among its members. Establish a Forest Practice Standards for the timber harvesting and forest products profession.
- C. Promote safety within the profession.
- D. Promote Best Management Practices (also known as BMP's) for the timber harvesting profession.
- E. Promote education in the fields of forestry, timber harvesting, and forest products both within the Association and outside.
- F. Promote superior utilization of forest products.
- G. Promote the use of Connecticut wood products.
- H. Publish a Connecticut Forest Profession directory and publish periodically an industry newsletter.

Article III –Membership

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The membership shall consist of all members in good standing. All members shall be voting members.

- A. Application for membership shall be made to the Board of Directors for approval.
 - 1. The Board of Directors reserves the right to deny any application for membership for any or no reason.
 - 2. Appeal Process: If an applicant is denied membership for any or no reason, they will have the right to request a written appeal of the decision. First, a written request will be received by the B.O. D. at which time they will select an appeals committee to determine the final decision. The committee will consist of at least one BOD member, along with 4 other members of CTPTPA, Inc. One of the five members of the appeals committee can be of the applicant's choosing from the member pool.

The appeals committee will have three weeks to obtain written documentation, recommendations, etc. from both pro and con opinions. At the end of these three weeks, they will not accept any further input from either side. The committee will then have two weeks to review all information collected and submit their final opinion to the Board of Directors who will take the committee's opinion under advisement and hand down their final decision on the applicant's status.

If an applicant is denied membership into CTPTPA, Inc., they can not reapply for membership within the following 6 months from the final appeal decision. Following the appeal process, the decision of The Board of Directors is final, and the appeals process has been exhausted.

Article IV – Government

Executive Officers: There shall be a Board of Directors composed of 15 members and 3 alternates elected from the membership at their annual meeting. There shall be at least one owner or representative from the timber harvesting industry, at least one representative of the sawmill industry, and at least one Forester. The Board of Directors shall include no more than two (2) non-Connecticut residents

Members of the Board will be proposed for election at the last meeting preceding the annual meeting and voted on at the annual meeting.

- A. For the initial elections, five (5) Directors will be elected for a term of three (3) years. Five (5) Directors will be elected for a term of two (2) years. Five (5) Directors will be elected for a term of one (1) year. After this initial Board of Directors is elected, subsequent elections of Board of Director positions will be for a term of three (3) years.
 1. Officers:
 - a. President and Vice President – shall be elected from the Board of Directors by the voting membership at the annual meeting.
 - b. Secretary and Treasurer – may be elected from the Board of Directors or from the voting membership at the annual meeting.
 - c. The Executive Committee shall consist of the President, Vice President, Treasure and Secretary.
- B. Vacancies: The Board of Directors will appoint a person from the voting membership to fill the vacancies until the next annual meeting.
- C. Management: The affairs of the corporation shall be managed by the Board of Directors.
- D. Committees: The President shall appoint the chairman of committees as he/she may deem necessary and shall be exoficio member of any such committees. 2

E. Duties and responsibilities of Officers:

1. President:

- a. Preside at all meetings of the Association
- b. Inform Directors and membership regarding the activities and progress of the Association
- c. Guide Board in making sure the interests of the general membership are served in terms of programs, activities and relations with other organizations
- d. Execute agreements and legal instruments together with any other officer of the Association.
- e. Request reports from officers, committee chairs or directors as required
- f. Ensure that long term plans are established and monitors progress
- g. Appoints chairpersons to committees as he/she deems necessary and shall be exoficio member of any such committees

2. Vice President

- a. Assistant to the President as needed. Preside over meetings, execute responsibilities of President when absent or unable to serve.

3. Treasurer

- a. Collect, record and deposit checks for membership
- b. Keep complete and accurate accounts of Association finances, showing ALL receipts, disbursements, balances and location of bank accounts
- c. Provide complete and accurate monthly financial statements to Board including recipients of all disbursements of Association funds and the amounts thereof.

- d. Writes all checks for their full amount under the direction of the Board
- e. Maintains complete and accurate accounting of Association finances readily available for view by any member in good standing, given five business days notice

4. Secretary

- a. Take minutes at all duly called meetings of the Association, and Executive Committee, accurately depicting all motions, votes and actions taken at meetings. Minutes to include reminder of next Board meeting date. Distribute them to Board members at least ten days prior to next Board meeting
- b. Maintain current list of membership, including date of membership and status of dues
- c. Send renewal notices to membership one month prior to expiration
- d. Send announcements of other meetings, programs and activities of the Association as necessary by request of the Board

F. Duties and responsibilities of Directors

- 1. Being thoroughly and completely prepared before making decisions
- 2. To be actively involved in deliberations during Board meetings, commenting as appropriate and making inquiries and asking questions where prudent and when such a need is indicated by the circumstances.
- 3. Making decisions deliberately, and without undue haste or pressure
- 4. Insist that the meeting minutes are accurate and reflect the actions taken by the Board, including dissenting votes and abstentions
- 5. Requesting that legal consultation is provided regarding any matter that has unclear legal ramifications
- 6. Obtaining and carefully reviewing both audited and unaudited periodic financial reports of the Association
- 7. Attending the Associations meetings and reading the Associations publications carefully to keep fully apprised of the organizations activities and policies
- 8. Reviewing from time to time the Associations Certificate of Incorporation, By-Laws and other governing documents
- 9. Avoiding completely any conflicts of interest concerning affairs of the Association and fully disclosing any conflicts involving the Association.
- 10.

G .Vacancies: The Board of Directors will appoint a person from the voting membership to fill the vacancies until the next annual meeting

H. Management: The affairs of the corporation shall be managed by the Board of Directors, and an Association Charter may be adopted to govern the policies and procedures of such affairs. The Association Charter may be amended at any duly called Board of Directors meeting by a quorum of the Board of Directors with ten days notice given before such meeting, with notice of such proposed changes.

I. Investigation of Misconduct Charges

- 1. Upon CTPTPA, Inc.'s receipt of written notice of a possible violation of the Code of Ethics, By-Laws, or Certificate of Incorporation, the officers and directors of this Association will conduct an immediate investigation of those charges.
- 2. To facilitate the investigation, a committee of three (3) members – the Ethics Committee Chairperson, and two other Board of Director members will be appointed to gather the facts. The member being investigated may choose one of two other Board Members to serve on this investigative committee with the Ethics Committee Chairperson. The investigative committee will be given three weeks to gather their information.

3. The facts of the case will be presented to a special meeting of the Association. At this meeting the voting members will vote a motion of censure or dismissal of the charges by written, secret ballot in accordance with Article IV, Section G. of these By-Laws.

4. Should a motion of censure be voted by the voting members of this association, the charged member will be so informed by letter from the President of the Association and full disclosure of the facts provided.

J. MOTION OF CENSURE

1. If a member of this Association is found to have violated the Code of Ethics, By-Laws, or Certificate of Incorporation, one of the following motions of censure must be voted by written, secret ballot by the members of the Association.

a. Motion No. 1 – Revocation of Membership in this Association for an indefinite period.

b. Motion No. 2 – Revocation of Membership in this Association for a definite period (6 months, 12 months, etc.).

c. Motion No. 3 – Having been found in violation of the Code of Ethics, By-Laws, or Certificate of Incorporation, _____ is hereby censured for his (her) actions.

2. A motion of censure must be voted in the affirmative by at least a quorum of the Board of Directors.

3. If a member is censured or removed, the member's dues are forfeited.

Article V – Meetings

1. Annual Meeting: It shall be held in the month of March Annually.

2. Notice of meetings: must be sent to voting members at least ten (10) days prior to meeting date.

3. The Board of Directors shall meet quarterly and at such other times as the President may deem necessary.

4. A quorum at a duly called meeting shall be the majority of those present. A quorum at a Board of Directors meeting shall be 8.

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Article VI – Amendments

Articles may be amended, repealed or altered at any meeting of the voting members of the corporation by a two-thirds vote of the members present provided at least ten (10) days notice be given all members prior to such meeting.

Approved : March 28, 2007

Approved with amendments March 14, 2009