



## **Article 1: Name, Purpose, and Mission**

Section 1.1 Name: The name of the corporation shall be Certified Trading Card Association, Inc. (hereinafter referred to as 'CTCA').

Section 1.2 Purpose: CTCA is organized exclusively as a nonprofit trade association under Section 501(c)(6) of the Internal Revenue Code.

Section 1.3 Mission: The mission of CTCA is to promote integrity, transparency, and professionalism in the trading card industry through standards, certification, advocacy, and education.

## **Article 2: Offices and Registered Agent**

Section 2.1 Principal Office: The principal office of CTCA shall be located in the State of Missouri, or at such other place as the Board of Directors may determine.

Section 2.2 Registered Agent: CTCA shall maintain a registered agent in the State of incorporation as required by law.

## **Article 3: Membership**

Section 3.1 Eligibility: Membership is open to individuals and entities engaged in the trading card industry, including but not limited to retailers, breakers, graders, marketplaces, and service providers.

Section 3.2 Classes of Membership: The Board may establish multiple classes of membership with varying rights and privileges.

Section 3.3 Rights and Obligations: Members shall have the right to vote, receive benefits, and participate in CTCA activities, subject to compliance with CTCA standards and payment of dues.

Section 3.4 Dues: Annual dues shall be established by the Board of Directors and may vary by membership class.

Section 3.5 Termination: Membership may be terminated for nonpayment of dues, violation of CTCA standards, or conduct detrimental to the organization, following due process.



## **Article 4: Meetings of Members**

Section 4.1 Annual Meeting: An annual meeting of the members shall be held at a time and place designated by the Board for the purpose of electing directors and transacting other business.

Section 4.2 Special Meetings: Special meetings may be called by the Chair, a majority of the Board, or by petition of at least 10% of the membership.

Section 4.3 Notice: Written notice stating the place, date, and time of any meeting shall be delivered not less than 10 nor more than 60 days before the meeting.

Section 4.4 Quorum: A quorum shall consist of 10% of the voting members present in person or by proxy.

Section 4.5 Voting: Each voting member shall be entitled to one vote. Voting may be conducted in person, by mail, or electronically.

Section 4.6 Proxies: Members may vote by proxy as authorized by the Board.

## **Article 5: Board of Directors**

Section 5.1 Powers and Duties: The Board shall manage the affairs of CTCA and may exercise all corporate powers not reserved to the members.

Section 5.2 Composition: The Board shall consist of no fewer than five (5) and no more than fifteen (15) directors, including officers.

Section 5.3 Election and Term: Directors shall be elected by the members for two-year staggered terms. Directors may serve up to three consecutive terms.

Section 5.4 Vacancies: Vacancies may be filled by majority vote of the remaining directors until the next election.

Section 5.5 Removal: A director may be removed by a two-thirds vote of the Board or by majority vote of the members for cause.

## **Article 6: Officers**

Section 6.1 Officers: The officers of CTCA shall include a Chair, Vice Chair, Secretary, Treasurer, and such other officers as the Board may determine.

Section 6.2 Election and Term: Officers shall be elected annually by the Board and serve one-year terms. Officers may serve up to three consecutive terms in the same office.



Section 6.3 Duties: The Chair shall preside at meetings; the Vice Chair shall assist and act in the Chair's absence; the Secretary shall maintain records; the Treasurer shall oversee financial matters.

Section 6.4 Removal: Officers may be removed by a majority vote of the Board for cause.

## **Article 7: Committees**

Section 7.1 Standing Committees: The Board shall establish standing committees including but not limited to Standards & Certification, Ethics & Compliance, Advocacy & Public Policy, and Membership & Engagement.

Section 7.2 Special Committees: The Board may establish special committees for specific purposes.

Section 7.3 Authority: Committees shall have such authority as delegated by the Board, except as limited by law or these Bylaws.

Section 7.4 Committee Membership: Committee members shall be appointed by the Board and may include non-directors.

## **Article 8: Advisory Council**

Section 8.1 Role: The Advisory Council shall provide non-binding strategic advice and industry insight to the Board.

Section 8.2 Appointment: Council members shall be appointed by the Board based on expertise, reputation, and alignment with CTCA's mission.

Section 8.3 Removal: Council members may be removed by majority vote of the Board.

## **Article 9: Standards & Certification Authority**

Section 9.1 Authority: CTCA shall have the authority to develop, publish, and enforce industry standards and certification programs.

Section 9.2 Certified Programs: CTCA may establish certification programs for breakers, retailers, and other industry participants.

Section 9.3 Review and Revision: Standards shall be reviewed annually and updated as necessary by the Standards & Certification Committee.



## **Article 10: Enforcement & Disciplinary Procedures**

Section 10.1 Complaints: Any person may submit a complaint regarding a member's conduct or compliance with CTCA standards.

Section 10.2 Investigation: The Ethics & Compliance Committee shall investigate complaints and recommend actions.

Section 10.3 Disciplinary Actions: Actions may include warnings, suspension, revocation of membership, or public notice.

Section 10.4 Appeals: Members may appeal disciplinary decisions to the Board within 30 days.

## **Article 11: Financial Administration**

Section 11.1 Fiscal Year: The fiscal year of CTCA shall be January 1 through December 31.

Section 11.2 Budget: The Board shall adopt an annual budget prior to the start of each fiscal year.

Section 11.3 Audits: The financial records of CTCA shall be reviewed or audited annually by an independent accountant.

Section 11.4 Spending Authority: The Board shall establish policies for expenditure approvals and financial controls.

## **Article 12: Conflict of Interest Policy**

Section 12.1 Disclosure: All directors, officers, and committee members shall annually disclose any potential conflicts of interest.

Section 12.2 Recusal: Individuals with a conflict shall recuse themselves from related discussions and votes.

Section 12.3 Enforcement: Violations of this policy may result in disciplinary action, including removal.

## **Article 13: Indemnification**

Section 13.1 Indemnification: To the fullest extent permitted by law, CTCA shall indemnify its directors, officers, employees, and agents against expenses and liabilities incurred in connection with their service to the organization.



Section 13.2 Insurance: CTCA may purchase insurance to cover such indemnification obligations.

#### **Article 14: Amendments to Bylaws**

Section 14.1 Amendments: These Bylaws may be amended by a two-thirds vote of the Board, subject to ratification by a majority of the voting members present at a duly called meeting.

#### **Article 15: Dissolution**

Section 15.1 Dissolution: Upon dissolution of CTCA, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or to a government entity for a public purpose.