

Bylaws of Certified Trading Card Association, Inc. (CTCA)

Article I: Name and Purpose

Section 1. Name

The name of this organization shall be the Certified Trading Card Association, Inc. ("CTCA").

Section 2. Purpose

The CTCA is a nonprofit trade association dedicated to uniting, representing, and advancing the interests of the trading card industry, including but not limited to dealers, manufacturers, graders, and affiliated businesses.

Article II: Membership

Section 1. Eligibility

Membership is open to any individual, company, or organization engaged in or affiliated with the trading card industry, subject to approval by the Board of Directors.

Section 2. Membership Classes

The Association shall have the following classes of membership:

- Dealer Members
- Manufacturer Members

- Grader Members
- Affiliate Members
- Associate Members (e.g., collectors, enthusiasts)

Section 3. Rights and Responsibilities

Members in good standing may vote, hold office (where eligible), and participate in association activities. Members must comply with the Association's Code of Ethics and pay dues as determined by the Board.

Section 4. Termination of Membership

Membership may be terminated for non-payment of dues, violation of the Code of Ethics, or conduct detrimental to the Association, as determined by the Board.

Article III: Meetings

Section 1. Annual Meeting

An annual meeting of the membership shall be held at a time and place determined by the Board for the purpose of electing directors, receiving reports, and conducting other business.

Section 2. Special Meetings

Special meetings may be called by the Board of Directors or upon written request of at least 10% of the voting members.

Section 3. Notice

Notice of meetings shall be given to all members at least 14 days in advance.

Section 4. Quorum

A quorum for membership meetings shall consist of 10% of voting members present in person or by proxy.

Article IV: Board of Directors

Section 1. Authority

The Board of Directors ("Board") is the governing body of the Association and is responsible for overall policy and direction.

Section 2. Composition

The Board shall consist of no fewer than five (5) and no more than fifteen (15) directors, elected by the membership.

Section 3. Term

Directors shall serve two-year terms and may be re-elected.

Section 4. Meetings

The Board shall meet at least quarterly. Special meetings may be called by the President or any three directors.

Section 5. Quorum

A majority of the Board constitutes a quorum.

Section 6. Removal and Vacancies

A director may be removed for cause by a two-thirds vote of the Board. Vacancies may be filled by appointment by the Board until the next election.

Article V: Officers

Section 1. Officers

The officers of the Association shall be President, Vice President, Secretary, and Treasurer, elected by the Board from among its members.

Section 2. Duties

- President: Chief executive officer; presides at meetings; represents the Association.
- Vice President: Assists the President; acts in the President's absence.
- Secretary: Maintains records and meeting minutes.
- Treasurer: Oversees finances and prepares financial reports.

Section 3. Term

Officers serve one-year terms and may be re-elected.

Article VI: Committees

Section 1. Standing and Special Committees

The Board may establish committees as needed (e.g., Membership, Ethics, Events, Standards).

Section 2. Committee Chairs

Chairs are appointed by the President with Board approval.

Article VII: Dues and Finances

Section 1. Dues

Membership dues shall be set by the Board and reviewed annually.

Section 2. Fiscal Year

The fiscal year of the Association shall be January 1 to December 31.

Section 3. Financial Oversight

The Treasurer shall provide a financial report at each Board meeting and an annual report to the membership.

Article VIII: Code of Ethics

Section 1. Adoption

The Association shall adopt and enforce a Code of Ethics governing member conduct.

Section 2. Enforcement

Violations may result in suspension or termination of membership, as determined by the Board.

Article IX: Amendments

Section 1. Amendments

These bylaws may be amended by a two-thirds vote of voting members present at any duly called meeting, provided notice of the proposed amendment is given at least 14 days in advance.

Article X: Dissolution

Section 1. Dissolution

Upon dissolution, 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 successor organization serving the trading card industry.

Adopted on [Date]