

BY-LAWS OF THE

FLORIDA STATE FLORISTS' ASSOCIATION, INC.

A 501(c)6 Not-for-Profit Corporation

AS AMENDED AND RESTATED IN ITS ENTIRETY ON JULY 24, 2022

ARTICLE I. NAME AND OFFICE OF CORPORATION

Section 1. NAME

The name of the corporation shall be the Florida State Florist's Association, Inc. and FSFA shall be the official abbreviation of the corporation. Florida State Florist's Association has adopted and shall use the name FSFA International for official use.

Section 2. OFFICE

FSFA shall continuously maintain an office in the State of Florida as required under Florida Statute 607.0401 and shall yearly file the required Annual Report under Florida Statute Act 617 as a not-for-profit corporation which shall indicate the current registered office and registered agent.

ARTICLE II. OBJECTIVES

Section 1. OBJECTIVES

The objectives of FSFA shall be:

- A. To cultivate goodwill, promote mutual understanding and foster solidarity of all its members;
- B. To encourage ethical standards in business and professional conduct;
- C. To encourage honest dealings within the industry;
- D. To create educational programs for FSFA members; and,
- E. To further the floral businesses within the State.

ARTICLE III. MEMBERSHIP

Section 1. ELIGIBILITY

A. Membership shall consist of individuals or business entities that are engaged professionally in the floral industry and its allied businesses.

B. ACTIVE MEMBER. An active member refers to a member whose dues are current and actively engaged in a class as described in III.2.A-D.

- i. An active member shall be entitled to only one (1) membership regardless of the number of businesses she, he or it may operate, except that those additional active memberships held by active members who operated more than one (1) business prior to the adjournment of the 1987 Annual Meeting, shall be held until terminated through the sale of the business, or the death of the member, or the voluntary cancellation of the members other memberships.
- ii. Those classes of membership described in III.2.E-F need not meet the current dues requirement described herein.

Section 2. CLASSES OF MEMBERS

A. Independent Florist Member. This class represents individuals who offers for sale to the public for profit any floral commodity such as, but not limited to, cut flowers, potted plants, floral decorations, as well as floral or gourmet gifts. This member shall be entitled to all privileges of membership in FSFA and is entitled to one (1) vote of its members.

B. Wholesale/Allied Member. This class represents individuals or entities engaged in wholesale floral supplies and/or wire services. This member shall be entitled to all privileges of membership in FSFA and is entitled to one (1) vote of its members.

C. Grower Member. This class represents those engaged in growing floral and/or horticultural products to be sold on the wholesale market. This member shall be entitled to all privileges of membership in FSFA and is entitled to one (1) vote of its members.

D. Associate Member. This class is representative of additional businesses owned and operated by an active member, those associated with the floral industry but not direct suppliers to the trade, and students of floral education not currently working for a member shop or holding an independent membership. This member shall not be entitled to hold an elective or appointed office nor does this member have a vote.

E. Honorary Member. This membership may be granted by the Board of Directors but shall not be eligible to vote nor hold an elective nor appointed office.

F. Past Presidents. This member shall become a lifetime member with active voting membership privileges.

Section 3. CREATION OF ADDITIONAL CLASSES OF MEMBERSHIP

A. The Board may, at its discretion, create additional classes of membership as it deems in the interest of FSFA and may establish the qualifications and privileges of such membership. In all instances, this membership shall have related interests to those of to the other classes of members of FSFA.

ARTICLE IV. MEETINGS

Section 1. ANNUAL MEETING

A. The annual meeting shall be held in June of each year at such time and place FSFA shall decide at its prior convention, except that the Board of Directors shall have the power of changing the date or place of the annual meeting when conditions beyond their control render it advisable. At said meeting, the officers and directors shall be elected and installed as provided in these By-laws and other business transacted as may properly come before the meeting.

Section 2. QUARTERLY MEETINGS

A. The dates and time of the quarterly meetings shall be chosen at the June annual meeting. The Board of Directors shall have the power of changing the date or place of the quarterly meeting when conditions beyond their control render it advisable. Quarterly meetings may be held via teleconferencing.

Section 3. SPECIAL MEETINGS

A. Special meetings of the membership may be requested by the President, Executive Director, a majority of the Board of Directors, or ten (10%) per cent of the voting members and called by the Secretary or Executive Director. Special meetings may not be convened unless a minimum of three (3) days written notice shall be given to the members. Written notice shall mean either US postal or electronic transmission and such notice shall contain the reason for the special meeting. No other business may be transacted other than that which is set forth in the written notice.

Section 4. PLACE OF MEETINGS

A. The Board of Directors may designate any place within the State of Florida, including teleconferencing, for quarterly or special meetings. Annual meetings shall only be held in person.

Section 5. NOTICE

- A. Notice of annual meetings shall be called by the Secretary at least thirty (30) days prior to said meeting. Written notice may be given by US postal service, published in “Sunlighting Florida Florists” or electronic transmission.
- B. Notice of quarterly meetings shall be given by the Secretary at least fifteen (15) days prior to said meeting. Written notice may be given by US postal service, published in “Sunlighting Florida Florists”, or electronic transmission.
- C. Notice of special meetings shall be given by the Secretary at least three (3) days prior to said meeting. Written notice may be given by US postal service or electronic transmission.
- D. Notice requirements are set forth under Florida Statute 617.0141.

Section 6. QUORUM

- A. Quorum for FSFA. Presence in person of thirty (30) voting members shall constitute a quorum at any meeting of the members.
- B. Quorum for Board of Directors. Presence in person of one (1) more than half of the Board of Directors shall constitute a quorum at a meeting of the Board of Directors.

Section 7. VOTING

- A. Votes must be cast in person except as provided in VII.6.iv.a- c herein. If voting during an electronic transmission, each person voting shall identify themselves by name and same shall be recorded by the Secretary.
- B. No one may vote if their dues are in arrears.
- C. Only members who have held membership for at least six (6) months may cast a vote.

Section 8. ORDER OF BUSINESS

- A. The order of business for all meetings shall be determined by the Board of Directors.
- B. Unless otherwise stated herein, the current edition of Roberts Rules of Order shall govern all deliberations.

C. The Secretary shall have an up-to-date electronic copy of Roberts Rules of Order available should questions of parliamentary procedure arise.

ARTICLE V. BOARD OF DIRECTORS

Section 1. COMPOSITION OF BOARD

- A. The business affairs of FSFA shall be conducted by the Board of Directors consisting of the President, President Elect, Vice President, Executive Director, Secretary, Treasurer and nine (9) Directors, when possible, shall include a Wholesaler Representative, a Grower Representative and an Allied Tradesperson.
- B. Being a resident of Florida is not a requirement to be a Board member.

Section 2. TERM OF OFFICE

- A. Officers. The term of office of the President, President Elect, Vice President, and Secretary shall be for one (1) year. The office of Treasurer shall have a term of two years. Any officer may be re-elected and/or appointed for a second term. No officer may serve more than two (2) consecutive terms. The officers shall be elected by the membership at the annual meeting. Each officer shall hold office until their successor qualifies, or until their death, until (s)he shall resign, or has been removed in a manner hereinafter provided.
- B. Executive Director. The term of office of the Executive Director, a position appointed by the Board of Directors, is one (1) year and may serve consecutive years until such time as the Board chooses to withdraw its appointment.
- C. Directors. The term of office for a Director shall be for two (2) years. Any Director may be elected for two (2) full terms plus any unserved portion of a term by their predecessor through appointment. Directors shall be designated as Directors 1 through Directors 9. Directors numbered 2, 4, 6, and 8 shall be elected in even number years and Directors 1, 3, 5, 7, and 9 shall be elected in odd number years in order to maintain staggered terms. The

Directors shall be elected by the membership at the annual meeting.

Section 3. REMOVAL

- A. Any member of the Board of Directors, whether elected or appointed, may be removed by the Board of Directors whenever in its judgment the best interests of FSFA would be served thereby. Removal may be accomplished by a vote of seventy-five (75%) per cent of the Board of Directors present.
- B. Any board member that has two consecutive unexcused absences from scheduled quarterly meetings, special meetings, and/or virtual meetings can be removed from the board by a simple vote. Their remaining term can be filled by appointment of the President pursuant to Article V.4.B.

Section 4. VACANCIES

- A. In the event of a vacancy in the office of the President, the President Elect shall serve as President for the remainder of the term.
- B. Any vacancy, other than the President, in the Board of Directors shall be filled through appointment by the President with the approval of the Board of Directors. The appointee shall serve the remainder of the appointed term. For additional terms see section V.2.A.

ARTICLE VI. OFFICERS

Section 1. VOTING PRIVILEGES OF OFFICERS

- A. Each officer, whether elected or appointed, shall be a voting member of the Board of Directors.

Section 2. PRESIDENT

- A. The President shall be the principal executive officer and in general, shall, supervise and control all business and affairs of FSFA. The President shall specifically:

- i. Preside over all annual, quarterly and special meetings;
- ii. Appoint standing committees and appoint its chairpersons;
- iii. Be a member of all standing committees, except the Nominating Committee;
- iv. Prepare agendas for meetings with the Executive Director;
- v. Sign, in concert with the Executive Director and the Secretary, all contracts that the Board of Directors have authorized executed;
- vi. Shall be a co-signer on all bank checks and vouchers with the Treasurer and/or Executive Director;
- vii. Shall be listed as the registered agent on the State of Florida mandated annual report and it shall be the responsibility of the President to update the annual report with the assistance of the Secretary and/or the Executive Director, annually;
- viii. Shall be reimbursed for expenses incurred in the performance of his/her duties as prescribed by the Board of Directors; and,
- ix. Shall perform all duties incidental to the office of President and shall promote FSFA in all its endeavors.

B. Remuneration for services may be recommended by any member of the Board and submitted to the Board for approval.

Section 3. PRESIDENT ELECT

A. The President Elect shall preside in the absence of the President.

B. In the event of the President's inability or refusal to act, the President Elect shall perform the duties of the President and shall have all the powers associated thereto.

C. Will hold the appointment of Chairperson of the Membership Committee and shall maintain a list of all members including all contact information as well as a list of all non-members. This list shall be in updated form and submitted at each quarterly meeting to the Board.

D. Shall be privy to those matters occupying the President's agenda in the event (s)he may be required to assume the position of President.

E. Shall perform all duties incidental to the office of President Elect and shall promote FSFA in all its endeavors.

F. Remuneration for services may be recommended by any member of the Board and submitted to the Board for approval.

Section 4. VICE PRESIDENT

A. The Vice President shall preside in the absence of the President and the President Elect.

B. In the event of the President's or the President Elect's inability or refusal to act, the Vice President shall perform the duties of the President and shall have all the powers associated thereto.

C. Shall be Chairperson of the Communications Committee and work in partner with the Executive Director to publish the Sunlighting Magazine.

D. Shall perform all duties incidental to the office of Vice President and shall promote FSFA in all its endeavors.

E. Remuneration for services may be recommended by any member of the Board and submitted to the Board for approval.

Section 5. SECRETARY

A. The Secretary shall:

- i. Keep the minutes of all meetings in digital form and available for review of any board member with reasonable notice. Copy of minutes shall be supplied to the Executive Director within three business days for historical safe keeping.

- ii. See that all notices are given in accordance with the provisions of these By-laws or as required pursuant to Florida Statutes 617.0141;
- iii. Be the custodian of all corporate records including the seal of the corporation which shall be affixed to all documents;
- iv. Be prepared to supply his/her successor with all documentation noted herein;
- v. Shall perform all duties incidental to the office of Secretary and shall promote FSFA in all its endeavors.

B. Remuneration for services may be recommended by any member of the Board and submitted to the Board for approval.

Section 6. TREASURER

A. The Treasurer shall:

- i. Receive all monies of FSFA and deposit them in such bank(s) as the Board approves.
- ii. Keep and maintain a set of books of account of FSFA.
- iii. Make available at all times books, records, vouchers and any and all financial records in his or her keeping for the inspection of the Board and Finance Committee.
- iv. Assist FSFA's tax accountant with documentation necessary for any and all tax returns.
- v. Serve as Chairperson of the Finance Committee.
- vi. Be bonded in an amount not less than Fifty Thousand (\$50,000) Dollars.
- vii. Shall perform all duties incidental to the office of Treasurer and shall promote FSFA in all its endeavors.

B. Remuneration for services may be recommended by the Finance Committee and submitted to the Board of Directors for approval.

SECTION 7. EXECUTIVE DIRECTOR

A. The Executive Director shall:

- i. Act as an administrator for FSFA.

- ii. Be empowered to purchase all necessary supplies required for the duties of the office provided that the expenditure does not exceed Five Hundred (\$500.00) Dollars. The Executive Director will secure the approval of the Board of Directors for greater amounts.
- iii. Shall be responsible to the Board of Directors and shall furnish at each Board meeting a complete written report of his or her activities and make recommendations for the future and growth of FSFA.
- iv. May not hold any office in FSFA but may hold committee appointments as designated by the President.
- v. The Letter of Agreement which shall include the salary and expenditures of this position shall be reviewed, approved or amended annually by the Board of Directors.
- vi. Be bonded in an amount not less than Fifty Thousand (\$50,000) Dollars.
- vii. Have the authority to sign contracts on behalf of FSFA with the approval of the Board of Directors. In the event the Executive Director receives said approval, only the additional signature of the President shall be required.
- viii. Shall oversee the convention functions, to wit:
 - a. Scholarships
 - b. Plaques and trophies
 - c. Arranging for the seating at the Presidential Banquets
 - d. Keep record of the dignitaries
 - e. Submit receipts to the Treasurer for expense items
- ix. Shall act as Sunlighting Editor, to wit:
 - a. Publish the FSFA publication
 - b. Maintain a file of all current advertising contracts and invoice said contracts thirty (30) days prior to renewal.
 - c. Liaison with the Sunlighting Committee Chairperson and committee.

- d. The Letter of Agreement which shall include the salary and expenditures of this position shall be reviewed, approved or amended annually by the Board of Directors.

SECTION 8. DIRECTORS

- A. Directors must be knowledgeable of all FSFA programs and shall perform all duties incidental to the office of Director and promote FSFA in all its endeavors.

ARTICLE VII. COMMITTEES

SECTION 1. GENERAL

- A. Except as otherwise provided herein, the President shall annually appoint all standing, special or subcommittee members as may be required and subject to the approval of the Board any additional committees as may be deemed necessary. Except as otherwise provided herein, the President shall designate the Chairperson of each committee. The President shall appoint all committee members within 30 days of appointing the Committee Chairperson.

SECTION 2. EXECUTIVE COMMITTEE

- A. The President, President Elect, Vice President, Executive Director, Secretary and Treasurer shall constitute the Executive Committee. This Committee will function between meetings of the Board with such duties required to continue the ongoing endeavors of FSFA.

SECTION 3. MEMBERSHIP COMMITTEE

- A. The Chairperson of the Membership Committee shall be the President Elect.

- B. The Membership Committee shall consist of the Vice President Elect, Vice President and three directors.

SECTION 4. FINANCE COMMITTEE

- A. The Treasurer shall be the Chairperson of the Finance Committee and the Executive director the co-chair.
- B. Two (2) members of the Board of Directors shall be appointed by the President to serve on the Finance Committee.
- C. The Committee shall report at each quarterly meeting on the state of the budget.
- D. The Committee shall be responsible to submit a budget proposal for the following year to the Board of Directors for revision or adoption. This proposal shall be submitted at the quarterly meeting preceding the annual Board of Directors meeting.

SECTION 5. ELECTION/NOMINATIONS/LEGISLATIVE COMMITTEE

A. The ENL Committee shall consist of the President, Executive Director, Past President and one (1) active member. The members shall be appointed by the President within 30 days of the annual meeting. Each person on this committee shall be a voting member in good standing.

B. Nominations shall be prepared by the ENL Committee and presented to the board of directors at the spring quarterly meeting. The slate of officers and directors shall be presented for election at the annual business session during convention. The Committee shall follow the following criteria when selecting candidates:

- i. All candidates for the office of President, President Elect, Vice President, Secretary and Treasurer must have served at least one (1) year on the Board of Directors or, in the case of the Vice President, Secretary and Treasurer, one (1) year in the corresponding office of a regional or local floral association in the state of Florida.

ii. Upon the presentation of the report, the President shall open nominations to the floor and any and all such nominations shall be added to the ballot.

- iii. Election of officers shall be by printed ballot or show of hands.
- iv. If a member voter, as described under Article III herein, is unable to attend the convention at the time of election, a proxy vote may be submitted at least two weeks prior to the election.
- v. If all information is not correct in the judgment of the ENL Committee, a ballot will be refused.
- vi. The refused authorization and reason for refusal will be reported by the ENL Committee in addition to the results of the election.
- vii. Membership is not transferable, therefore, in the event a member business changes ownership or ceases to be an active business, the membership is terminated and dues and voting privileges are forfeited.
- viii. The report of the ENL Committee is final.
- ix. Tallying of votes cast at the annual convention for the election of all open positions shall be held immediately following the annual meeting and simple majority of all votes cast shall be necessary to be elected.
- x. Votes shall be tallied, and the results determined for all positions with more than one candidate and reported to the members during the annual convention.
- xi. The ENL Committee is responsible to keep abreast of industry issues, especially in relation to laws and possible legislation, and report to the Board at requested intervals.

SECTION 6. EDUCATION COMMITTEE

A. This Committee shall consist of the Chairperson and at least three (3) members appointed by the President within 30 days of the annual meeting. The Committee is responsible for choosing, administrating programs, and the presentation of such programs to floral associations with Board approval.

SECTION 7. SCHOLARSHIP COMMITTEE

- A. This Committee shall consist of the Chairperson and at least two (2) members appointed by the President. The Committee is responsible for obtaining funds for scholarships, advertising for applicants, reviewing applications, and deciding on the type and number of scholarships to be awarded at the annual convention.
- B. This Committee shall work with the Treasurer to manage the funds set up for each scholarship and what is available to award for each on an annual basis.
- C. This Committee shall coordinate the mentorship program with rotation of the mentors, control cost of each award and the proper submission by each awardee for proper accounting purposes.

SECTION 8. SUNLIGHTING FLORIDA FLORISTS COMMITTEE

- A. The chairperson of this committee shall be the Executive Director/Senior Editor. Where an Executive Director position is held by another person, the Sunlighting Editor will work in tandem with the Executive Director.
- B. This committee shall consist of the Chairperson, Three (3) members appointed by the President to include the Vice President.
- C. The official publication shall be called "Sunlighting Florida Florist" and shall be published under the direction of this committee.

SECTION 9. CONVENTION COMMITTEE

- A. This Committee shall consist of the Chairperson, the Executive Director, the President Elect and at least one (1) member appointed by the President. The committee is responsible for reviewing and implementing the guidelines as applicable to the convention functions.
- B. The Chairperson should be the convention chair where applicable. This person shall work in tandem with the Executive Director on all contracts as outlined in section 7.A.vii.
- C. This committee shall present a recap to the board within thirty days after annual convention and an outlined budget for the following annual convention.

SECTION 10. BY-LAWS COMMITTEE

A. This Committee shall consist of the President, Executive Director and one (1) member appointed by the President.

B. This Committee shall keep the By-laws current and timely and to bring any suggestions for revision to the attention of the Board of Directors for action by the members.

SECTION 11. COMPETITION COMMITTEE

A. This Committee shall consist of the Chairperson and at least two (2) members appointed by the President.

B. The Committee's responsibilities include:

- i. Review the contest, to include any virtual contest, and rules each year at the autumn Board meeting and set rules for the following year;
- ii. Coordinate with the convention chairperson for upcoming convention by January and set rules, themes, times and places for the contest;
- iii. Furnish information to Executive Director "for publication in Sunlighting and posting on website;
- iv. Oversee and run the contest;
- v. Select and inform judges of judging criteria;
- vi. Oversee tallying, announcing winners and presenting awards with the President.

ARTICLE VIII. AUDIT

A. A certified audit of the books of account of FSFA, including all accounts whether general, special, reserve, or otherwise, shall be conducted every two years by a disinterested CPA, selected by the Board. This audit shall be prepared in advance of the annual meeting and presented to all members at the annual meeting.

ARTICLE IX. FISCAL YEAR

SECTION 1. TREASURER BOOKS

A. Treasurer's books for the year are to be closed at the end of his or her term of office, within thirty (30) days following the annual meeting and reopened by the then elected Treasurer immediately following submission of the prior year's records.

SECTION 2. FISCAL YEAR

A. FSFA's fiscal year shall be July 1st through June 30th of each year.

SECTION 3. DUES

A. Dues will be billed once a year for the entire membership. Dues will be due and payable on or before July 1st each year.

ARTICLE X. LIMIT OF INDEBTEDNESS

A. FSFA shall limit its indebtedness to Seventy-five Thousand (\$75,000.00) Dollars.

ARTICLE XI. AMENDMENTS

SECTION 1. METHOD OF SUBMISSION WITH NOTICE

A. Any amendment, change, addition to or repeal of the By-laws shall be submitted in writing to the membership by mail, published in "Sunlighting Florida Florists" or electronic transmission at least sixty (60) days in advance of the next annual meeting of FSFA, whereupon such changes shall be adopted if said changes receives a majority vote of the members present at such annual meeting.

SECTION 2. SUBMISSION WITHOUT NOTICE

A. The By-laws may be amended at any annual meeting without prior notice by ninety-five (95%) per cent of the members present and concurring.

SECTION 3. EFFECTIVE DATE OF AMENDMENTS

A. Amendments shall become effective upon a passing vote unless otherwise specified.

ARTICLE XII. CONFLICT OF INTEREST

- A. It shall be the policy of FSFA that no Officer, Director nor Member may conduct business with the FSFA that would result in personal or familial benefit. Furthermore, no Officer, Director nor Member may influence the Board regarding matters that will be of personal or familial interest.
- B. A conflict of interest arises when a person in a position of authority over the Corporation may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.
- C. Individuals covered: Persons covered by this policy are the Corporation's Officers, Directors, and Members.
- D. Intentional conflict of interest will immediately terminate an Officer or Directors office as well as their membership and will terminate a Member's membership.
- E. Upon notification of a conflict of interest has occurred, it is the responsibility of the Board of Directors to determine the veracity of the notification. If a member of the Board of Directors is the proposed offending member, he or she will not be included in the remaining Board's examination of the evidence.
- F. Upon verification that a conflict of interest has occurred, the offending member shall be notified by the President of his, her or its termination. In the event the President is the offending party, the President Elect shall notify the President of his or her termination.
- G. The decision of the Board shall be final.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

SECTION 1. ROBERTS RULES OF ORDER

- A. The Rules of Parliamentary practice comprised in Roberts Rules of Order shall govern the proceedings of FSFA and its Board of Directors, subject to the special rules which have been may be adopted in these By-laws.

- B. All meetings shall be called to order promptly, and those attending shall be seated five minutes before such meeting convenes.
- C. No one shall be admitted to the meeting without a badge of identification.
- D. No one shall speak in debate more than three (3) minutes and only twice on the same question, the same day without consent of the President.
- E. No member shall be entitled to more than one (1) vote.
- F. After addressing the Chair and being recognized, each member shall state their name and the name of their business.

- G. When nominations are made from the floor, nomination speeches shall be limited to three (3) minutes. There shall be no seconding speeches.

- H. Reports of the officers shall be limited to five (5) minutes except reports of the President and Treasurer, unless otherwise authorized by the President.

- I. Reports of Standing and Special Committees shall be limited to three (3) minutes, unless otherwise authorized by the President.

- J. All reports shall be typed and a copy submitted to the Secretary prior to making a report.

- K. Resolutions, recommendations and main motions shall be in writing and signed by the maker, seconded and given immediately to the Secretary.