

By-Laws of the Connecticut Florists Association, Inc.

(adopted at the Annual Meeting, October 12, 1989, and amended Oct. 11, 1990, Oct. 17, 1991, March 1, 1997, March 8, 1998, March 4, 2000, March 7, 2004, March 2005, June 2006, & June 2009.)

Article I - Title.

The Association shall be known as the Connecticut Florists Association, Inc., a nonprofit trade association.

Article II - Association Objectives.

The Association's objectives shall be: (1) to promote and advance floristry in the State of Connecticut, (2) to protect and serve the independent retail florist, (3) to advance cooperation and understanding between the various branches of the industry, (4) to monitor actions of local, state, and federal governments as they affect florists' interests, and to present persuasively florists' views to government officials and legislators, (5) to keep members informed of all developments affecting them, and (6) to conduct an annual convention/exhibition and other meetings as necessary to educate members about their industry. The Association is organized and operated as a nonprofit corporation with no part of its net earnings inuring to individual members.

Article III - Membership.

Section 1. Membership shall be limited to persons in the following categories:

- (a) Full Membership, in which there shall be one vote per membership, provided that when the company has multiple locations, there shall be one vote per trade name:
- (1) "Retailers", in which the person owns, has part-ownership, or manages a retail flower shop, greenhouse, and/or garden center properly licensed in accordance with law, provided however, that at least 75 per cent of the overall sales of the retail member's business directly involves the sale of flowers, plants, and related floral items to the general public, and the business maintains a storefront-type, visibly-signed facility open to the general public.
 - (2) "Suppliers", in which the person owns, manages, or otherwise represents a company that supplies retail florists, greenhouses, and/or garden centers,
 - (3) "Mass Marketers", in which the company has a full-service floral department, and
 - (4) "Independent Designers", in which the person works independently within the floral industry.
- (b) Associate Membership, in which there shall be no vote per membership and the member may not hold office:
- (1) "Students", in which the person is a full-time student at a high school or higher educational institution, or a student in the CFA Floral Design School,
 - (2) "Education/Research", in which the person is employed as an educator or a researcher at a public or private institution or a governmental agency in a field related to the floriculture industry,
 - (3) "Employees" of members in good standing,
 - (4) "Senior", in which the person is retired from membership categories,
 - (5) "Honorary", in which the person has been so named by the Board of Directors for his exceptional service to the florist industry.
 - (6) "Out-of-State Regional or State Nonprofit Floral Associations", in which the members of these organizations shall be admitted to the Association's programs at the member rates and receive electronic communications from the Association.

Section 2. Membership Application. Any eligible person under Section (1) may become a member of the Association by first completing the prescribed application form and paying the annual dues and application fees, as set by the Board of Directors. The Board shall also have the power to approve or disapprove all membership applications, based on whether the applicant meets the eligibility requirements specified herein. The applicant shall

provide documentation of adherence to applicable state laws.

Section 3. Membership in the Association is not transferable.

Section 4. The annual dues for each category of membership shall be established by the Board of Directors and, where applicable, shall be structured as to the number of employees.

Section 5. A member that fails to pay dues shall be terminated summarily according to procedures established by the Board of Directors. No member may remain in the Association if his dues are in arrears more than six months.

Section 6. Membership Termination.

(a) The Board of Directors may terminate a membership after finding that the member is no longer gainfully employed in the floral industry. The Board may also terminate any membership upon a finding that the member has committed gross illegal or immoral acts that bring discredit and dishonor onto the floral industry.

(b) Prior to a Board of Directors vote on termination, the Executive Vice President shall notify the member of the impending Board action, the reasons for the Board's proposed termination, and the scheduled date of the Board's meeting to consider termination. The member-in-question shall have the right to appear before the Board and answer allegations against him.

Article IV - Officers and Directors.

Section 1. Officers - The officers of the Connecticut Florists Association, Inc. shall consist of a President, Vice-President, and a Secretary-Treasurer.

(a) The President, the Vice-President, and the Secretary-Treasurer shall be elected at the annual meeting of the Association, and their term of office shall be for two years, or until their successors are duly elected and qualified. The President, Vice-President, and the Secretary-Treasurer shall have first served on the Board of Directors prior to their election. The President, Vice President, and the Secretary-Treasurer shall first take office on July 1 of the year of their election.

(b) The Board of Directors shall appoint and determine the salary of an Executive Director, who need not be a member of the Association nor a person actively engaged in the floral industry. He shall be a paid official of the Association and shall perform all the duties assigned to him by these By-Laws, and by the Board of Directors. The appointment or removal of the Executive Director shall require an affirmative vote equal to at least one-half of the total Board of Directors membership at a regularly-scheduled Board meeting.

Section 2. Board of Directors - General management of the association shall be vested in the Board of Directors, which shall consist of the following members: (a) Officers - The President, Vice-President and the Secretary-Treasurer shall be members of the Board of Directors.

(b) The Immediate Past President shall serve an automatic two-year term on the Board of Directors, or until a successor is appointed.

(c) Elected Directors. In addition to the officers and the Immediate Past President, the Board of Directors shall also consist of 12 elected Directors, each serving two-year terms, who shall also be members of the Association. Six Directors shall stand for election one year, and the remaining six shall be elected the following year. Directors shall start their term of office July 1 following the year of their election. Directors not serving as an officer shall be limited to serving three consecutive two-year terms.

(d) All past Presidents shall be ex-officio (non-voting) members of the Board of Directors, acting in an advisory capacity. Past Presidents shall not have the privilege of making motions.

Article V - Duties of Officers and Directors.

Section 1. The President is the chief elected officer and shall preside at all meetings of the Association and its Board of Directors. The President shall exercise general supervision of all Association affairs and implement the direction of the Board. The President shall appoint any committees which are deemed necessary, including chairman of the annual convention whose appointment shall remain in force through that convention.. The President shall serve as an ex-officio member of all Association committees.

Section 2. In the event of the absence, resignation, death, or disability of the President, such disability to be determined by the Board of Directors, the Vice-President shall exercise all the authority, privileges and powers of the President, and may be designated as President by action of the Board to fill out the unexpired term of the disabled, deceased, or resigned President. A Vice-President who fills a vacant Presidency shall be entitled to stand for election as President in his own right under Article IV, Section

l(a), after having served out the term of the previously disabled, deceased, or resigned President.

Section 3. The Board of Directors shall fill a vacant Vice-President position by electing a Board member to fill the unexpired term, if any.

Section 4. The Secretary-Treasurer shall chair the Finance Committee, which shall also consist of the Executive Director, the Vice President, and the Immediate Past President. The Secretary-Treasurer shall review at least monthly the detailed financial data and reports of the Association, oversee CFA reserve accounts, and report back to the Board of Directors at each meeting of the Board.

Section 5. The responsibilities of the Executive Director shall include but not be limited to:

- (a) maintaining all Association records, membership lists, documents, and correspondence;
- (b) communicating regularly with members about Association events and activities and having personal contact with members on an annual basis;
- (c) managing the business affairs of the Association and its meetings and conventions;
- (d) handling the financial affairs of the Association, and along with the Secretary-Treasurer, submit the monthly audit reports to the Finance Committee;
- (e) serving as secretary to the Board of Directors and all other Association committees;
- (f) appointing and overseeing all other paid Association staff,
- (g) representing Connecticut's floral industry before local, state, and federal governments, and within regional and national floral and professional organizations and;
- (h) other duties as ordered by the Board of Directors.

Section 6. The Directors shall attend all meetings of the Board of Directors, using their best judgment and expertise in managing the Association's affairs. The Executive Director shall notify the Board when a particular Director has missed three consecutive meetings. A Director may be removed for cause by the Board of Directors upon an affirmative vote equal to at least two-thirds of the entire Board.

Article VI - Annual and Board Meetings.

Section 1. An annual meeting of the Association shall be held at a time and place determined by the Board of Directors.

(a) A quorum shall consist of 15 members of the Association in good standing.

(b) Proxy voting shall not be allowed.

(c) A special meeting of the Association may be called at any time by the President, or by majority vote of the Board of Directors, or by written request of 15 members. Members shall be notified of such a special meeting at least ten days before the meeting date.

Section 2. The President shall determine the time and place of all meetings of the Board of Directors. Special meetings of the Board may be called upon written request of a majority of Directors.

(a) Eight members shall constitute a quorum of the Board of Directors.

(b) Proxy voting shall not be allowed in meetings of the Board of Directors.

Article VII - Nominations Process.

Section I. Nominations for all elective offices must be made at the annual meeting.

(a) Nominations shall be presented by a nominating committee, chaired by the immediate past president and consisting of two other members appointed by the President, not less than 30 days prior to the Annual Meeting.

(b) Additional nominations may be presented by signed petition of at least 15 members, filed with the Executive Vice-President at least 30 days before the Annual Meeting. (c) Nominees should be selected from various areas of the state and should reflect the diversity of the state's floral industry.

Section 2. Voting shall take place at the annual meeting, or by a written ballot approved by the Board of Directors. The President shall preside over the annual meeting. No member may vote whose dues for the current year are more than 90 days in arrears.

Section 3. Vacancies in any of the offices of the Association shall be filled by appointment by the President, subject to the approval of the Board of Directors. Vacancies in any of the committees shall be filled by appointment of the President.

Article VII - Parliamentary Procedure.

- (a) In parliamentary situations not covered by the By-Laws, Roberts Rules of Order shall apply.
- (b) These By-laws may be suspended by a three-quarters vote of the Board of Directors present at any Board meeting, or by a three-quarters vote of the members of the Association at the Annual Meeting.

Article IX - Amendments.

These By-Laws may be amended at the Association's Annual Meeting by a two-thirds vote of the members present or by a written ballot approved by the Board of Directors. Proposed amendments shall be published and delivered to all Association members at least four weeks prior to the Annual Meeting. The Board of Directors shall review proposed amendments and deliver their recommendation for approval or disapproval to the members.

Article X - Seal, Logo.

The Board of Directors shall decide the form of the seal and/or logo of the Association.

Article XI - Dissolution.

If the Association is dissolved, all remaining assets after payment of creditors are to be distributed to charitable, educational, or scientific organizations involved in the field of floristry and/or floriculture.