

# OKLAHOMA STATE FLORISTS' ASSOCIATION

## CONSTITUTION

Revised 2006

### ARTICLE I

#### Name

Section 1. The name of this organization shall be the "Oklahoma State Florists' Association, Inc."

### ARTICLE II

#### Object

Section 1. The object of this Association is to advance the intellectual, social and business interests of its members and to establish professionalism in the florist industry.

### ARTICLE III

#### Members

Section 1. All persons engaged in the business of growing and/or selling, and/or wholesaling fresh cut flowers and plants, florist supplies or florist services and related businesses in Oklahoma.

### ARTICLE IV

#### Officers

Section 1. The property and assets of the Association shall be vested in and under the control of the Board of Directors which shall consist of the following:

- a. President
- b. Vice-president
- c. The surviving and most recently retired Past-president
- d. Secretary
- e. Treasurer
- f. Six Directors-at-large
- g. Allied Director
- h. Wire Service Director

Section 2. The Executive Board shall consist of the following:

- a. President
- b. Vice-president
- c. The surviving and most recently retired Past-president
- d. Secretary
- e. Treasurer

Section 3. The President, Vice-president, Secretary and Treasurer shall be elected to a term of two years. The Directors-at-large shall serve a term of two years. The Allied Director and Wire Service Director shall be appointed by the Board of Directors and serve a term of two years.

Section 4. Any officer and/or director can be removed from office by a unanimous vote of the other members of the Board of Directors or a written petition by a majority of the eligible voting members.

## ARTICLE V Location of Headquarters

Section 1. The legal business headquarters shall be located at the location established by the Board of Directors and recorded with the Oklahoma Secretary of State.

## ARTICLE VI Amendments

Section 1. Amendments to the Bylaws shall be made when the same shall have been proposed in writing to all eligible members in good standing thirty days before a meeting and passed by simple majority.

## ARTICLE VII Repeal

Section 1. These Bylaws or any part thereof may be repealed when the same shall have been proposed in writing to all eligible members thirty days before the Annual Meeting and passed by a majority of the eligible voting members at the meeting.

Section 2. If these Bylaws or any part thereof are repealed, such action will be reported to the appropriate agency of the State of Oklahoma charged with such documents, and any other agencies required by law.

# BYLAWS

## ARTICLE I Board of Directors

Section 1. Only voting Members of the Association in good standing whose dues and other financial obligations to the Association are current, for at least thirty days prior to election or appointment shall be eligible to hold an office on the Board of Directors.

Section 2 The Allied Director must be an Allied Member. Allied Members are not eligible to serve for any office on the Board of Directors other than Allied Director.

Section 3. Each incoming Board of Directors member is hereby empowered immediately following election to take action upon all new matters; provided however, the retiring Board of Directors shall continue to function to terminate the unfinished business until the first Board of Directors meeting following the Annual Meeting to be held within 45 days following the Annual Meeting.

Section 4. It shall be the duty of the Board of Directors and it is hereby empowered:

- a. To conduct the affairs of the Association toward its best interest in accordance with their sole judgment.
- b. To purchase or sell such equipment or property that may be necessary for the conduct of its business.
- c. To supervise the proceeding and trade exhibit of the Association at its meetings.
- d. Make recommendations of amendments to and changes of the Bylaws.
- e. Authorize proper expenditure and investment of funds.
- f. To employ necessary agents and employees and to fix compensations.
- g. To make decisions on all matters related to the Association not inconsistent with the Constitution or Bylaws.
- h. Establish Standing Rules of Procedure not inconsistent with the Constitution or Bylaws.
- i. Establish membership dues of the Association.

Section 5. The Executive Board shall be empowered to conduct business and make decisions for the Association at the discretion of the President between regular Board of Directors meetings.

Section 6. Three members of the Executive Board shall constitute a quorum. Five members of the Board of Directors shall constitute a quorum.

Section 7. The Board of Directors may transact any business by mail or facsimile (fax), provided a written request for action upon a specific matter prepared by the President, who can notify each of the Board of Directors stating the time when votes will be received and counted.

- a. If votes are to be by mail on the action requested, replies shall be sent to the Secretary, or the legal business headquarters who shall enter the proceedings in the minutes.
- b. If votes are to be taken by telephone, a conference telephone call including a quorum of the Board of Directors is required and the Secretary shall enter the proceedings in the minutes.

Section 8. Two successive absences of any Board of Directors member from regular or called meetings without adequate excuse may result in removal of a member at the discretion of the Board of Directors. Any Board of Directors member whose dues or other financial obligations with the Association are not current are suspended from office and unable to act as a Board of Directors member until their dues or financial obligations are made current. If such delinquency continues they may be removed at the discretion of the Board of Directors. The Treasurer is to make the Board of Directors aware of any such financial delinquency of a Board of Directors member.

Section 9. The President may call a meeting of the Board of Directors at any time by notifying each member and must call a meeting thereof at the request of three of its members. The President must call a meeting of the Board of Directors no earlier than June 1<sup>st</sup> nor later than 45 days preceding the Annual Meeting. This will be known as the Summer Board of Directors Meeting.

Section 10. The Board of Directors without previous notice may be called into daily meeting at the Annual Meeting or specially called by the Association.

Section 11. Any vacancy existing on the Board of Directors shall be filled by appointment of the President, approved by the Board of Directors. The appointee must fulfill the Constitution and Bylaws qualifications for the position and will serve the remainder of the unexpired term.

## ARTICLE II Officers

Section 1. The officers of the Association shall be a President, Vice-president, Secretary and Treasurer to be elected to a term of office of two years; six Directors-at-large elected for a term of two years, three going out of office each year; an Allied Director and Wire Service Director who are appointed for two years.

Section 2. The President, Vice-president, Allied and Wire Service Directors may not succeed themselves with the exception of serving an unexpired term. The Secretary and Treasurer may succeed themselves. Directors-at-large may succeed themselves once.

Section 3. The President shall be the chief executive officer, and shall preside at all meetings of the Association, the Board of Directors and the Executive Board. The President shall be charged with the duties of carrying into effect all orders and resolutions and shall have such other powers and duties as are incident to the office of President; shall be ex-officio member of all committees, and shall appoint, with the concurrence of the Board of Directors such committees as in his or her judgment are necessary for the proper conduct of the affairs of the Association. The President shall upon the completion of his or her term of office, become a voting member and ex-officio of the Board of Directors for the two years following his or her term of office as President. The President shall be reimbursed for all reasonable expenses incurred as part of his responsibilities upon submitting claim for approval to the Board of Directors.

Section 4. The Vice-president, in the absence of the President, shall perform all duties devolving upon the President. In the event of a vacancy in the office of President, the Vice-president shall become the President and the surviving and most recently retired Past-president will become Vice-president until the next election for that office will be held.

Section 5. The Secretary shall keep all records of the meetings of the Association, the Board of Directors and Executive Board during his or her term of office. The Secretary will relinquish all said records to the legal headquarters of the Association at the end of his or her term.

Section 6. The Treasurer shall provide all necessary books and stationary and preserve them together with the papers and documents belonging to the Association according to recognized bookkeeping procedures. Upon retiring from office, the Treasurer shall deliver all such to the successor. The Treasurer shall make all reports and pay any monies on behalf of the Association to governmental agencies as required by law. The Treasurer shall receive all money paid into the Association and pay incidental expenses which are essential to the proper function of the office. A complete report of money received and expenditures made shall be presented at each successive Board of Directors meeting. The Treasurer shall close the books annually on December 31<sup>st</sup> and submit for audit a financial statement of the Association to the Audit Committee and to the Board of Directors at the Annual Meeting of the Association. The Treasurer shall be bonded for a sum determined by the Board of Directors, the expense of such bond being borne by the Association. The Treasurer shall generally perform such duties as usually pertain to the office of Treasurer. The Treasurer shall be reimbursed for reasonable expenses incurred as a part of the Treasurer's responsibilities upon submitting claim for approval to the Board of Directors.

Section 7. Directors-at-large shall attend all Board of Directors meetings, solicit new members and help further the goals of the Association to all members. They shall submit a written report at each Board of Directors meeting.

Section 8. The Allied Director shall attend all Board of Directors meetings, communicate with and represent the Allied Members at Board of Directors meetings, solicit new members and help further the goals of the Association to all business establishments providing product or services to Allied Retail Locations in Oklahoma. The Wire Service Director shall attend all Board of Directors meetings, communicate with and represent all wire services, solicit new members and help further the goals of the Association.

### ARTICLE III Nominations

Section 1. A nominee for any office in this Association must be a voting Member in good standing whose dues and other financial obligations to the Association are current at the time the nomination is made.

Section 2. A Nominating Committee shall be appointed by the President. The Nominating Committee is to be three voting Members of the Association, in good standing, whose dues and other financial obligations to the Association are current at the time the nomination is made.

Section 3. The Nominating Committee shall nominate not more than three eligible Members for each office that is to be vacated that year according to the Bylaws. The committee report is to be made at the Board of Directors meeting preceding the election

Section 4. Any nominee for President must be a Member presently serving or has served on the Board of Directors.

Section 5. Any nominees for Director-at-large must be a voting Member.

Section 6. Additional nominations for any office may be made by any voting Member in good standing whose dues and other financial obligations to the Association are current at the time the nomination is made. Nomination by the eligible Member for any office may be made prior to or during the Board of Directors meeting preceding the election. The nominee's permission must have been obtained by the Member making the nomination.

### ARTICLE IV Elections

Section 1. Election of President and Vice-president shall be held during odd numbered years. Election of Secretary and Treasurer shall be held during even numbered years.

Section 2. Directors-at-large shall serve a term of two years; three going out of office each year.

Section 3. One vote per Member only. Members shall be allowed to vote at any meeting or election whose dues for the current fiscal year are paid.

Section 4. All voting Members may vote for Bylaw changes and office of President, Vice-president, Secretary, Treasurer and Directors-at-large.

Section 5. The Treasurer will submit to the Board of Directors a list of those Members eligible to vote for each of the various offices at the Board of Directors meeting preceding the election at which time a challenge of any voter's name may be made by any eligible voting Member in good standing. If no challenge is made, the Secretary will mail ballots of the nominations, along with a return envelope labeled "BALLOT" on the outside, and addressed to the Chairperson of the Election Committee to the eligible Members. The ballot and return envelope will be mailed to the voting Members at least thirty days before each Annual Meeting with instructions to return the vote ballots in the "BALLOT" envelope. The "BALLOT" envelopes will be opened and the ballots counted by the Election Committee who will then deliver over to the President, with the results of the count, all ballots. The President will announce the results of the count at the Annual Member's Meeting. If no challenge of the ballots or vote is made at the Annual Members Meeting the President shall declare the election official.

Section 6. The nominee receiving the majority of votes for President, Vice-President, Secretary, Treasurer and Director-at-large vacancies shall be elected.

Section 7. In the event that a ballot or vote shall be challenged, the Board of Directors shall rule on the validity of the vote and their decision is final.

## ARTICLE V Members

### Section 1. Definition

- a. Accredited Retail Location: A business establishment located in Oklahoma that maintains its sales in the retail sales of fresh cut flowers, indoor plants, floral products and services. The establishment maintains a continuous operation throughout the year and maintains personnel trained in the care, design, sales and delivery of floral products and services.
- b. Accredited Allied Location: A business establishment providing product or services to Accredited Retail Locations in Oklahoma.

Section 2. There shall be nine classifications of membership: (a) Member; (b) Allied Member; (c) Associate Member; (d) Student/Instructor Member; (e) Honorary Life Member; (f) Honorary Member (g) Partner Member; (h) Affiliate Member; and (i) Retired Florist Member.

- a. Member - An individual who has met the qualifications established by the Board of Directors and is an owner, officer or employee of an Accredited Retail Location who has paid the annual or lifetime dues established by the Board of Directors. This is a voting membership of the Association.

- b. Allied Member - An individual owner, officer, employee or agent of an Accredited Allied Location who has paid the annual or lifetime dues established by the Board of Directors. This is a voting membership of the Association.
- c. Associate Member - An employee or relative of a Member or Allied Member; or owners, officers, or employees of a retail florist firm outside of Oklahoma. This is a non-voting membership and must be used in conjunction with an (a) Member, (g) Partner Member, and (h) Affiliate Member classification.
- d. Student/Instructor Member - An individual who is a student or instructor in an accredited college or vocational technical school or is actively enrolled in the Oklahoma Master Florist classes. This membership would entitle the student or instructor to attend Oklahoma state conventions and programs which require membership to attend. This is a non-voting membership of the Association.
- e. Honorary Life Member - A membership bestowed upon an individual who has made an outstanding contribution to the betterment of the industry, our Association and its Members. A favorable recommendation of the Association's Past Presidents Club and a unanimous vote of the Board of Directors is required for the awarding of this membership. Life Members and Allied Life Members retiring from the floral business will be transferred to this classification without requiring approval. This is a non-voting membership of the Association.
- f. Honorary Member - A membership of recognition with no actual benefits. To bestow an honor on an individual who may or may not be part of our industry for having provided exceptional contributions to our Association and industry. The Board of Directors shall have the authority to issue Honorary Memberships. This is a non-voting membership of one year duration in our Association.
- g. Partner Member - a membership that would include freelance designer, wedding coordinators, event planners or interior designers. This is a voting membership of the association.
- h. Affiliate Member - This category would include permanent silk botanical and home accessory stores, retail nursery and greenhouses, retail balloon and gift basket establishments. This is a non-voting membership of the Association.
- i. Retired Florist Member - This category would include anyone who has been involved in the floral industry and wishes to continue to be a part of and contribute to the Association. This is a voting membership of the Association.

Section 3. The Membership Committee shall consist of four Members appointed by the President. This committee shall pass on all challenged applications for membership. The decision of this committee may be appealed to the Board of Directors whose decision is final.

Section 4. Membership shall not be transferrable.

## ARTICLE VI Membership Fees and Dues

Section 1. Any eligible person may become a Member upon fulfillment of the qualifications of the

Bylaws, payment of dues fixed by the Board of Directors and any other qualifications of the Board of Directors authorized by the Bylaws. Such payment shall cover membership dues for the balance of the fiscal year in which it is paid.

Section 2. Annual dues shall be fixed by the Board of Directors due and payable on the first day of January.

Section 3. Fiscal year of the Association will be from January 1<sup>st</sup> through December 31<sup>st</sup> of each year.

Section 4. Any Member, Allied, Associate, Student/Instructor, Partner, Affiliate or Retired Florist member of the Association who has not paid annual dues for the current fiscal year by January 31<sup>st</sup> will be suspended from membership.

Section 5. A Member or Allied Member may pay Lifetime dues to be fixed by the Board of Directors but to be no less than ten times the annual dues. Upon such payment no annual dues will be required of that Member. Lifetime dues paid to the Association will be placed in a separate account or investment and only the annual earnings of such investment will be used for the general expenses of the Association.

## ARTICLE VII Meetings

Section 1. The Board of Directors by a majority vote shall decide the time, place and duration of the Annual Meeting to be held no earlier than July 16, or later than September 30, each year.

Section 2. The following are the purposes of the Annual Meeting:

- a. To transact business of this Association.
- b. To provide education and training to the Members.
- c. To provide a forum for an exchange of ideas among the Members.
- d. To present new products and services.
- e. To provide a social atmosphere among the Members.
- f. To initiate as an Association those laws in the best interest of our Members or prevent laws not in our Members best interests.
- g. To bring recognition to ourselves a professionals in our industry in Oklahoma.

Section 3. A Chairperson for the Annual Meeting shall be appointed by and be directly responsible to the Board of Directors and shall:

- a. Receive from the Secretary guidelines which have been approved by the Board of Directors and which shall govern the activities of all committees and their chairpersons.
- b. Meet with the Board of Directors for the purpose of reporting tentative plans pertaining to the meeting.
- c. Prepare a preliminary budget of income and expenses and present for approval to the Board of Directors at least six months prior to the meeting.

- d. Prepare a final proposed budget of income and expenses for approval to the Board of Directors at least two months prior to the meeting.
- e. Provide duplicate records of all meetings to the Secretary to be made into a permanent file for future meeting chairpersons.

Section 4. Only individuals listed as Members of the Association under one of the nine accepted membership classifications may register and attend meetings and functions of this Association with the following exceptions:

- a. The Treasurer shall have authority to issue passes to representatives of the press and to other persons ineligible for membership who are necessary to conduct any meeting properly.
- b. Spouses and children of any Members attending meetings shall be charged a membership or registration fee.
- c. An exhibit fee charge will be made to any firm or representative of a firm soliciting business from our Members at any meeting, such fee to be fixed by the Board of Directors.
  - 1. An Allied Member's dues who is exhibiting are included in the first exhibit purchased.
  - 2. If space and facilities at the meeting are provided to exhibitors, the Board of Directors will additionally include in the fixed exhibit fee the amount necessary to accommodate the space and facilities.
  - 3. The exhibiting firm will be provided passes for all needed employees at no extra charge to work the exhibit.
- d. Members may bring non-member guests to social functions approved by the Board of Directors upon payment by the Member an amount fixed by the Board of Directors.
- e. Any member permitting another person to use his or her badge or pass to visit any Member Meeting or part thereof shall forfeit membership and any privileges of membership until a fine established by the Board of Directors is paid.
- f. Any exhibiting firm or representative of an exhibiting firm that permits a person not associated with the firm to use a badge issued on behalf of the firm will result in the firm and all persons of the firm being expelled from the meeting and forfeiting all fees paid to the Association.

Section 5. The Board of Directors may, by a majority vote, call a special meeting of the Association. Thirty days notice of such meeting stating time, place, and purpose shall be sent by mail to each voting Member. Only the business specified shall be transacted. Upon the written petition addressed and transmitted to the legal headquarters of ten percent of the voting Members specifying the purpose thereof the Board of Directors shall call a special meeting of the Members.

Section 6 - Ten percent of the Members shall constitute a quorum for the transaction of all Member Meetings.

Section 7. At the Meetings of the Association, the Board of Directors, the Executive Board, and committees, “Robert’s Rules of Order” shall govern. The Board of Directors may appoint a voting Member in good standing, knowledgeable in “Robert’s Rules of Order” and of the Association Constitution and Bylaws, as Parliamentarian to provide for the conduct of all meeting.

## ARTICLE VIII Appropriations and Assessment

Section 1. All special appropriations made by the Association to be valid shall be passed by a majority vote of all Members voting.

## ARTICLE IX Auditing

Section 1. Receipts and expenditures of the Association shall be audited annually by the Auditing Committee for each fiscal year which shall be the annual period commencing on January 1<sup>st</sup> and ending the following December 31<sup>st</sup>. The current report of audit shall be available by the first Board of Directors Meeting after the Annual Meeting.

Section 2. A Licensed Public Account shall be employed annually by the Board of Directors upon recommendation of the Audit Committee for the purposes of auditing all receipts and expenditures of the Association.

## ARTICLE X Committees

Section 1. The following Standing Committees shall be composed of at least three Members and/or Allied Members of the Association to be appointed each year at the Board of Directors meeting following the Annual Meeting of the Members by the President and approved by the Board of Directors. Neither officers nor nominees shall serve on the Nominating, Auditing or Election Committees.

- a. Membership Committee
- b. Nominating Committee
- c. Auditing Committee
- d. Legislative and Bylaw Committee
- e. Scholarship Committee
- f. Election Committee
- g. Convention Advisory Committee

Section 2. Other special committees may be appointed by the President and approved by the Board of Directors according to the needs of the Association and will be recognized as Special Committees.

ARTICLE XI  
Repeal of Existing Constitution and Bylaws

Section 1. This Constitution and Bylaws approved by the voting Members of this Association on July 23, 2006, in the Annual Meeting of the Association does cause the repeal of all previous existing Constitutions and Bylaws of this Association. This Constitution and Bylaws will be filed to replace all previous Constitutions and Bylaws of this Association with the appropriate agency of the State of Oklahoma as required by law.