

# TSFA Constitution and Bylaws — As Amended in Fredericksburg on July 22, 2012

## Texas State Florists' Association Constitution

### ARTICLE I — NAME

The name of this Corporation shall be the TEXAS STATE FLORISTS' ASSOCIATION and TSFA shall be the official abbreviation of the Association's name.

### ARTICLE II — OBJECTIVES

The objectiveness of this Association are to promote and encourage the exchange between members of ideas, principles, policies, and methods of conducting the floral business; to promote good will, educate and promote honest dealings with other florists and the public; and to further generally the floral business.

### ARTICLE III — ASSOCIATION OFFICE

The Corporation shall have and continuously maintain, in the State of Texas, a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act.

### ARTICLE IV — MEMBERS

The membership of the Association shall consist of individuals who are engaged in the commercial field of floriculture, horticulture and their allied industries. The privileges of membership shall be designated in the Bylaws of this Association.

### ARTICLE V — GOVERNMENT

The Texas State Florists' Association shall be governed by this Constitution and Bylaws, where not inconsistent with the laws of the State of Texas and/or the United States.

### ARTICLE VI — BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors, whose number and duties shall be defined in the Bylaws of the Texas State Florists' Association.

### ARTICLE VII — FUNDS

SECTION 1. Every resolution by the members at a Member's Meeting involving an appropriation of money must be referred to and approved by the Board before it can be acted upon. It shall be the duty of the Board

to report on same at the next Members' Meeting after the one at which such resolution was introduced; provided, however, in case of urgency, the Board may retire for consultation and report, at its discretion during the same Meeting at which the resolution was introduced.

SECTION 2. All receipts from Life Membership fees shall be placed in a fund to be known as the "Texas State Florists' Association Reserve Fund." The interest received annually from monies in the Reserve Fund may be appropriated for general or specific purposes only by the Board in control at the time such interest is received. The Board may transfer funds of the Texas State Florists' Association into the Texas State Florists' Association Reserve Fund. The Executive Director shall deposit funds of the Reserve Fund only in a federally insured savings institution, and the total amount deposited in any one (1) bank or any one (1) savings and loan association shall not exceed the maximum insured rate. The Board may invest all or any part of the Reserve Fund in United States bonds, but no part of the Reserve Fund, except current annual interest received shall be used for any other purpose whatsoever without the following procedure:

- A. A recommendation by at least two-thirds of the members of the Board meeting in legal session.
- B. Giving at least thirty (30) days notice of the proposed use of any part of the Reserve Fund to the membership by first class mail, and also at least seven (7) days notice of such proposed use by publication in the Association's publication.
- C. A ballot vote on such approved purpose at the time designated for the next annual election of Officers.
- D. For approval the proposal must receive a two-thirds (2/3) vote of the highest number of votes cast by eligible members voting at the meeting. If this recommendation of the Board fails for lack of an affirmative vote by the members, then it is null and void.

SECTION 3. Six Hundred Thousand dollars (\$600,000) shall be placed in a fund to be known as the "General Reserve Fund". At no time may the \$600,000 in the General Reserve fund be encumbered. Only the interest received from the invested monies in the General

Reserve Fund may be appropriated for general or specific purposes as deemed necessary by the current Board of Directors without membership approval and only to such extent that the General Reserve Fund does not fall below Six Hundred Thousand Dollars. The Board may invest all or any part of the General Reserve Fund. However, no part of the General Reserve Fund, except current annual interest received shall be used for any other purpose whatsoever without the following procedure:

- A. A recommendation by at least two-thirds of the members of the Board meeting in legal session.
- B. Giving at least thirty (30) days notice of the Board approved proposed use of any part of the General Reserve Fund to the membership by first class mail, and also at least seven (7) days notice of such proposed use by publication in the Association's publication.
- C. A membership written ballot vote on the Board approved proposed use of the monies in the General Reserve Fund at the next regularly scheduled meeting of TSFA for the general election of Officers.
- D. For the Board approved recommendation to pass, the proposal must receive a two-thirds (2/3) vote of the highest number of votes cast by eligible members voting at the meeting. If this recommendation of the Board fails for lack of an affirmative two-thirds vote by the members, then the Board approved recommendation is null and void.

### ARTICLE VIII — CHARTER

The charter of the Texas State Florists' Association is to be perpetual.

### ARTICLE IX — SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal of the Texas State Florists' Association."

### ARTICLE X — AMENDMENTS

SECTION 1. This Constitution may be amended at any Annual Meeting by a two-thirds (2/3) vote of the highest number of votes cast on the amendment. Vote shall be by ballot at the time designated for election of Officers.



SECTION 2. Amendments to the Constitution may be proposed:

- A. By resolution of the Board meeting in legal session; or
- B. By petition, in writing, dated, addressed, and transmitted to the Board at legal headquarters, signed by not less than ten percent (10%) of the eligible voting members as specified in Section 2, Subsection B, the Board shall submit the same at the next Annual Members' Meeting.

SECTION 4. At least thirty (30) days notice of any proposed amendment to the Constitution shall be given to the membership by first class mail, and also at least seven (7) days notice of such proposed amendment by publication in the Association's publication.

## **BYLAWS: ARTICLE I — OFFICES**

The principal office of the Corporation shall be located in the state of Texas. The Corporation may have such other offices, within the State of Texas, as the Board of Directors may determine necessary or as the affairs of the Corporation may require from time to time. The address of the registered office may be changed from time to time by the Board of Directors.

## **ARTICLE II — MEMBERS**

SECTION 1. Classes of Members. The Corporation shall have five or more classes of membership: Retail Florist Member, Wholesaler Member, Wholesale Grower Member, Associate Member and Life Member. The qualifications and rights of the members of such classes shall be as follows:

- A. Retail Florist Member. The term "retail Florist" shall be construed to mean any individual who maintains, grows, buys, distributes and offers for sale for profit to the public, horticultural and floricultural commodities such as cut flowers, potted plants, blooming plants, inside foliage plants, bedding plants, corsage flowers, cut foliage, floral decorations and live decorative materials. A Retail Florist member shall be entitled to all privileges of membership in the Corporation. Each individual shall be entitled to one vote on each matter submitted to a vote of the Members.
- B. Wholesale Member. All individuals engaged in the wholesaling of floricultural and/or ornamental horticultural products and/or floral supplies and/or wire service activities shall be classified as a Wholesale Member. A Wholesale Member shall be entitled to all the privileges of membership in the Corporation.

Each individual shall be entitled to one vote on each matter submitted to a vote of the Members.

C. Wholesale Grower Member. All individuals engaged in the growing of floricultural and/or horticultural products to be sold on the wholesale market levels shall be classified as a Wholesale Grower Member. A Wholesale Grower Member shall be entitled to all the privileges of membership in the Corporation. Each individual shall be entitled to one vote on each matter submitted to a vote of the Members.

D. Associate Member. Associate Membership is open to students and teachers of floriculture, landscape gardening, landscape architecture, or ornamental horticulture, and retired persons who have been in the floriculture industry. This classification shall also include individuals from partnerships, firms or corporations of good reputation engaged in providing services or products which are of benefit to persons in the floral industry. An Associate Member shall be entitled to all the privileges of membership in the Corporation except holding office. Each individual shall be entitled to one vote on each matter submitted to vote of the Members.

E. Life Member. All Life members shall be entitled to all privileges of membership in the Corporation.

F. Retired Member. Retired Members are classified as an individual who is no longer engaged actively in the floral industry. All Retired Members shall be entitled to all privileges of membership in the Corporation.

SECTION 2. The Board may, at its discretion create non-voting memberships as it may deem to be to the interest of the Association and may establish the qualifications, dues, and privileges of such membership. In all instances, such memberships shall have related interests to those of the Association.

SECTION 3. All applications for membership in this Association shall be forwarded to the Association home office and shall be referred to the Board for approval.

SECTION 4. The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may suspend or expel a member for cause, after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any Member who becomes ineligible for membership, or suspend or expel any Member who shall be in default in the payment of dues for the period fixed in

Article XI, Section 3 of these Bylaws.

SECTION 5. Resignation. Any Member may resign by filing a written resignation with the Association home office, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

SECTION 6. Reinstatement. Upon written request signed by a former Member and filed with the Association home office, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former Member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 7. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

## **ARTICLE III — MEETING OF MEMBERS**

SECTION 1. The Association shall host an Annual Meeting. The purpose of the Annual Meeting shall be to elect a Board of Directors and for the transaction of such other business as may come before the Meeting.

SECTION 2. Special Meetings. Special Meetings of the Members may be called by the President, the Board of Directors, or not less than one-tenth of the Members having voting rights. No business other than that set forth in said Meeting notice shall be transacted.

SECTION 3. Place of Meetings. The Board of Directors may designate any place within the State of Texas as the site of any Annual Meeting or Special Meeting.

SECTION 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any Meeting of Members shall be delivered by mail to each Member entitled to vote at such Meeting, not less than fifteen nor more than fifty days before the date of such Meeting, by or at the direction of the President or the Officers or persons calling the Meeting. In case of a Special Meeting or when required by statute or by these Bylaws, the purpose or purposes for which the Meeting is called shall be stated in the notice. If mailed, the notice of a Meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Corporation with postage thereon prepaid.

SECTION 5. At an annual business meeting or special meeting of the members, a quorum shall consist of the active Board Members present and active members pres-



ent. An adjournment may be taken to a date not less than fifteen nor more than fifty days thereafter; and the Members present at any such adjourned meeting shall constitute a quorum, regardless of the number of Members present. The same notice shall be given for the adjourned meeting as described above in this article.

**SECTION 6.** Only Association members shall be eligible to vote, which vote must be cast personally. No person shall be allowed to vote whose dues for the current year are unpaid. Only members who have held membership for at least the six (6) months immediately prior to a Members' Meeting shall be eligible to vote in that Members Meeting.

**SECTION 7.** Election. The Nominating Committee shall make its report to the Association membership not later than the second day of the Annual Meeting. The Association member receiving the highest number of votes for each Officer vacancy shall be selected. The two Retail Members receiving the highest number of votes for the office of Retail Director shall be elected; the Wholesaler Member receiving the most votes for Wholesale Director shall be elected; the Wholesale Grower Member receiving the most votes for the office of Grower Director shall be elected. No ballot shall be legal or shall be counted in the results except those officially prepared by the Association. The Election Committee shall conduct the election and report the vote totals to the Association's President as soon as the results are determined. In case of a tie vote, the President shall appoint three (3) members on the Board of Directors, not involved in the election, to determine the result which shall be by drawing lots.

If the election is found to be tampered with, the Election Chair, Immediate Past President and Executive Director must certify election not valid. The TSFA Office will then forward each voting member that cast their vote a sealed ballot, by certified mail. The voting member will then have thirty (30) days from the date of original election to return ballot sealed in a special envelope that will remain sealed until the Election Committee convenes to determine results. Only voting members who cast their vote in the original election found to be invalid will be eligible to recast their ballot. Ballot must be post marked within thirty (30) days of original election. The Election Committee will remain in force until the election is valid.

**SECTION 8.** Order of Business. The

order of business for Annual or Special Meetings shall be determined by rules prepared by the Board of Directors, except that the order of business may be suspended, or altered, at any meeting by a majority vote of the voting Members present. Roberts Rules of Order shall govern all deliberations when not in conflict with these Bylaws.

#### **ARTICLE IV — BOARD OF DIRECTORS**

**SECTION 1.** General Powers. The affairs of the corporation shall be managed by its Board of Directors. Board members must be residents of the State of Texas and Members of the Corporation.

**SECTION 2.** Number, Qualifications and Tenure. The Board of Directors shall consist of (9) voting members; a President, and Immediate Past President, a First Vice-President, a Second Vice-President, and five Directors. The office of President, First President and Second Vice-President shall be open to members from any voting class of membership except Associate Members. The five directors shall be three Retail Florist Members, one Wholesale Member, and one Wholesale Grower Member. The Treasurer shall be appointed from within the membership of the Board of Directors, with the approval of the Board of Directors. His/Her term shall be for one year and he/she shall be eligible to succeed himself/herself. The members appointed, nominated or elected to the Board shall have been active in the Association for at least two years prior to their election or appointment and shall have sufficient time to devote to the affairs of the Association. The President, the First Vice President and the Second Vice President shall meet the qualifications specified above, but in addition, shall have been a member of the Association for at least three (3) years and a member of the Board of Directors for two full years. The President shall be eligible to succeed himself/herself by one term. No person shall hold the office of President more than two years out of a five-year successive period. The President shall be elected annually for a one-year term; he/she shall serve an additional year as the Immediate Past President; the Second Vice-President shall be elected annually. After the Second Vice-President has served his/her elected position for one year, the Second Vice-President shall automatically move into the First Vice-President's position. The First Vice-President will serve a one-year term. Two Retail Florist Directors will be elected biennially in even number years, one Retail

Florist Director will be elected biennial in odd number years and one Wholesale Director shall be elected biennial for a two-year term. A Vice-President or Director who has been duly elected for and has served a regular two-year term on the Board shall not be eligible for election to the same office again within one year of the completion of his/her term. In the event of the resignation, death, loss of eligibility or disability of the President, the First Vice-President shall become President; in the event of the resignation, death, loss of eligibility, or disability of the First Vice-President, the Second Vice-President shall become President. Loss of eligibility or disability of the President shall be determined by the Board meeting in legal session.

**SECTION 3.** Regular Meetings. The Board of Directors shall determine the time and place, within the State of Texas, for the holding of two regular meetings of the Board. There shall be a minimum of two regular Board meetings annually. An additional regular meeting of the Board of Directors may be held without other notice than these Bylaws immediately after, and at the same place as the Annual Meeting.

**SECTION 4.** Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of the President or at the request of any five Board Members. The person or persons authorized to call special meetings of the Board may fix any place within the State of Texas as the place for holding any special meeting of the Board called by them.

**SECTION 5.** Notice. Notice of any regular or special meeting of the Board of Directors shall be given at least fifteen days previous thereto by written notice delivered by mail to each Board member at his address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, so addressed, with postage thereon prepaid. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice of such meetings, unless specifically required by Law or these Bylaws.

**SECTION 6.** Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Board Members are present at said meeting, a majority of the Board Members present may adjourn the meeting, from time to time, without further notice. An adjournment may



be taken to a date no less than seven nor more than fifteen days thereafter; and the Members present at any such adjourned meeting shall constitute a quorum, regardless of the number of Members present. The President may poll, or cause to be polled, the Members of the Board of Directors, by mail or by telephone, on matters requiring immediate action or on routine matters which may arise between regular meetings of the Board of Directors. The business presented shall be determined according to a majority of the votes received by mail within two weeks after such submission to the Board. Any and all action taken in pursuance of a majority mail vote or telephone vote in each case shall be binding upon the Corporation in the same manner as would action taken at a duly called meeting.

**SECTION 7. Manner of Acting.** The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Roberts Rules of Order shall govern all deliberations, when not in conflict with these Bylaws.

**SECTION 8. Removal.** Any member of the Board of Directors may be removed by a 2/3 vote of the Board whenever, in its judgment, the best interest of the Corporation would be served thereby.

**SECTION 9. Vacancies.** If a Board Member is absent from two consecutive meetings for reasons which the Board of Directors has failed to declare to be sufficient, his resignation shall be deemed to have been tendered and accepted and he shall be notified to that effect. Any vacancy existing on the Board shall be filled by appointment by the President, with the approval of a majority of the remaining members of the Board, and the appointee shall serve out the unexpired term of his predecessor's office.

**SECTION 10. Compensation.** The Board of Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, but nothing herein contained shall be construed to preclude any Board member from serving the Corporation in any other capacity and receiving compensation therefor.

## **ARTICLE V — OFFICERS**

**SECTION 1. Officers.** The officers of the Corporation shall be a President, Immediate

Past President, First Vice President, Second Vice President, and Treasurer. The Second Vice President shall serve as the Corporation Secretary. The Board of Directors may elect or appoint one or more assistant secretaries and one or more assistant treasurers, as it shall seem desirable, and any other Officers as may be elected in accordance with the provisions of this Article. Such Officers are to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The President, Immediate Past President, First Vice President, Second Vice President and Treasurer shall also serve as the Executive Committee which shall function between meetings of the Board.

**SECTION 2. Election and Term of Office.** The elective or appointed Officers may be Retail Florist Members, Wholesaler Members or Wholesale Grower Members. The Treasurer may be a Retail Florist Member, a Wholesaler Member, or a Wholesale Grower Member and shall be appointed by the President from within the membership of the Board, with the approval of a majority of the Board of Directors. All officers appointed, nominated, or elected shall have been active in the Association for at least two years prior to their election or appointment and shall have sufficient time to devote to the affairs of this Association. The President shall meet the qualifications specified above but in addition, shall have been a Member of the Association for at least three years and a member of the Board of Directors for two years. The President shall be eligible to succeed himself/herself by one term. No person shall hold the office of President more than two years out of a five-year successive period. The terms of First and Second Vice President shall be for one year. The term of Treasurer shall be for one year and he/she shall be eligible to succeed himself/herself. All Officers shall begin their terms on the first day of September and shall continue until their successors are duly elected and qualified.

**SECTION 3. Removal.** Any Officer elected or appointed by the Board of Directors, may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

**SECTION 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by

the President with the approval of the Board of Directors. The appointee shall serve the unexpired portion of the term.

**SECTION 5. President.** The President shall be principal executive officer of the Corporation and shall, in general supervise and control all of the business and affairs of the Corporation.

A. The President shall preside at all meetings of the Members, the Board of Directors and the Executive Committee.

B. The President shall sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, all deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed.

C. The President shall be co-signer with the Executive Director on bank checks and pay out of the treasury all vouchers. The President shall appoint a representative, who shall be from within a 100 mile radius of Austin, who shall be approved of by the Board of Directors, to co-sign for either the President or the Executive Director when necessity demands.

D. The President shall appoint members of all Committees and shall be an ex-officio member of all Committees and Boards of Trustees with full privileges, with the exception of the Nominating Committee. The President shall name the Chairman of all Committees and Boards of Trustees, unless otherwise provided in the rules for the creation of a particular Committee or in these Bylaws and shall set the meeting dates.

E. The President shall make a report of his/her stewardship to the Annual Meeting of the Corporation, and at such other times as he/she deems proper, shall communicate to the Association or to the Board of Directors such matters and make such suggestions as may, in his/her opinion, tend to promote the welfare of the Association.

F. The President shall receive and hold during the term of office, the blanket bond of the Association's Executive Director and all staff members. Any communication, written or verbal from the bonding company shall be directed to the President of the Corporation at his/her legal address.

G. The President shall be reimbursed for expenses incurred in the performance of his/her duties, on a basis prescribed by the Board of Directors. In general, the President shall perform all duties incidental to the office of President and such other duties as may be



prescribed by the Board of Directors, from time to time.

**SECTION 6. First Vice President.** In the absence of the President or in the event of his/her inability or refusal to act, the First Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President shall perform such other duties as, from time to time, may be assigned to him/her by the President or the Board of Directors. In the event of the resignation, death, loss of eligibility or disability of the President, the First Vice President shall become President; in the event of the death, loss of eligibility or disability of the President and the First Vice President, the Second Vice President shall become President. Loss of eligibility or disability shall be determined by the Board meeting in legal session.

**SECTION 7.** The Treasurer shall do or cause to be done the following:

- A. Receive all monies of the Association and deposit them in such bank or banks as the Board may approve.
- B. Keep and maintain a set of books of account of this Association.
- C. Make available at all times the funds, books, vouchers, and financial records in his hands for inspections by the Board and the Finance Committee.
- D. Compile the necessary information each year for the preparation of tax returns.
- E. Serve as Chairman of the Finance Committee.

**SECTION 8. Secretary.** The Second Vice President shall serve as Secretary of The Corporation and shall do or cause:

- A. Keep the minutes of the meeting of the Members and of the Board of Directors in one or more books provided for that purpose.
- B. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which, on behalf of the Corporation, bears its seal as duly authorized in accordance with the provisions of these Bylaws.
- C. Keep a register of the post office address of each Member, which shall be furnished to the Secretary by such Member, and in general, perform all duties incidental to the office of Secretary and such other duties as, from time to time, may be assigned to him/her by the

President or by the Board of Directors.

**SECTION 9. Immediate Past President.** The Past President serving on the Board shall also serve as an officer of the Corporation and shall perform such duties as the President or the Board may assign.

## **ARTICLE VI — COMMITTEES**

**SECTION 1.** The President shall annually appoint all such standing, special or subcommittee members as may be required by these Bylaws and, subject to the approval of the Board any additional Committees as may be deemed necessary. Except where otherwise specifically stated in these Bylaws, the President shall designate the Chairman of each Committee.

**SECTION 2.** Each standing Committee will be composed of three or more members, one of whom will be designated as Chairman. The size of Standing Committees may be increased upon the request or recommendations of the respective Committee Chairman or by the President. Any member in good standing shall be eligible for appointment to Standing Committees of the Corporation. No Committee shall have authority to spend any funds, or to commit the Association to the spending of any funds which have not been authorized by the Board of Directors. Members of Standing Committees will serve a term of one year unless otherwise specified in these Bylaws. The following will be considered Standing Committees: Achievement Award Committee, Advertising and Public Relations Committee, Bylaws Committee, Convention Committee, Education Committee, Election Committee, Finance Committee, Legislative Committee, Membership Committee, Nominating Committee.

**SECTION 3.** Any Committee member who is absent for two consecutive meetings, will automatically be dropped from the Committee with the exception of the Insurance Board of Trustees. Replacements will be made in the same manner as original appointments. The Board of Directors may, at any time and for any cause, remove or suspend from office any Committee Chairman or Committee member.

**SECTION 4.** Achievement Award Committee. This Committee shall consist of the President and two (2) Board members appointed to serve for one (1) year only, except that they may be reappointed by the next succeeding President.

**SECTION 5.** Finance Committee. The Finance Committee will be responsible for the budgeting of the Corporation and shall

examine quarterly the books of the Corporation and report their findings to the Board and annually to the membership. Two members shall be appointed to serve for a period of three years to replace two of the six members whose terms expire each year. The Treasurer appointed by each incoming President shall serve as Chairman of the Finance Committee.

**SECTION 6. Nominating Committee.** The President shall appoint a Nominating Committee of five persons, one who shall be a Past President of the Association and Chairman of the Committee, and one who shall be a Wholesale Grower Member. This Committee shall meet during the first sixty days of the Association fiscal year. The Nominating Committee shall nominate candidates for each position vacant and notify the membership of its choices not less than ninety (90) days before the annual meeting. Thirty (30) days from the date of the announcement shall be allowed for nominations from the membership. Any member nominated by petition of fifteen (15) members of the voting membership shall be placed on the ballot. The ballot shall indicate those nominees recommended by the Nominating Committee and those recommended by petition. At least ninety days before the date of the Annual Meeting, they shall notify the President, in writing, of the names of the candidates and the President shall include the names of the nominees selected by the Nominating Committee and by petition in the call for the Annual Meeting. These names shall appear on the printed ballot.

**SECTION 7. Past President's Advisory Committee.** The Past Presidents' Advisory Committee shall consist of three members to be selected by the Past President's organization with the chairman to be appointed by the Past Presidents' Advisory Committee. The Committee Chairman shall serve as the Past Presidents' Liaison on the Texas State Florists' Association Board of Directors, and shall not receive compensation for expenses from the Association.

**SECTION 8. Vacancies.** Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**SECTION 9. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a Committee, a majority of the whole Committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is



present shall be the act of the Committee.

**SECTION 10. Rules.** Each Committee may adopt rules for its own government when not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

**SECTION 11. Compensation.** Committee members shall not receive any stated salaries for their services by policy of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each committee meeting.

## **ARTICLE VII — REGISTERED AGENT AND FUNDS**

**SECTION 1.** The Board, meeting in legal session and by affirmative vote of two-thirds or more of the Board Members present, shall employ a person to act as the Association's registered agent, who shall be designated as Executive Director of the Association at a rate of compensation fixed by the Board. The Executive Director may not hold elective office in this Association.

**SECTION 2.** The Executive Director under the supervision and direction of the Board, shall be the General Manager of the Association; shall keep all records of the meeting of the Association, the Board, Executive Committee, and all other Committees; and generally perform such duties as usually pertain to the position of Executive Director and General Manager.

**SECTION 3.** The Executive Director shall give a blanket bond to the Association in such amounts as the Board may determine necessary for the faithful performance of his/her duties and the faithful accounting of all funds of the Association which shall come into his/her possession.

**SECTION 4.** The Executive Director shall deposit the Association's Funds, in the name of the Association, in such banks or depositories as the Board shall designate, and these monies shall be disbursed in such manner and form as may be prescribed by the Board. All checks, drafts, and vouchers, shall be countersigned by the President, or his appointed representative. Any other action with regard to Texas State Florists' Association funds, such as (but not limited to) the transfer of funds, cashing or buying of Certificates of Deposit, or obtaining of loans, be accomplished only by resolution of the Board of Directors and that the signatures of three (3) persons, the President, Treasurer and Executive Director be required to complete the transaction. The Officers as well as the Ex-

ecutive Director, shall have access to any safety deposit box(es) of this Association.

**SECTION 5. Gifts.** The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

## **ARTICLE VIII — BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Members and Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected at any reasonable time by the membership.

## **ARTICLE IX — AUDIT**

A certified audit of the books of account of the Association, including all accounts whether general, special, reserve, or otherwise, shall be conducted annually by a disinterested certified public accountant, selected by the Board, for each fiscal year. This audit shall be furnished to the Board and shall be presented at the Annual Members Meeting.

## **ARTICLE X — FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE XI — DUES**

**SECTION 1. Annual Dues.** The Board of Directors may determine, from time to time, the amount of annual dues payable to the Corporation by Members of each class.

**SECTION 2. Payment of Dues.** Dues shall be payable on a schedule as determined by the Board of Directors.

**SECTION 3. Default and Termination of Membership.** Members who fail to pay their dues within ninety days from the time the same becomes due shall be notified by the President and, if payment is not made within the next succeeding thirty days shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

## **ARTICLE XII — DISSOLUTION**

The Corporation shall use its funds only to accomplish the objects and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members

of the Association. In the event of dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

## **ARTICLE XIII — AMENDMENTS TO BYLAWS**

**SECTION 1.** These Bylaws may be amended at any Annual Meeting by a two-thirds (2/3) vote of the highest numbers of votes cast on the amendment. The vote shall be by ballot at the time designated for election of Officers.

**SECTION 2.** Amendments to the Bylaws may be proposed:

A. By resolution of the Board meeting in legal session; or

B. By petition, in writing, dated, addressed, and transmitted to the Board at the legal headquarters, signed by not less than ten percent (10%) of the total number of members whose annual dues are paid and who have held membership for at least the six (6) months immediately prior to the date of the petition.

**SECTION 3.** Upon adoptions of the resolution provided for in Section 2, Subsection A, or upon receipt of a written petition as specified in Section 2, Subsection B, the Board shall submit the same at the next Annual Meeting of the members.

**SECTION 4.** At least thirty (30) days notice of any proposed amendment to the Bylaws shall be given to the membership by first class mail, and also at least seven (7) days notice of such proposed amendment by publication in the Association's publication.

**SECTION 5.** Amendments to these Bylaws, shall become effective immediately, unless otherwise specified.

