

Georgia State Florist Association, Inc.

By-Laws

Preamble

The name of the organization governed by these By-Laws shall be Georgia State Florist Association, Inc.

Article 1

Membership

Definitions:

For purposes of interpretation of these By-Laws, the following shall apply:

1. Floral businesses shall mean a sole proprietorship, a partnership, or a corporation who maintains a business seventy-five percent (75%) of which involves the provision of floral services, products and accessories within the state of Georgia.
2. individual shall mean a person who is employed by a floral business, as defined by the By-Laws

Section 1. Active Membership

Any individual person fully engaged or retired in Floriculture; dealers or manufacturers of florist supplies; professional florists engaged in retailing, growing, or wholesaling; nurserymen; state entomologists or professors of Floriculture or Horticulture in State of Georgia are eligible for membership upon approval of the membership committee.

Section 2. Associate Members:

Those persons from other states who otherwise qualify under state or local provisions of Section 1, and are members in good standing of their associations, are eligible to become associate members. Associate members may not vote nor hold office in the association.

Section 3. Honorary Memberships:

Recommendations for honorary membership for outstanding achievement shall be referred to the Board of Directors for action. All Honorary members on good standing shall have the same privileges as active members, however, they will not have to pay state dues.

Section 4. Application for Membership:

Candidates for membership shall give information in writing as called for on an application blank, which has been approved by the Board of Directors. The application shall be signed by the applicant and endorsed by an active member. The Board of Directors shall approve or deny the application based on the following criteria:

- a) Engaged in or employment by a floral business, as defined herein;
- b) Applicant is of good character and community standing;

- c) Applicant's business or employers business has not been operated in a manner or fashion that has impeded the public perception of florists' or floral business.
- d) Applicant's business or employer's business is operated and maintained in a commercial zoned area; applicant 's hold a business license by the municipality or county having jurisdiction over the location of the business; applicant or applicant's employer maintains a federal tax identification number; applicant or applicant's employer maintain a telephone dedicated solely to the commercial purposes; applicant or applicant's employer maintain a delivery vehicle and commercial floral coolers.

Section 5. Canon of Ethics:

In order to maintain good standing, members or all categories should adhere to the following considerations:

- 1. A member Should assist in maintaining the integrity and competence of Georgia State Florist s' Association and floral profession.
- 2. A member should assist in improving the floral and floriculture industry.
- 3. To promote the adoption and application of higher business and professional standards.
- 4. To cooperate in creating and maintaining sound public opinion and high public regard for the floral and floriculture industry.

Section 6. Discipline:

- 1. Any Active member who is two (2) months in arrears in the payment of dues and/or financial obligations to the association shall, by vote of a majority of the Board of Directors, be suspended and shall be notified in writing by the Secretary. A suspended member may upon application be reinstated at the discretion of the Board of Directors by majority vote, provided all payments in arrears have been made within thirty (30) days of the receipt of written notice of suspension. In the event the suspended member is not reinstated within (30) days of the written notice of suspension, the member shall be dropped from the membership.
- 2. The Board of Directors shall further have the authority by majority vote to terminate the membership of a member upon finding conduct in violation of the canon of Ethics contained in Section 5.
- 3. The Board of Directors shall have the authority by majority vote to terminate the membership of a member upon finding the absence of any of the criteria for membership stated in Section 4 above. However, any member in good standing at the time of execution of these By-Laws whose business or employer's business does not comply with Article 1, Section 4 subsection (d), shall not be subject to terminate of the item listed in subsection (d).
- 4. The Board of Directors may terminate the membership of a person for conduct unbecoming a member of the Georgia State Florists' Association. Any member, is entitled to a hearing before the board of Directors. The Member may be expelled from membership by a two-thirds vote of the

entire Board of Directors. All Committee appointed by the Board of Directors, for the purpose of making an investigation, report and recommendations on such charges before any action is taken by the Board of Directors.

Article 2 District Division and Operation

Section 1.

The Georgia State Florists' Association, Inc. shall be divided geographically into working districts, the boundaries of which shall be set by the Board of Directors. Changes in the boundaries which add to the efficiency of the organization may be made by the Board of Directors.

Section 2.

Each district shall be organized according to local conditions, subject to approval by the Board of Directors, be divided if local conditions warrant such a division. The President of the District will present and make recommendations of the plan of organizational division to the Board of Directors.

Section 3.

Each District shall have as officers, elected by the District membership, a District president, District vice-president, and a district retail director. The immediate past District President shall serve as District Second Vice-President. The president shall appoint annually a District Secretary, District Treasurer and Executive Director, said appointments subject to approval by the board of directors. The district president shall also appoint annually a Newsletter Editor, Historian, Wholesale Director, and Parliamentarian, with no Board approval necessary.

In the event a president of a district is unable to serve his term, his office will be filled by due process for his district.

Section 4. Removal of Officers:

Any elected or appointed district officer may be removed from the office upon receipt by the Board of Directors of a petition consisting of the signatures of two-thirds of the membership, with said petition being verified by the secretary or a designated representative named by the Board of Directors.

Article 3 Officers

Section 1.

All officers and District Presidents shall be active members of the Georgia State Florists' Association, Inc.

Section 2.

Elected officers of the Association shall be the President, Vice-President, and Retail Director. The elected officers shall have a two (2) year term.

Section 3.

The Appointed officers shall be a Secretary, Treasurer, and Executive Director to be appointed by the President and approved by the Board of Directors. A Newsletter Editor, Historian, Wholesale Director, and Parliamentarian shall be appointed to the Board of Directors by the President.

Section 4.

Remuneration of appointed offices and officers shall be voted on annually by the finance Committee.

Section 5. President:

The president shall preside at all meetings of the association, act as chairman of the board of directors and upon request of the Board, call special meetings of the association or its' components. He shall approve all bills for payment.

Section 6. Vice-President:

The Vice-President shall be in charge of membership. In the event of the inability of the president to function in that capacity, the duties shall devolve to the vice president.

Section 7. Second Vice-President:

The second vice-president shall be in charge of Educational Affairs. In the event of the inability of both the president and the first vice-president to function, the duties of the president shall devolve to the second vice-president.

Section 8. Secretary:

The secretary shall keep the minutes of the meetings of the board of directors and the association; shall keep and preserve all records; shall send and receive all official correspondence of the board of directors and the Georgia State Florists' Association, Inc.; maintain a current membership list; shall prepare ballots and assist election committee.

Section 9. Treasurer:

The treasurer shall receive all monies of the Association, giving receipt for same; shall pay all bills by check, which have been approved by the president and/or financial committee; Shall prepare any appropriate tax returns; shall present at the annual meeting, or at the request of the president, an itemized report of all receipts and disbursements, to be audited at the direction of the board; shall deposit in a National Bank or Trust company all monies belonging to the association; shall furnish bond in an equal amount, to the association; shall maintain a current list of the membership classified as to the division of the industry, district location and type of membership; and shall perform such other duties as the board may direct.

Section 10. Retail Director:

The retail director shall be the liaison between the retail florists and the board of directors; shall administer and direct the designer of the year contest, which shall be governed by rules and regulations as presided by the board of directors, held at the annual convention; and shall perform other duties as the board may direct.

Section 11. District Presidents:

The district president shall represent his district on the board of directors; shall keep informed as to membership and membership possibilities within his district, shall administer the affairs of his district and shall perform such other duties as the board may direct. The designer of the year contest shall be conducted by the district retail director in compliance with rules and regulations promulgated by the board of directors.

A district president shall not hold a state office during the time he or she serves as district president.

Section 12. Newsletter Editor:

The Newsletter Editor shall distribute to each member of the association a copy to each newsletter, at the direction of the board.

Section 13. Historian:

The historian shall collect and preserve any available past and present records of activities and business of the association.

Section 14. Parliamentarian:

The parliamentarian shall act as advisor for the By-Laws and parliamentary procedure rules as outlined in "Robert's Rules of Order." "Roberts Rules of Order" Shall be the parliamentarian authority for all matters of procedure not specifically covered by these By-Laws.

Section 15. Executive Director:

The executive director shall be responsible for the duties assigned by the Board of Directors.

Section 16. Removal of Officers:

Any elected or appointed officer maybe removed from office upon receipt of a petition consisting of the signatures of two-thirds of the membership, with said petition being verified by the secretary or a designated representative named by the board of directors.

**Article 4
Board of Directors**

Section 1.

The board of director shall be the governing body of the association and shall be composed of the president, vice-president, second vice-president, secretary, treasurer, executive director, newsletter editor, historian, retail director, wholesale director, parliamentarian, and the district presidents. Each member of the governing body shall

have one vote with the exception of the executive director when gainfully employed by the association.

The business and affairs of the corporation shall be managed by the board of directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with there By-Laws and the laws of this state. Unexpired term of officers on the board of directors shall be filed by presidential appointment.

Section 2.

The executive board shall be composed of the president, vice-president, secretary, retail director, and Second vice-president, who shall be the immediate past president. The executive director shall be an ex officio member of the executive board, but shall have no vote.

Article 5 Committees

Section 1. Education:

See Article 3, section 7, second vice-president.

Section 2. Membership:

See Article 3, Section 6, vice-president.

Section 3. Nominations Committee:

At least thirty (30) days prior to the annual convention, the president shall appoint a nomination committee to be chaired by the second vice-president who shall nominate one or more candidates for the offices of president, vice-president and retail director.

They shall give the list of nominees to the secretary as soon as possible so that the printed ballot may be prepared. The nominations will also be accepted from the floor.

Section 4. Elections:

The president shall appoint an elections committee of three (3) persons to conduct organizational elections. The committee will be assisted by the secretary. The time and place of balloting will be announced by the president at each annual meeting. Polls will remain open as directed by the board of directors. It shall be the duty of the elections committee to open and close the polls; to check each vote with the membership list; to see that the ballot is prepared and in order; to see that only active members and eligible electors are allowed to vote. They shall count the votes and report the results to the president.

Section 5. Audit Committee:

The president shall appoint an audit committee of three (3) persons. It shall be the duty of this committee to audit the books of the association, both as to the finances of the convention, and the year's operations as a whole. They shall report their findings to the president and the board of directors at the first board meeting following the annual meeting.

Section 6. Finance Committee:

The president shall appoint a finance committee of three (3) persons, one of which shall be the treasurer. A chairman of the committee shall be one of the three (3) members as named by the president.

No expenditure shall be made by or on behalf of the organization with out prior approval of the finance committee.

Section 7. Educational Affairs Committee:

The president shall appoint an educational affairs committee of three (3) persons. A chairman of the committee shall be one of the three (3) members named by the president. The committee shall administer scholarships. Floral education training courses and programs must be approved and certified by the educational affairs committee prior to presentation.

Section 8. Other Committees:

The board of directors shall have the power to create other committees as deemed necessary for the maintenance and welfare of the organization and it's members. The committee membership and the chairmanship shall be appointed by the president.

**Article 6
Meetings**

Section 1. Annual Convention:

- a) The association will hold a statewide convention annually. The time and place shall be approved by the board.
- b) The annual business meeting will be held at each convention and is open to all members.
- c) The place of the next annual convention shall be selected at each annual convention meeting, if possible. The time and place of the annual convention shall be set by the board of directors at least six (6) months prior to the convention.

Section 2. Board of Directors Meetings:

The board of directors shall meet at least four (4) times each fiscal year. The time and place of each meeting shall be set by the president. The board shall also meet at the time of the annual convention and at the call of the president. Notice of any special or called meeting shall be given at least seven (7) days prior there to by written notice delivered personally or by telegram or mailed to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The attendance of a director at a meeting shall constitute a

wavier of notice of such meeting except where a director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3. Quorum:

Nine (9) shall constitute a quorum at a regularly called meeting of the board of directors. Twenty (20) members shall constitute a quorum at any called meeting.

Section 4. Meeting without Notices:

Any meeting of the board at which all the directors are present shall be as valid as if held pursuant to proper notice. In case a meeting is held with out proper notice, when all are not present but a quorum is, and the absent directors thereafter sign the minutes of the meeting, the same shall be as valid and binding as though called upon due notice.

**Article 7
Dues**

Section 1.

Dues for active members, associate members, and honorary lifetime members shall be set and approved annually by the board of directors.

**Article 8
Fiscal Year**

Section 1.

The fiscal year for the Georgia State Florists' Association, Inc. shall be from the first day of April to the 31st day of March.

**Article 9
Amendments**

The By-Laws may be altered or amended and additional By-Laws adopted by two-thirds vote of the active members present at the annual business meeting or at any special or called meeting in the notice of which meeting, the proposed amendment or By-Laws must be set forth in writing and a copy mailed to the general membership thirty (30) days prior to the annual or called meeting.

These By-Laws were passed by the organization's membership present at the annual convention business meeting March, 1979.

By-Laws changes as voted on by the time general membership at their meeting at the 1984 annual convention at the Columbus Hilton in Columbus, GA on March 3, 1984.

By-Laws changes as voted on by the general membership at their meeting on March 13, 1988 in Albany, GA.

By-Laws changes as voted on by the general membership at their meeting on March 10, 1996 in Augusta, GA.

By-Laws changes as voted on by the general membership at their meeting on July 27, 1997 at the Crown Plaza in Macon, GA.