



**Floral Association of the Rockies
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These Bylaws were adopted by the Floral Association of the Rockies Board of Directors and implemented with the foundation of the organization on January 1, 2009.

Bylaws of the Floral Association of the Rockies

Article I - Name

Section 1. The name of the Association will be the Floral Association of the Rockies, a non-profit Colorado Corporation, hereinafter referred to as the "Association."

Section 2. The principal business office of the Association will be located within the State of Colorado.

Article II - Definitions

Section 1. The term "floral industry" or "industry" includes individuals, retailers, wholesalers, growers, manufacturers of floral products; floriculture educators, and allied companies who are engaged in floriculture and ornamental horticulture.

Section 2. The term "member" will refer to a person or company who has membership in the Association in accordance with Article IV.

Section 3. The term "Board" or "Board of Directors" will refer to the Board of Directors of the Association.

Section 4. The term "director" will mean any duly elected or appointed member of the board of directors of the association.

Section 5. Any reference in these bylaws to "he, his" or other male reference means either male or female.

Article III - Mission Statement

The Mission of the Floral Association of the Rockies will be to advance the sale and service of floral products and related items and to encourage their distribution, care, and handling by marketing, promoting and educating the industry and the general public. To promote integrity, professionalism, and comradery within the floral industry, while progressively addressing industry, technology and market trends.

Article IV - Membership

The membership classifications of the Association shall consist of Full, Associate, and Allied Membership.

Section 1. **Full membership.** A lawfully registered and established business operating in the floral industry, will be entitled to one vote per paid membership.

a. **Retailer.** 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 that at least 75 percent 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.

b. **Wholesaler.** In which the person owns, manages, or otherwise represents a company that supplies or services retail florists, greenhouses, and/or garden centers.

c. **Mass Marketer.** In which the person represents a company which has a full service floral department.

d. **Independent Designer.** In which the person has a licensed business, and works independently within the floral industry.

e. **Educational/Research Member.** In which the person represents an educational institution offering a program of floriculture education.

Section 2. **Associate Membership.** A lawfully registered and established business associated in a supporting role to the floral industry, will be entitled to one vote per paid membership. May serve on the Board of Directors.

a. **Suppliers/Service Providers.** In which the person represents a company which supports the wholesale industry or provides floral products or services to the wholesale segment of the industry.

Section 3. **Allied Membership.** There will be no vote per membership, and may not serve on the Board of Directors.

a. **Retired.** The person is retired from the industry.

b. **Employees of Full members.**

c. **Honorary Members:** A person who has been so named by the Board, having rendered outstanding service to the industry.

d. **Student Members:** Those persons who are actively enrolled in an accredited school of higher education majoring in or studying floriculture.

e. **Garden Club Members:** Those persons who are an active member of an accredited garden club.

f. **Individual Members:** Any person who has an interest in flowers and/or flower arranging.

g. **Non Industry.** Persons who may wish to support the Association by their allied membership.

Section 4. The Board of Directors may create other classes of membership.

Section 5. Membership Application. Any eligible person or company per Section 1 or 2 of this Article may become a member of the Association. They will submit a completed membership application with membership dues. The Board shall approve or disapprove the application based on the eligibility requirements specified herein.

Section 6. Duration of Membership. Membership in the Association will be on a calendar year basis. Membership is non transferable.

Section 7. Termination of Membership. All rights, privileges, and interests of a member in or to the Association will cease on the termination of membership. Any member may, by giving notice of such intention, withdraw from membership.

Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal. Dues will not be refundable, either in full or pro-rata.

a. Non-payment of dues. Renewing members who fail to pay their dues by January 31 will be notified of their delinquency. If payment is not received by February 28, the member will, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership; provided that the board of directors may by majority rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges.

b. Termination for cause. Cause for termination of membership will be violation of the bylaws of the Association, illegal acts, or other violations of lawful practices duly adopted by the Association.

The Board of Directors, on the affirmative vote of the majority of the directors voting, will terminate membership for due cause shown. The member, the termination of whose membership is in issue, will be given at least twenty (20) days written notice of the meeting of the Board of Directors wherein such action will be considered. Such member will be entitled to be present throughout said meetings, to examine documents and witnesses, to present his own evidence, and to submit arguments in favor of his position, all in person or by counsel.

Section 8. The board may make such changes in the definitions and requirements of membership as it shall deem necessary or desirable.

Article V. Member's Meetings

Section 1. The annual meeting of the members of the Association will be held at a time, date and place to be determined by the Board of Directors, but no later than December 31 each year. Notice of the annual meeting will be given each member in writing at least 10 days prior to the meeting each year.

Section 2. Regular meetings of the members of the Association may be held at a time, date and place to be determined by the Board of Directors. Special meetings of the members of the Association may be called at any time by resolution of the Board of Directors or upon request of 15% of the active members.

Section 3. Quorum. At any annual, regular or special meeting of members of the corporation, 10% of the active members shall constitute a quorum. In the absence of a quorum, a majority of the active members present may, without notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is present.

Section 4. All meetings of the Association will be conducted using Roberts Rules of Order.

Article VI. Board of Directors and Duties

Section 1. Authority. The Board of Directors will have supervision, control, and direction of the affairs of the association, will determine its policies or changes therein within the limits of the bylaws, will actively prosecute its purposes, and will have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint agents as it may consider necessary or desirable.

Section 2. Directors. The Board of Directors will be composed of 15 elected representatives of the floral industry, the immediate past President, and the Executive Director. The immediate past President will serve one (1) year, even if their elected Board term has expired. The Executive Director will be appointed by the Board. The recommended Board population will include representatives from the following industry sectors:

- a.) Retail/Independent
- b.) Wholesale
- c.) Supplier
- d.) Certified Professional Florist
- e.) Wire Service
- f.) Educational Institution

Section 3. Votes. Each elected director will have one vote on the Board of Directors.

Section 4. Length of Service. Each director will be elected for a three (3) year term. One third of the board will be elected each year. Directors will enter into their term of service on January 1 of the year following their election. A Director will continue in office until December 31 of their third year, or until they resign, are removed, or are otherwise unable to fulfill an unexpired term. Any director is eligible for re-election.

a.) The first board of the Association will be an exception. The first Board will assign a 1 year term to five elected members, a 2 year term to 5 elected members, and a 3 year term to 5 elected members.

b.) Resignation or Removal. Any director may resign at any time by giving written notice to the President, the Executive Director, or to the Board. Such resignation will take effect at the time specified therein, or if no time is specified, at the time of acceptance as determined by the President. Any director may be removed for cause by two-thirds (2/3) vote of all directors.

c.) Absence. The presence or absence of directors at scheduled Board meetings will be noted in the Board meeting minutes. Any director unable to attend a regular meeting will notify the Executive Director in advance. A Director who is absent from two regularly scheduled Board meetings in a calendar year will be removed for cause by a two-thirds (2/3) vote of the Board.

d.) Vacancies. Any vacancies that occur on the Board may be filled for the unexpired term by a vote of the Board. The Board will appoint an eligible member of the Association from one of the industry sectors noted in Article VI, Section 2.

Section 5. Board of Director Meetings.

a.) Regular meetings. The Board of Directors will have a minimum of 4 meetings each calendar year. The meeting dates, times, and places will be determined by the

Board. Each board member will be given at least ten (10) days advance notice of such meetings. Any active member of the Association has the right to attend any meeting of the Board.

b.) Special meetings of the Board of Directors may be called by the President or upon the request of two directors providing seven (7) days notice is given each director prior to the meeting stating the reason for the special meeting.

c.) Minutes of regular board meetings will be taken and published by the Executive Director. Meeting minutes will be available to any active member on request. Minutes of special meetings may be determined by the Board to be confidential.

d.) Quorum. One half of the directors, plus one director shall constitute a quorum at any regular or special meeting or the Board of Directors.

e.) E- mail meeting. The Board may conduct it's business by telephone, e-mail, or any other means approved by the Board.

Section 6. Compensation. No elected director will receive any compensation for services to the Association. The Board may authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Association.

Section 7. Agents. The Board of Directors may appoint such other agents or managers as it deems necessary, who shall perform the duties outlined by the Board of Directors and serve at the discretion of the Board of Directors. They will have no vote on the Board of Directors.

Section 8. Indemnity. No director will be liable to the Association or its members for monetary damages for breach of fiduciary duty as a director except as to any liability to the Association or its members for: breach of the director's duty of loyalty to the corporation or its members; acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law; acts specified in C. R. S. SS 7-24-111; or any transaction from which the director derived an improper personal benefit.

Section 9. Good faith Service. A Director of the Association will perform his duties as a Director, including his duties as a member of any committee of the Board on which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Association, and which such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his duties, a Director will be entitled to rely on information, opinions, reports and statements, including financial data, prepared or presented by persons and groups listed in this Section 2, but he shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his duties will not have any liability by reason of being or having been a Director of the Association. Those persons and groups on whose information, opinions, reports and statements a Director is entitled to rely are:

(a) Officers and employees of the Association whom the Director reasonably believes to be reliable and competent in the matters presented;

(b) Counsel, accountants and other such persons as to matters which the Director

reasonably believes to be within such Persons' professional or expert competence; and
(c) A committee of the Board on which the Director does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Article VII. Officers and Duties.

Section 1. The Officers of the Association will consist of a President, Vice President, and Secretary/Treasurer. All officers of the Association will be elected by the Board from among the elected active members of the Board of Directors. The Executive Director of the Association will serve as the chief administrative officer for the Association and do the duties of Secretary /Treasurer.

a.) Term of Office. The officers will serve one year, from January 1 to December 31.

b.) Succession. The President and Vice President may succeed themselves for one (1) term. The Treasurer may succeed himself indefinitely.

Section 2. The President will be the chief elected officer of the corporation. He will preside at all meetings of the members and the Board of Directors. He will have general oversight, control, and management of the conduct of business of the corporation and shall communicate all matters of importance to the membership of the corporation. He will be empowered to execute all contracts, deeds, mortgages, bill of sale, sign all drafts, checks or orders of any kind for money from the treasury and other instruments authorized to be executed by the Board of Directors.

Section 3. The Vice President will be empowered to exercise all the authority, privileges and powers of the President in case of the President's absence, resignation, death or inability to act. He will chair the Membership Committee, and perform such other duties as are assigned to him by the Board of Directors.

Section 4. The Secretary/Treasurer will be empowered to review the financial reports of the association and be prepared to make recommendations to the Board of Directors as to the future financial needs. He may sign all drafts, checks or orders of any kind for money from the treasury and other instruments authorized to be executed by the Board of Directors. He will be responsible for overseeing the custody of the Association funds, securities and all assets. He will perform such other duties as are assigned to him by the Board of Directors. He will provide proper oversight of the books of record of the Association and of the records of accounts, deposits and disbursement of funds as directed by the Board of Directors and be responsible for regular reporting of the financial condition of the corporation to the Board of Directors.

a. Internal Audit. He will cause an annual audit to be prepared for presentation at the annual membership meeting. The Board of Directors will annually appoint an internal audit committee, composed of Board members, to perform the audit.

Section 5. The Executive Director will attend all Membership meetings and regular Board meetings of the Association. He will keep all minutes, records and votes taken at such meetings. He will be an ex-officio member of all committees, but will have no vote.

Attendance at committee meetings is encouraged. Attendance at a committee meeting may be required by the President or Board when appropriate.

a.) Appointment and Compensation. The Executive Director will be appointed and his compensation established by the executive/finance committee subject to the approval of the Board of Directors. Said approval will be requested annually.

b.) Employment Agreement. Duties and compensation of the Executive Director will be governed by a separate written employment agreement. Said agreement will be drawn by the Executive/Finance committee and submitted to the Board for approval annually. He may also be assigned other duties from time to time by the Board.

Section 6. Vacancies among officers and agents may be filled at any meeting of the Board of Directors.

Section 7. The immediate Past President will serve in that role for one (1) year after the end of their year as President. If their elected term of office on the Board has expired, it will be a non-voting position.

a. All Past Presidents may serve at their discretion as non voting members of the Board, acting in an advisory capacity. Past Presidents will not have the privilege of making motions.

Article VIII Nomination, Elections, Voting

Section 1. The Nominating committee will nominate one or more active members for each director vacancy, and in keeping with the industry make-up of the Board, according to Article VI, Section 2. The committee will confirm the eligibility and willingness to serve of each nominee.

a.) The list of nominees will be provided to the Executive Director by October 15th of each year.

Section 2. The Election will be conducted annually by the Executive Director. The election will take place in a time period between October 15 and November 15, with at least two weeks allowed for ballots to be returned, and nominees to be informed of the election results by November 30.

a.) The ballots will be distributed to all active members of record. One vote per membership.

Section 3. Voting on any matter; including, but not limited to the elections of members of the Board and amendments to these Bylaws, may be conducted in such manner as the Board may direct.

Article IX Finances

Section 1. The fiscal year of the Association will be the calendar year.

Section 2. Dues is that amount of U.S. dollars which is assessed all active or associate members.

a.) The Board of Directors will fix the amount of the dues for the operation of the association.

Section 3. Dues will be payable in advance, but no later than January 1.

a.) Members who fail to pay their dues by January 31 will be notified of their delinquency. If payment is not received by February 28, the member may, without further notice and without hearing, be dropped from the rolls and forfeit all rights and privileges of membership.

b.) The Board may by rule prescribe procedures for extending the time of payment of dues and continuation of membership privileges.

c.) All dues and monies paid by members will be administered by the Board of Directors of the Association.

d.) Dues paid by new members joining after October 1 will be considered paid in full through the following calendar year.

Section 4. Other Income. Any monies received by the Association, including but not limited to: Income from Association activities, gifts, transfer of assets, bequests, will be under the control of the Board.

Section 5. Annual Budget. An Annual budget will be prepared by the Executive Committee/Finance Committee and submitted to the Board for their approval prior to the beginning of the new fiscal year.

Section 6. Insurance. The Association will be adequately insured.

a.) The Executive Director will make recommendation to the Board as needed.

Section 7. Audit. The books of the Association will be audited annually. The Executive Director will work with the Treasurer and the Audit Committee to see this is accomplished.

Section 8. Bonding. All persons who handle money or are authorized to sign checks on behalf of the Association will be bondable, and may be bonded at association expense in an amount approved by and at the discretion of the Board of Directors.

Article X Committees

Section 1. The Board of Directors may establish any committee or task force that they deem necessary to carry out the functions of the Association.

a.) The President will annually appoint the Chair of each committee.

b.) A committee will have at least two (2) members, at least one of whom is on the Board. The committee chair may increase the number of members at his discretion.

Section 2. Any program proposed by any committee has to be approved by the Board of Directors.

a.) Any expenditure of funds that a committee has to have to carry out its duties has to be in the annual budget approved for the Association.

Section 3. Executive/Finance Committee. This committee will be chaired by the President and consist of the Vice President, the Secretary/Treasurer, and Immediate Past President. In the event the committee position cannot be filled by an Immediate Past President, the President will appoint another director subject to approval by the board. Any action taken is subject to the approval of the Board at it's succeeding meeting.

a.) Three (3) members will constitute a quorum for the transaction of business. Meetings may be called by the President, or any two (2) members.

b.) Purpose. The Executive/Finance Committee will prepare an annual budget for review by the Board, and will enter into contract and employment negotiations with the Executive Director. The Committee may conduct other Association business as assigned by the Board.

Section 4. The Nomination Committee will be chaired by the Immediate Past President, and will have two additional members, appointed by the President from the Board.

Article XI Amendments to Bylaws & Dissolution.

Section 1. The Bylaws of this Association may be amended by a two-thirds vote of the Board present at any annual, regular or special meeting of the Board of Directors of the Association.

Section 2. Amendments may be proposed in writing by any member of the Association to the Board of Directors at any meeting of the Board.

Section 3. Any amendment is adopted and given immediate effect if it receives two-thirds (2/3) of the Board votes cast.

Section 4. Dissolution. The Association will use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds will inure to the benefit of or be distributed to any member of the Association. On dissolution of the association, all assets in excess of liabilities will be distributed to one (1) or more charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.