



BYLAWS OF THE KENTUCKY FLORISTS' ASSOCIATION, INCORPORATED

Article I – Title and Purpose

Section 1

The name of this Association shall be the Kentucky Florists' Association, Incorporated. The Kentucky Florists' Association is incorporated under the Laws of the Commonwealth of Kentucky. The word Association as used in these Bylaws shall mean Corporation.

Section 2

The Kentucky Florists' Association, Inc. shall be a non-profit organization. The object and purpose of this Association shall be:

- to promote the love of floriculture in the Commonwealth of Kentucky,
- to promote and encourage the development of the floral industry,
- to hold meetings and exhibitions,
- to cooperate with the national and state governments and horticultural bodies in disseminating horticultural knowledge,
- to encourage and foster good business ethics and friendly understanding in and among various branches of the industry, always remembering the interest of the ultimate users of its products,
- to assume responsibility as the trade organization of the florist industry within the confines of the Commonwealth of Kentucky.

Section 3

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December each calendar year.

Article II – Office and Location

The business office and the registered office shall be located at the residence of the Treasurer of the Association, or wherever he/she may establish his/her office with the approval of the Board of Directors within the boundaries of the Commonwealth of Kentucky.

Article III – Membership

Section 1

Eligibility: All members of the horticultural and allied industries shall be eligible for membership in the Association. Membership shall not be denied because of race, creed, sex, disability, religion, sexual orientation, or national origin to anyone otherwise qualified to be a member.

Section 2

Classes of Membership: There shall be three (3) classes of membership: a) Active, b) Associate, and c) Retired

- A. An active member shall be a member who is engaged in the business as an owner of a floral related business, a grower of florist crops for retail or wholesale purposes: wholesale florist and/or supplier of any of the active members. An active member shall have one vote.
- B. An associate member shall be that member who is one of the above classifications, but is an employee rather than an owner of a floral related business or a full-time horticulture student pursuing a horticulture or floriculture degree from one of the colleges or universities in the Commonwealth of Kentucky. An associate member shall have one vote.
- C. A retired member shall be that member who no longer works full-time in the industry but has qualified as an active member or associate member for a minimum of five (5) years, whether a previous member of the Association or not. A retired member shall have one vote.

Section 3

The annual membership dues of forty dollars (\$40.00) are due August 1st of each year. The Association shall notify membership prior to August 1st for renewal. The membership is valid from August 1st through July 31st of each year. Membership shall not be transferable. Persons becoming members of the Association are required to pay the full membership dues upon joining the Association for the full calendar year regardless of the time of year when they join the Association.

Article IV – Bylaws and Amendments

Amendments to the bylaws may be proposed by a resolution in writing and submitted to the Board of Directors at least sixty (60) days before an annual members meeting or special called members meeting called for that purpose. Bylaws may be adopted by a majority vote of the present membership at any Annual Members Meeting or a special members. Written notice of the meeting and the proposed bylaws must be given to the membership by physical mail, electronic mail, or website/social media announcement at least thirty (30) days prior to said meeting.

Article V – Board of Directors and Responsibilities

Section 1

The Board of Directors consists of the following:

- A. President
- B. President-elect
- C. Secretary
- D. Treasurer
- E. Immediate Past President
- F. Six (6) Regional Directors
- G. Parliamentarian
- H. Education Director
- I. Convention Director
- J. Convention Director-elect
- K. Convention Finance Director
- L. Public Relations Director
- M. Director-at-Large

Section 2

Any other officer that is determined by the Board of Directors as being necessary to operate the Association shall be appointed by the President with the approval of a majority of the Board of Directors.

Section 3

The President is the principle executive officer of the Association and shall preside at all meetings of the Board of Directors and all meetings of the Association. The President shall see that all orders and resolutions of the Board of Directors are carried out, and generally perform all the duties of the President and supervise the affairs of the Association subject to the control of the Board of Directors. The President shall appoint the following Board positions: Education Director, Convention Finance Director, Public Relations Director, and Director-at-Large.

Section 4

The President-Elect shall perform the duties of the President in the President's absence and those duties assigned. The President-elect shall appoint the Convention Director-elect.

Section 5

The Secretary shall record all votes, keep the minutes of all proceedings of the members' and Board of Directors' meetings, and shall keep records of same and said Association in good order, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Association's record and corporate seal and perform all duties incident to the office of Secretary and such other duties as assigned by the President.

Section 6

The Treasurer shall collect, receive, and deposit all money of the Association, endorse and collect all checks and negotiable instruments, and keep full and accurate accounts of the receipts and disbursements of the Association, rendering a full account at each Board of Director's meeting of the Association. The Treasurer is responsible for maintaining the corporate bank account(s) and is authorized to sign checks on behalf of the Association. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board of Directors.

A. The region names and counties served are detailed below:

1. Magnolia Region - Ballard, Butler, Caldwell, Calloway, Carlisle, Christian, Crittenden, Daviess, Edmonson, Fulton, Graves, Henderson, Hickman, Hopkins, Livingston, Logan, Lyon, McCracken, McLean, Marshall, Muhlenberg, Ohio, Simpson, Todd, Trigg, Union, Warren, and Webster
2. Rose Region - Breckinridge, Bullitt, Grayson, Hancock, Hardin, Henry, Jefferson, Meada, Nelson, Oldham, Shelby, Spencer, and Trimble
3. Dogwood Region - Adair, Allen, Barren, Boyle, Casey, Clinton, Cumberland, Green, Hart, Larue, Lincoln, Marion, McCreary, Metcalfe, Monroe, Pulaski, Russell, Taylor, and Wayne
4. Goldenrod Region - Anderson, Bourbon, Clark, Estill, Fayette, Franklin, Garrard, Harrison, Jessamine, Madison, Mercer, Montgomery, Powell, Scott, Washington, and Woodford
5. Mountain Laurel Region - Bell, Breathitt, Clay, Floyd, Harlan, Jackson, Johnson, Knott, Knox, Laurel, Lee, Leslie, Letcher, Magoffin, Martin, Owsley, Perry, Pike, Rockcastle, Whitley, and Wolfe
6. Red Bud Region - Bath, Boone, Boyd, Bracken, Campbell, Carroll, Cater, Elliott, Fleming, Gallatin, Grant, Greenup, Kenton, Lawrence, Lewis, Mason, Menifee, Morgan, Nicholas, Owen, Pendleton, Robertson, and Rowan

Section 7

The Commonwealth of Kentucky is to be divided into six (6) regions and the Six Regional Directors shall each be from one of the six regions of the Commonwealth. The Directors are responsible for holding regional meetings and increasing membership in their region. The Directors shall represent their individual region's concerns to the Board of Directors. Each Regional Director will be required to hold at least one (1) regional meeting per two (2) year term, called at least thirty (30) days in advance, and to notify all members in their region of the time and place of the meeting.

Section 8

The Director-at Large shall oversee the six regional directors by providing guidance and assistance as needed to complete their responsibilities. The Director-at-Large will also serve as the director of any region that does not have an elected Regional Director; complete the necessary responsibilities.

Section 9

The Parliamentarian shall uphold the bylaws and assist the President in conducting meetings following Robert's Rules of Order. The Parliamentarian shall mail > distribute and count ballots for elections of Board positions with the nominating committee.

Section 10

The Education Director shall represent the Association in all matters related to education development. The Education Director shall oversee and be directly responsible for the execution of all educational programs for the Association; except for the annual convention which is the responsibility of the Convention Director.

Section 11

The Convention Director is responsible for the production of the annual convention. The Convention Director shall oversee all convention details, conduct all convention meetings, plan and execute convention programs, and appoint and maintain all convention committees.

Section 12

The Convention Director-elect shall assist the Convention Director and assume the duties of the Convention Director the following term.

Section 13

The Convention Finance Director shall maintain correct convention financial records and accounts in an orderly fashion, approve all contracts and disbursements from convention accounts, and give an accurate accounting to the Board of Directors. The director works with the Convention Director in the production of the Conventions.

Section 14

The Public Relations Director shall be responsible for promoting the Association, overseeing and maintaining the Association's website and publications, and assist in the production of the Association's newsletter. The director shall maintain the membership list and prospective member list within the Commonwealth of Kentucky.

Article VI – Duties of Board of Directors

Section 1

It shall be the duty of the Board of Directors to:

- A. Conduct the affairs of the Association toward its best interest in accordance with their sound judgment.
- B. Invest in the name of the Association with such banks, trust companies, or other depositories as the Board may select.

- C. Borrow money and pledge the credit of the Association by a resolution of the Board.
- D. Employ necessary agents and to fix their compensation by resolution of the Board.
- E. Authorize any offices, officers, agent or agents to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Association, any such authority may be general or confined to specific instances.
- F. Do all things and acts consistent with the Articles of Incorporation and the Bylaws.
- G. To discipline, suspend, or expel members guilty of violating any part of the Articles, Bylaws, rules and regulations governing members.

Section 2

A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 3

The President may call a special meeting of the Board of Directors at any time, but must call a meeting at the request in writing of five (5) Board members. At least ten (10) days notice of any meeting and the business to be transacted must be given to all Directors.

Section 4

The Board of Directors shall have a minimum of four (4) scheduled meetings during each calendar year, once per quarter.

Section 5

Two successive absences of any member of the Board for the regular or any called meeting will result in notification by the Secretary. If the following regular or any called meeting is not attended immediate removal from the Board will result. Any said Board member will have the right to appeal their dismissal before the Board of Directors.

Section 6

The newly elected Directors shall be installed at the first Board of Directors' meeting held in the fourth quarter of the calendar year.

Section 7

Any Board member who is guilty of violating any part of the Articles or Bylaws may be removed by the Board of Directors, but such removal shall be without prejudice to the rights, if any, of the person so removed.

Section 8

All Board members are elected or appointed for a two (2) year term starting on September 1st of the first year and ending on August 31st of the second year.

Section 9

A vacancy, except for Past President, in any office because of death, resignation, removal, disqualification, or otherwise, may be proposed by the President and approved by majority vote by the Board of Directors for the unexpired portion of the term.

Article VII – Elections of Board of Directors

Section 1

The election of the President-elect, Secretary, Treasurer, Six (6) Regional Directors, and Parliamentarian, shall be by ballot at the Annual Member Meeting.

Section 2

At the Board of Directors' second quarter meeting in the year before elections, the President shall appoint a nomination committee composed of three (3) > members in good standing. Any member interested in being a candidate for the Board of Directors must contact a member of the nomination committee by May 15th of that year. Ballots shall be prepared by the nomination committee with the names of the nominees for each office; and the ballots will be distributed by the Parliamentarian to all members present at the Annual Member Meeting. Voting will only occur during the Annual Member Meeting. Any member unable to attend the Annual Member Meeting must contact the Parliamentarian prior to the meeting to request an absentee ballot. The absentee ballot must be received by the Parliamentarian before the Annual Member Meeting. Absentee ballots received after the meeting will not be counted.

Section 3

The member candidate receiving the largest number of votes for each position shall be declared elected. The nomination committee and Parliamentarian will tabulate the ballots and contact elected Board members.

Article VIII – Waiver of Notice

Whenever any notice is required to be given to any member or Director of the Association under the provision of these Bylaws, or under the provision of the Articles of Incorporation, or under the Kentucky Nonprofit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

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