

# Bylaws of the Pacific Northwest (PNW) Florist Association

## **Article I - Name**

Section 1. The name of the Association will be the Pacific Northwest Florist Association, an Oregon and Washington nonprofit corporation, hereinafter referred to as the “PNW Florist Association” or “PNWFA”.

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

## **Article II - Definitions**

Section 1. The term “floral industry” or “industry” includes individuals, floral retailers, floriculture educators, designers 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. 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 III - Mission Statement**

The Mission of the Pacific Northwest Florist Association is to promote and support Florists and the Floral Industry, within the PNW Region. The PNWFA will strive to create a community among all styles of Florists, promoting integrity, professionalism, collaboration and education. The PNWFA will provide an environment in which to showcase the local floral industry in the region to the public, through marketing and media.

## Article IV - Membership

There will be three standardized paid membership classifications: Full Membership, Associate Membership and Allied 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. **A Full Membership** is granted to a lawfully registered and established business operating in the floral industry in the state of Oregon or Washington and will be entitled to one vote per paid membership. The following are eligible for Full membership into PNW Florist Association:

- a. **Retailer.** In which the person owns, has part-ownership, or manages a retail flower shop, plant shop, and/or garden center properly licensed in accordance with law, provided that the 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 in the state of Oregon or Washington.
- b. **Mass Marketer.** In which the person represents a company which has a full service floral department in the state of Oregon or Washington.
- c. **Independent Designer.** In which the person has a licensed business, and works independently within the floral industry.
- d. **Educational/Research Member.** In which the person represents an educational institution offering a program of floriculture education, and actively is employed by said institution.

Section 3. **An Associate Membership** is granted to an individual who is active or wishes to be active in the floral industry. Associate members do not have access to voting and must pay annual dues but at a 50% discounted rate. The following are eligible for Associate membership into PNW Florist Association:

- a. **Student Member.** Those persons who are actively enrolled in an accredited school of higher education studying floriculture.
- b. **Retired member.** Persons retired from the industry.
- c. **Individuals.** Persons with an active and demonstrated interest in the floral industry.

Section 4. **An Allied Membership** is granted to an individual or business supporting the PNW Florist association. Allied members do not have access to voting and must pay annual dues at the Allied member rate. The following are eligible for Allied membership into PNW Florist Association:

- a. Retail florists located outside the State of Oregon and Washington
- b. Manufacturers of florist supplies and accessories.
- c. Manufacturers or representatives of florist supplies and accessories.
- d. Commercial growers and distributors of flowers and plants.
- e. Wire services and sub organizations thereof.
- f. Retired or semi-retired from any of the above categories.
- g. Organized floral associations of the above categories in or out of the State of Oregon or Washington
- h. Supportive industries associated with the floral industry but not direct suppliers to the trade.
- i. Employees of business organizations who are members of the Association.
- j. Individuals supportive of the floral industry either located within or outside Oregon or Washington state.

Section 5. The Board of Directors may vote to make appropriate changes to the definitions and requirements of membership as it shall deem necessary or desirable.

Section 6. Membership Application. Any eligible person or company per Section 1 of this Article may become a member of the Association upon submitting a completed membership application with membership dues. The Board shall approve or disapprove the application based on the eligibility requirements specified in Section 1.

Section 7. Membership Dues.

- a. Full Members will pay \$ 60.00 in annual membership
- b. Allied Members will pay \$ 30.00 per annual membership
- c. Associate Members will pay \$ 120.00 per annual membership

Section 8. The Duration of Membership in the Association will be on a calendar year basis. Membership will be renewed at the beginning of the calendar year upon payment of annual membership dues. The annual membership dues for Full members, Allied members and associate members shall be set by the Board of Directors. It shall be the duty of the treasurer to bill for annual dues for the next year in October of the present year. Members not having paid by January 1, shall again be duly billed. Members failing to pay dues within 90 days after January 1 shall be considered inactive. Any time during this period, they may be reinstated without having to re-apply for membership.

Section 9. Termination of Membership. All rights, privileges, and interests of a member in the Association will cease on the termination of membership. Any member may withdraw from membership at any time by giving notice of such intention. Withdrawals are effective immediately upon notice. Dues will be nonrefundable.

a. Nonpayment of dues as cause for termination.

Renewing members will be given adequate notice to pay membership dues by the Board at least two weeks before their renewal date. Renewing members who fail to pay their dues prior to January 1, will be notified of their delinquency. If payment is not received 90 days after the aforementioned date, the membership will be terminated. The person or company will thereupon forfeit all rights and privileges of membership without notice or hearing; 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. Other causes for termination.

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, upon an affirmative majority vote, will terminate membership for due cause shown. The member in question will be given at least 20 days notice of the meeting of the Board of Directors wherein membership termination will be considered. Such members are entitled to be present throughout said meetings, to examine documents and witnesses, to present their own evidence, and to submit arguments in favor of their position, all in person or by counsel.

## **Article V. Committees**

Section 1. The Board of Directors may establish, or subsequently dissolve, formal committees (e.g. floral education committee, internship program committee, etc) made up of existing members. The purpose of committees will be to delegate specific tasks and responsibilities, to members with increased specialization or interest, as necessary or desired.

Section 2. The Board of Directors will appoint or transfer the chair(s) of such a committee. Any member of the Association may be the chair or member of a committee.

Section 3. Committee meetings will be accessible to all members, held on an online platform, and publicly advertised to the Association in general. The committee chair is responsible for hosting the meeting, creating an agenda, delegating an informal notetaker, and actively communicating with the Board.

Section 4. Each committee chair must regularly report any meeting minutes, initiatives, or new ideas to the Board. Any program proposed by any committee has to be approved by the Board of Directors.

Section 5. When funding is necessary or desired for a project organized within the committee, the committee chair will request funding from the Board of Directors. Upon a majority vote, the appropriate requested funding or partial funding will be entrusted to the formally appointed committee chair.

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.

## **Article VI. Member's Meetings**

Section 1. There will be an annual meeting led by the Board of Directors open to all members of the Association. The Board will determine a time and date most appropriate and accessible for the meeting. The meeting will be held on an accessible online platform to ensure all members from various locations will be able to attend. Notice of the annual meeting will be given to each member in various forms at least 7 days prior to the meeting each year.

Section 2. The purpose of PNWFA member meetings is to:

- a. Vote for new Board Directors (for Full Members only).
- b. Gather updates on committees within the Association.
- c. Present internal audit of Association finances from Secretary/Treasurer
- d. Create community within the Association.
- e. Bring up questions, comments, or concerns about the floral industry to the Association in general and create open discussion around these topics. The Board of Directors will act as leaders to these open discussions.

Section 3. Quorum. At any annual 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.

## **Article VII. Board of Directors**

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 execute 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 four (4) to seven (8) elected representatives of the floral industry, including one President and one Vice President. The President and Vice President will be appointed by the Board. The Board as a whole should reflect and represent the interests across the industry, therefore Directors should be active members of the PNW floral community.

Section 3. Director Positions.

- a) President. The President is the principal 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, Public Relations Director, and Membership Director.

- b) Vice President. The Vice President shall perform the duties of the President in the President's absence and those duties assigned.

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

Section 4. Nomination and Election.

- a) During annual member meetings, Board of Directors elections and introductions will formally take place. Prospective candidates may be either nominated for election by current Directors or Members, or volunteer themselves as a candidate.
- b) At least 7 days before the Member meeting, the Board will notify Full Members of the prospective candidates. Persons up for election, or reelection, will provide relevant biographical information, including concise information about their active involvement within the floral industry. This information and instructions about Full Members may vote will be communicated live during the Member meeting as well.
- c) The voting period will open immediately after the Member meeting concludes. Full Members will be able to vote on a virtual voting platform for 30 days and then when voting closes, all Members will be notified of the results of the election.
- d) The exception to Article VII Section 4 is the inaugural Board of Directors will be appointed by the founder of the Association without election.

Section 5. Length of Service. Each director will be elected for a three (3) year term.

Directors will enter into their term of service immediately upon a majority vote from the members of PNWFA. A Director will continue in office until the next all member meeting 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.

Section 6. Resignation. Any director may resign at any time by giving notice to the President 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.

Section 7. Removal. Any director may be removed, with or without cause, by two-thirds (2/3) vote of all directors.

Section 8. 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 President in advance. A Director who is absent from half of the regularly scheduled Board meetings in a calendar year will be removed for cause by a two-thirds (2/3) vote of the Board.

Section 9. Vacancies. Any vacancies that occur on the Board may be filled for the unexpired term by a vote of the Board. The Board may appoint an eligible Full member of the Association to serve as an interim Director until the next all Member meeting.

Section 5. Board of Director Meetings.

- a.) Regular meetings. The Board of Directors will have a minimum of three (4) meetings each calendar year. The meeting dates and times will be determined by the President and will be conducted on an accessible online platform. Each board member will be given at least ten (7) 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 adequate notice is given to 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 Secretary. 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 shall constitute a quorum at any regular or special meeting of the Board of Directors.

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. Indemnification. 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:

- a) breach of the director's duty of loyalty to the corporation or its members
- b) acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law;



- c) any transaction from which the Director derived an improper personal benefit.

Section 9. Good Faith Service. A Director of the Association will perform their duties, including their duties as a member of any committee, in good faith, in a manner they reasonably believe to be in the best interests of the Association, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing their duties, a Director will be entitled to rely on information, opinions, reports and statements, including financial data, prepared or presented by persons and groups on the Board of Directors, but they shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause such reliance to be unwarranted. Reports and statements a Director is entitled to 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 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 the Executive Director, Secretary/Treasurer, and any other such officers deemed necessary for the execution of PNWFA duties. All officers of the Association will be elected by the Board from internal or external to the PNWFA.

The Board may appoint new officer positions as necessary or desired for the management of the Association. A majority vote is necessary to create a new officer position. The Board will confirm each officer's eligibility and willingness to serve.

Section 2. The Executive Director will be the chief elected officer of the Association. They will preside at all meetings of the members and the Board of Directors. They will have general oversight, control, and management of the conduct of business of the Association and shall communicate all matters of importance to the membership. They 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.

The Executive Director will serve a one (1) year term and annually must be elected or reelected by a Board majority. There will be no term limits for the Executive Director position. Terms of office commence immediately upon election.

Section 3. 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. They 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. They will be responsible for overseeing the custody of the Association funds, securities and all assets. They will perform such other duties as are assigned to them by the Board of Directors. They 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 Association to the Board of Directors.

- a) Internal Audit. They will conduct an annual audit to be prepared for presentation at the annual membership meeting.
- a) The Secretary/Treasurer will serve a one (1) year term and annually must be elected, or reelected, by a Board majority. There will be no term limits for the Secretary/Treasurer position. Terms of office commence immediately upon election.

Section 5. The Executive Director will attend all Membership meetings and regular Board meetings of the Association. They will keep all minutes, records and votes taken at such meetings. They 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 their 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. This agreement will be drawn by the Executive/Finance committee and submitted to the Board for approval annually. They may also be assigned other duties from time to time by the Board.

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

Section 7. Executive Director Transition. The immediate past Executive Director will ensure the smooth transition to the new Executive Director. They shall assist and advise the incoming Executive Director with respect to transition of responsibilities and generally agreed upon culture and protocols.

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

Section 8. The Election will be conducted annually in January by the Board President. With a two week voting period, the ballots will be distributed to all Directors; one vote per Director.

Section 9. 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 X. Non-Discrimination Policy**

Section 1. Practicing Diversity, Equity, Inclusion, and Accessibility (DEIA). PNWFA seeks to acknowledge and celebrate the diverse talents and abilities of the floral industry and therefore, we must recognize the diverse identities and experiences of florists in our region. The Board must not exclude a person or company from membership on the basis of sex, gender, race, native language, immigration status, sexuality, religion or disability. The Board shall conduct every membership application and renewal process with strong consideration and attention to DEIA principles.

Section 2. This aforementioned policy includes, but is not exclusive of, hiring, firing, layoffs, promotions, wages, training, disciplinary action or any other terms, privileges, conditions, or benefits or employment, as well as non-discrimination in the providing of any services offered by this Association.

## **Article XI 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 on all active or associate members. The Board of Directors will change the amount of the dues for the operation of the association as appropriate.

Section 3. Dues will be payable in advance, but no later than the beginning of each member's membership anniversary.

- a) Renewing members who fail to pay their dues one month after the anniversary of membership will be notified of their delinquency. If payment is not received two months after the aforementioned date, the membership will be terminated.
- 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 at the discretion of the Board of Directors.

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 discretion of the Board.

Section 5. Annual Budget. An Annual budget will be prepared by the Executive Director, in collaboration with Secretary/Treasurer and committees, and submitted to the Board for their approval prior to the beginning of the new fiscal year.

Section 6. The Association will be adequately insured.

Section 7. Audit. The books of the Association will be audited annually. The Executive Director will work with the Secretary/Treasurer to see this is accomplished. The audit will be reported during the annual member meeting.

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 XII Amendments to Bylaws & Dissolution.**

Section 1. The Bylaws of this Association may be amended by a two-thirds (2/3) 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 Board meeting.

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.