

Article I. NAME AND REGISTERED AGENT

The Principle place of business of this corporation shall be Cedar Rapids, Linn County, State of Iowa. Its registered office shall be 4361 1st Ave SE Cedar Rapids, IA 52404 and its registered agent is Nancy Meckel. The Corporation may change its registered office or its registered agent, or both upon filing a statement with the Secretary of State in accordance with Chapter 504A of the Code of Iowa.

Article II. PURPOSES

The object and purpose of this corporation shall be to:

- A. Create and maintain good will among the retail and wholesale florists in the State of Iowa.
- B. Disseminate knowledge of mutual interest to its members:
- C. Assist its members with information relative to the care and use of flowers;
- D. Promote the use of flowers in any and every practical way and manner and the promotion of floriculture in general;
- E. Publish, edit, circulate and otherwise distribute any and all information relative to the growing, handling, care and preservation of flowers;
- F. And in general, to carry on any lawful business whatsoever in connection with the foregoing which is calculated directly or indirectly to promote the interest of the members of this corporation and extend to them the advantages of organization.

All policies and activities of the Association shall be consistent with applicable federal, state, and local antitrust, trade regulation, or other legal requirements.

Article III. MEMBERSHIP

Section 1.

There are seven classes of membership in the Iowa Florists' Association. Membership rights and privileges in all classes are contingent upon payment in full of yearly membership dues. The qualifications for each as approved by the Board of Directors are as follows:

1. Regular Membership: Retailer – a retail business entity located in the State of Iowa which receives a substantial portion of the profits from sale of flowers and plants. These members are entitled to all benefits of the Association. They may hold office and vote. Appointed individuals from the business may serve as their representative.
2. Regular Membership: Grower – a business entity located in the State of Iowa which receives a substantial portion of its profits from the production and/or sale of flowers and plants. These members are entitled to all benefits of the Association. They may hold office and vote. Appointed individuals from the business may serve as their representative.
3. Regular Membership: Free Lancers – Free lance designers possessing AIFD or State Master Florist accreditations or a State Sales tax certificate and Federal EIN. They may hold office and vote.
4. Association Members: retailers and growers located outside the State of Iowa, vendors, and independent sales representatives receiving a portion of their profit from the floral industry. These members are entitled to all benefits of this Association. They may hold office and vote. Appointed individuals from the business may serve as their representative.
5. Corporate Member: Retailer and/or Grower with multiple locations that meet the criteria in at least one of the above membership classes. Each individual location is entitled to all benefits of the Association. A Corporate Membership will be regarded as one entity and will receive one vote and may hold one office only.

An Appointed individual from the business may serve as their representative.

6. Affiliate Members: Cottage industries, educators, students, government officials, free lancers, resources or other individuals who are interested in promotion or pursuing the goals of the association. These members are entitled to all benefits of the Association, but may not serve on the Board of Directors or vote.
7. Honorary Members: An individual chosen at the discretion of the Board of Directors for the outstanding service to the cause of floriculture who has been actively engaged as a retailer, wholesaler or grower for a period of at least twenty years and has retired. Should honorary member leave retirement and return actively to the floriculture business or bring disgrace or discredit upon himself/herself or the Association, the honorary membership shall be terminated by a vote of the Board of Directors.

Section 2.

All new applicants for regular memberships must comply with the following standards:

- A. Have a permanently established place of business.
- B. Retail shops must have a designer with 3 years of experience or an Iowa Certified Designer as a permanent employee. Greenhouse operations must have a qualified grower as a permanent employee.

Section 3.

All members shall be subject to and governed by the Articles of the Incorporation and Bylaws and standards established by the Board of Directors. Any member may be suspended for good cause by the majority vote of the Board of Directors, but only after a full hearing has been given.

Article IV. BOARD OF DIRECTORS

Section 1.

The affairs of this corporation shall be managed and conducted by the Board of Directors comprised of representatives from the membership, and the immediate Past President. Multiple terms may be served in succession.

The Immediate Past President shall have the power to vote. All other Past Presidents shall be honorary members of the Board without the right to vote.

Section 2.

A Nominating Committee shall be appointed by the President to prepare a slate of nominees for the four directors to be elected.

The Nominating Committee shall consist of the President, Vice President, Treasurer and Immediate Past President.

The Nominating Committee shall consider, in the selection of individuals to be nominated as directors, individuals who would represent all regions of the state as well as individuals who would represent the different membership segments or categories. No more than one representative from each Regular Members organization may serve, at any time, as a member of the Board, unless said representative holds their own Regular Membership, with a maximum of two representatives per organization. All individuals included in the slate of nominees must agree to serve if elected.

Additional nominations may be made by a member in good standing at the Annual Meeting.

Section 3.

The new Directors shall be elected by the membership via an emailed election poll. The nominees receiving the highest number of votes shall be declared elected and notified of his/her election. In the event of a tie, the selection will be made by the majority of the Board members that are present. In the event of a

Board tie, the Chair will make the selection. All directors so elected shall take office at the first meeting of the new board to be had either during or immediately following the Annual Meeting of the Membership.

Section 4.

The Board of Directors shall have the power to fill vacancies occurring on the board and said appointees shall serve until their successors are elected in accordance with the Bylaws.

Section 5.

Any members of the Board of Directors being absent from two consecutive regularly called meetings, without good and sufficient cause shown, shall be automatically removed from office and the vacancy filled in as herein provided.

Section 6.

A meeting of the Board of Directors shall be held subsequent to the annual meeting of the membership for the purpose of electing officers for the subsequent year.

Article V. EXECUTIVE OFFICERS

Section 1.

The Executive Officers shall consist of a President, Vice President Treasurer and Immediate Past President, and they shall be elected by the Board of Directors from among their own number. The Officers so elected shall serve for a term of two (2) years and until the election and qualifications of their successors. The President must be elected from those directors serving their second and third year on the Board. The President shall be allowed to succeed himself/herself for an additional term. Any vacancy occurring in any office shall be filled by the Board of Directors for the unexpired term. The duties of the Executive Board shall include an annual evaluation of the executive office position.

Article VI. COMMITTEES

The Board of Directors shall have the power to alter, add to, or eliminate committees as they deem advisable for the welfare of the Association without the approval of the membership.

Article VII. MEETINGS & QUORUM

Section 1.

The meetings of the Board of Directors shall be at the call of the President, Special meeting of the Board of Directors may be called by a petition of three directors with a request to the President, upon whom it shall be mandatory to call the meeting. It will be necessary that five (5) directors be present at such regular or special meeting of the Board of Directors to constitute a quorum.

Section 2.

The President shall act as Chairman of the Board of Directors and shall have the right to withhold his vote on any matter coming before the Board, but in case of a tie vote shall cast the deciding ballot.

Section 3.

The annual meeting of the Association shall be held each year at a time and place to be designated by the Board of Directors. Notification of the Annual Meeting shall be given to the membership by email at least ten (10) days prior thereto. The Annual Meeting may be held either physically or via media or internet channels.

Section 4.

Special or general meetings of the membership of the corporation may be called by the President or any other officer as designated pursuant to a majority vote of the Board of Directors.

Section 5.

Should a situation arise that would require an emergency meeting to be called, an online or email poll that clearly states the question or concern and is presented to all Board of Directors may be utilized.

Article VIII. FINANCES

Section 1.

The funds of the corporation shall be deposited in such financial institutions or brokerage accounts as may be designated and approved by the Board of Directors. All outstanding billings incurred by the Association must be approved for payment by the President. All checks or drafts on the corporation shall be signed by either the President, Treasurer, or a member designated by the Board of Directors.

The books and records of such funds shall be reviewed by the audit committee between January 1st and January 31st of each year and tax filing shall be prepared.

Section 2.

All contributions of money or gifts made in the name of the Iowa Florists' Association must be confined and specially earmarked for direct use in developing and promoting floriculture and/or ornamental horticulture as described in Article IV of the Articles of Incorporations and such expenditures be approved by two-thirds vote of the Board of Directors.

Section 3.

All Purchases made by the corporation and all contracts entered into shall be under the direction of the Board of Directors. No officer director or member shall purchase any item or enter into any contract for the corporation unless approved by the Board of Directors and entered in the minute book of the corporation. All expenditures outside of the monthly recurring and pre-approved payments of the Board must be submitted for approval one (1) week prior to the expenditure date. In a case that would

constitute an emergency, the purchase must be approved by the President or Treasurer and be brought to the attention of the board within one (1) week.

Article IX. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised shall govern all parliamentary matters not provided by the Bylaws or the rules of this corporation.

Article X. CORPORATION

Section 1.

The corporation shall be operated under, by and pursuant to its Articles of Incorporations and Bylaws.

Section 2.

Whenever the words "Directors" or "Board of Directors" shall be used herein, it shall mean the regularly elected Directors of the Corporation.

Article XI. AMENDMENTS

The Board shall have the power to erect, amend, or repeal Bylaws suitable for the conduct of the business of this corporation.

Article XII. DISSOLUTION

Dissolution of the Iowa Florists' Association may occur with two-thirds vote of the membership present at a Special Meeting called for that purpose in which case all assets shall be distributed to one or more recognized and qualified charitable, educational, scientific, or philosophical organizations selected by the Board of Directors.

Article XIII. IDEMNIFICATION

Section 1.

The Corporation shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that she/he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by that individual in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2.

If a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by that individual in connection therewith. Any indemnification (unless ordered by a court) shall be made by

the Corporation only as authorized in the specific case upon a determination that the indemnification of such person is proper because that individual has met the applicable standard of conduct set forth in Section 1; such determination shall be made (1) by the Board by a majority vote of Quorum consisting of directors not parties to such action, suit or proceedings, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel if a written opinion, or (3) by the shareholders. Expenses incurred in defending a civil or criminal action, suit, or proceeding as authorized in the manner provided in this Section upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified as authorized herein. The indemnification provided herein shall not be exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, and shall continue as to person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. The Board shall have power to purchase and maintain insurance on behalf of any person who is or was serving on behalf of or at the request of the Corporation arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions hereof.