



**THE CONSTITUTION AND BYLAWS OF
WHOLESALE FLORIST & FLORIST SUPPLIER ASSOCIATION, INC.**

Amended December 8, 2017

Article I – NAME

The name of this organization is WHOLESALE FLORIST AND FLORIST SUPPLIER ASSOCIATION, INC. (herein referred to as the “Corporation”).

Article II – GENERAL PURPOSE

Section 1. The Corporation shall conduct its affairs as a non-for-profit industry trade association as determined pursuant to the federal and state antitrust and tax laws now in existence or hereafter enacted and as such shall conduct its activities accordingly.

Section 2. The Corporation consists of members who are proprietorships, partnerships, and/or corporations (hereafter collectively referred to as the “entities” and individually as the “entity”) which qualify for membership as set forth in Article IV hereof.

Article III – MISSION

The purpose of the Wholesale Florist & Florist Supplier Association, Inc. is to enhance the networking and economic opportunities of floral wholesale distributors and those floral suppliers who market through them.

Article IV – MEMBERSHIP

Section 1. There shall be multiple categories of members, comprising wholesale, supplier and associate categories of membership.

Section 2. The Board of Directors shall establish the criteria for each category of membership, which may be updated and/or modified from time to time as referenced through the WF&FSA membership applications available at wffsa.org and through the WF&FSA office.

Article V – MEMBERSHIP MEETINGS

Section 1. Annual Meetings. The annual meeting of the members of the Corporation (which may also be designated as its Annual Conference), for the election of Officers as provided herein, the consideration of reports, and the transaction of such other matters as may properly be brought before such meeting, shall be held a time and place designated by the Board of Directors. Upon due notice there may also be considered and acted upon at an annual meeting any matter which could properly be considered and acted upon at a special meeting, in which case and for which purpose the annual meeting shall also be considered as, and shall be, a

special meeting. In the event the annual meeting is not held or its Officers are not elected thereat, a special meeting may be called and held for that purpose.

Section 2. Special Meetings. Special meetings of the members of the Corporation may be held on any day when called by the President of the Board of Directors. Calls for special meetings shall specify the purpose or purposes hereof, and no business shall be considered at any such meeting other than that specified in the call therefore.

Section 3. Place of Meetings. Any meeting of members may be held at any place as may be designated in the notice of said meeting.

Section 4. Notice of Meeting and Waiver of Notice.

Notice. Written notice of the time and place, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each member not less than ten (10) days or more than ninety (90) days before the date fixed for the meeting. Such notice shall be sent to each member upon the records of the Corporation, and notice shall be deemed to have been given on the day the notice shall have been sent. If any meeting is adjourned to another time or place, no notice as to such adjourned meeting need be given other than by announcement at the meeting at which an adjournment is taken. No business shall be transacted at any such adjourned meeting except as might have been lawfully transacted at the meeting at which such adjournment was taken.

Waiver. Notice of any meeting may be waived in writing by any member either before or after any meeting of members or by attendance at such meeting without protest prior to the commencement thereof.

Section 5. Voting. One person from each Regular member firm in attendance and voting shall be entitled to cast one vote on each proposal submitted to such meeting, including the election of Officers of the Corporation. Associate members shall not be entitled to vote. At any meeting at which a quorum is present, all questions and business which may come before the meeting shall be determined by a majority of votes cast, except when a greater proportion is required by law, the Certificate of Incorporation, or this Constitution and Bylaws.

Section 6. Quorum and Business at Meetings. Upon written or electronic notice in advance, the business of the Association at annual or special meetings shall be conducted by the majority of Regular members in attendance.

Article VI – DIRECTORS

Section 1. General Powers. The business, power and authority of the Corporation shall be exercised, conducted and controlled by the Board of Directors, except where by law, the Certificate of Incorporation or this Constitution and Bylaws require action to be authorized or taken by the regular members.

Section 2. Number and Composition. The Board of Directors shall consist of a maximum of thirteen (13) with a minimum of nine (9) members including the President, First Vice President, Immediate Past President, Executive Vice President and Treasurer of the Corporation (hereafter collectively referred to as “Ex Officio Directors”). The majority of the board shall be comprised of wholesaler-distributors.

Section 3. Directors. Election of a Director of the corporation shall be made by the Regular members prior to the Annual Meeting. Elections shall be conducted by the Executive Vice President at such time, at such place, and in such manner as the Board of Directors shall determine. Nominees for such elections shall be selected by

a Nominating Committee consisting of the Immediate Past President, President and two other regular members appointed by the President. Candidates so selected shall be identified to the Executive Vice President of the Corporation at least thirty (30) days prior to the Annual Meeting at which such directors would normally take office.

Section 4. Qualification. A Director, other than the Executive Vice President, must be an officer, director, owner, or co-owner of, or an employee empowered to act for and verified by ownership if necessary, which is a Regular member of the Corporation.

Section 5. Term. Ex Officio Directors shall serve on the Board of Directors for the term of their office. The immediate Past President shall serve for the same period as his successor. Directors shall serve for a term of three years. No Director having served a term of the three consecutive years as a Director shall again be eligible for election as Director until two years after the expiration of such term. Directors may serve terms exceeding three years if progressed into Executive Committee leadership.

Section 6. Resignation. A resignation from the Board of Directors shall be determined to take effect immediately upon its being received by any incumbent Officer of the Corporation, other than an Officer who is also the resigning Director unless some other time is specified therein.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors through death, resignation, or removal of a Director prior to expiration of his term shall be filled by appointment of an interim Director, otherwise eligible hereunder, from the Regular membership. Such appointment shall be made by the President (or, if his death, resignation or removal has created the vacancy, by whichever Officer of the Corporation has succeeded to his functions) with the approval of the Board of Directors. An interim Director so appointed shall serve for the unexpired portion of the term created by the vacancy. A successor Director shall then be nominated and elected as provided herein. Successor Directors shall be eligible for election to a full term.

Section 8. Meeting of Directors.

Regular Meetings. The holding of the regular meeting of the Board of Directors shall constitute notice of such meeting, which may then be held without further notice. Other regular meetings shall be held at such other times and places as may be fixed by the Board of Directors.

Special Meetings. Special meetings of the Board of Directors may be held at any time upon call of the President, or, in case of the President's absence, death, or disability, the First Vice President, or upon call of a majority of Directors.

Place of Meetings. Any meeting of Directors may be held at any place as may be designated in the notice of said meeting.

Notice of Meeting and Waiver of Notice. Notice of the time and place of any regular or special meeting of the Board of Directors (other than the regular meeting thereof following the adjournment of the Annual Meeting of the members or following any special meeting of the members at which Directors are elected) shall be given to each Director by mail or electronic communication at least five (5) days before the meeting, which notice need not specify the purpose of the meeting.

Section 9. Quorum and voting. At any meeting of Directors, a majority of the total number of Directors shall constitute a quorum for the transaction of business at such meeting. At any meeting at which a quorum is present, all acts, questions and business which may come before the meeting shall be determined by a

majority of votes cast by the Directors then present, unless the vote of a greater number is required by law, the Certificate of Incorporation, or the Constitution and Bylaws.

Section 10. Committees and Task Forces.

Appointment. The President, by and with the direction of the Board of Directors, may from time to time appoint certain of its members to act as a committee, committees or task forces in the intervals between meetings of the Board of Directors and may delegate to such committee or committees powers to be exercised under the control and direction of the Board of Directors. Each such committee or task force and each member thereof shall serve at the pleasure of the Board of Directors.

Committee and Task Force Action. Except as otherwise provided herein and unless otherwise provided by the Board of Directors, a majority of the members of any committee or task force appointed by the Board of Directors pursuant to this Section shall constitute a quorum at any meeting thereof and the act of majority of the members present at a meeting at which a quorum is present shall be the act of such committee or task force. Committee decisions are subject to implementation after approval of the Board of Directors and such committee or task force shall prescribe its own rule for calling and holding meetings and its method of procedure, subject to any rules prescribed by the Board of Directors, and shall keep a written record of all actions taken by it.

Executive Committee. The Executive Committee shall consist of the President, the First Vice President, the Executive Vice President, the Treasurer and the Immediate Past President. The Executive Committee shall be responsible for the executive affairs of the Corporation between regularly scheduled meetings of the Board of Directors, subject to any restrictions on its actions imposed by the Board of Directors. Any three (3) members of the Executive Committee shall constitute a quorum for the purpose of transacting business at any meeting thereof. The Executive Committee will oversee the finances of the association, led by the treasurer. The Executive Committee shall oversee an audit by a Certified Public Accountant and a report of such audit to be submitted to the President at least ten (10) days prior to the Annual Meeting. The Executive Committee shall also be responsible for preparing a budget for the ensuing year, and such budget shall be submitted to the Board of Directors for approval prior to the beginning of the fiscal year.

Section 11. Action of Directors without a Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if authorized by a writing or writings approved by all of the Directors.

Article VII – OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a President, a First Vice President, Executive Vice President (who shall also serve as Corporate Secretary), and a Treasurer. The President, the First Vice President and the Treasurer shall be elected for a term of one year by a majority vote of the Regular members at the Annual Meeting.

Section 2. Term. Officers shall serve until the adjournment of the succeeding Annual Meeting and thereafter, or until successors shall have been chosen and shall have qualified. Any vacancy occurring prior to the expiration of the term of an Officer as a result of his death, resignation or removal shall be filled by majority action of the Board of Directors. Any interim Officer so elected shall serve the unexpired portion of the term in respect of which the vacancy was created and until his successor shall have been chosen and shall have qualified. Interim Officers shall be eligible for election to a full term of office.

Section 3. Duties.

President. The President shall be the chief elected officer of this Corporation, presiding at all meetings of the Board of Directors and responsible for the general supervision, direction and management of the affairs of this Corporation. The President may execute on behalf of this Corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this Corporation.

First Vice President. The First Vice President shall perform the duties of the President in case of the latter's absence or disability. Provided that the President has delegated specific authority to the First Vice President, the execution by the First Vice President on the behalf of this Corporation of any instrument shall have the same force and effect as if it were executed on behalf of this Corporation by the President. The First Vice President also serves as the liaison to WF&FSA committees.

Treasurer. The Treasurer shall be responsible for maintaining accurate financial records for this Corporation and safeguarding the assets of this Corporation. The Treasurer shall present a report of this Corporation's financial transactions and status to the Board of Directors at its meeting and shall, from time to time, make such other reports to the Board of Directors as it may require. The Treasurer shall perform such other duties as may be assigned, from time to time, by the Board of Directors, including presenting the annual budget.

Immediate Past President. The Immediate Past President shall be responsible for guiding the Board's Leadership Development and Nominating Committee efforts, related to identifying, vetting and recommending candidates for consideration to serve as future Board members.

Executive Vice President. The Executive Vice President shall perform such duties and have such powers as shall be specified, from time to time, by Resolution of the Board of Directors, which may include, but not be limited to: attending all meetings of the Board of Directors and all meetings of the Members; recording all the proceedings of such meetings of the Board to be kept for that purpose; having custody of the Corporation's funds and securities donated to the Corporation; keeping full and accurate accounts of receipts and disbursements and books belonging to the Corporation; depositing all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, disbursing the funds of the Corporation subject to the approval of the Treasurer and as may be ordered by the Board of Directors; taking proper vouchers for such disbursements and rendering to the President and the Board of Directors an account of all such transactions of the financial condition of the Corporation when so requested by the Board. The Executive Vice President will oversee and manage any other staff members who may serve the Corporation.

Article VIII – FINANCE

Section 1. Revenues. The revenues of this Corporation shall be derived from annual membership dues and such other sources as may be approved by the members at the Annual Meeting or by the Board of Directors.

Section 2. Dues. Membership dues shall be due and payable on January 1 of each year, and the amount of such dues for each ensuing year shall be determined by the Board of Directors.

Article IX – VOTING

Section 1. Membership Applications. All applicants for Regular and Associate membership must be approved for membership by a majority vote of the Board of Directors.

Section 2. Other. Each Regular member is entitled to exercise one vote at meetings at which he is in attendance, to cast one vote by email or mail when a national issue is considered, and to cast one email or mail ballot for the Directors.

Article X – DISCIPLINE

Section 1. Suspension or Expulsion. Any Regular or Associate member of this Corporation may be suspended or expelled by a majority vote of the Board of Directors for unethical conduct or for any conduct tending to bring the Corporation into disrepute in the floral industry or in the eyes of the public. Allegations concerning any Regular or Associate member that might lead to suspension or expulsion for unethical conduct or misconduct must be filed in writing with the Executive Vice President at least thirty (30) days before any meeting at which such allegations are to be heard. Allegations must be signed by the person making them. Allegations may be offered by any member of the Corporation or by third parties. Allegation may also be offered by the Board of Directors or by any of its members. Allegations shall be promptly communicated to the member concerned who shall also receive not less than fifteen (15) days' notice in writing of any meeting convened to consider the allegations made. At any such meeting the member concerned may appear in person, may be represented by counsel, may offer evidence to rebut or explain the allegations made, and shall be entitled to confront and to cross-examine witnesses introduced in support of the allegations made.

Section 2. Membership Requirement. Any member who shall fail to meet or continue to meet the criteria for eligibility for membership may be suspended or expelled or reassigned to the appropriate membership category, by two-thirds majority of the Board of Directors. The Board of Directors, from time to time, may require members to verify their eligibility for membership.

Section 3. Nonpayment of Obligations. Any member who shall have failed to pay such dues as are specified for their membership category, who shall have failed to pay any other valid obligation to the Corporation, for a period of three months after such obligations are due and payable, may be suspended or expelled.

Section 4. Actions contrary to Conference Obligation. WF&FSA members acknowledge that the Floral Distribution Conference is an integral part of the services the corporation provides its members. Accordingly, any member who operates an exhibit outside the WF&FSA Conference circumventing the rules of the event may be expelled or suspended by a majority vote of the Board of Directors.

Article XI – TRANSPORTATION AND PER DIEM EXPENSE

Compensation. The Board of Directors may, from time to time, fix, by resolution, reimbursement for reasonable travel expenses for board meetings. Directors shall receive no other fixed salary or compensation for their services as Directors, without approval of two-thirds of the members entitled to vote.

Article XII – AMENDMENTS

Amendments to Bylaws. Both the Board of Directors and the members entitled to vote shall have the power to amend these Bylaws. The power of the Board of Directors shall be subject to the powers of the voting members. The Board of Directors may amend the Bylaws by adopting a resolution setting forth the amendment. The Board of Directors may not adopt, amend, or repeal a bylaw fixing voting rights of members, fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications, or terms of office without a vote by the members entitled to vote. The membership entitled to vote may amend the Bylaws by adopting a resolution setting forth the amendments by the affirmative vote of a majority of all members who are entitled to vote.

Article XIII – MISCELLEANOUS

Section 1. Director Conflicts of Interest. This Corporation shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors at a meeting at which there is a quorum without counting the interested director. Failure to comply with the provisions shall not invalidate any contract or transaction to which this Corporation is a party.

Section 2. Indemnification. To the full extent permitted by any applicable law, this Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this Corporation, by reason of the former or present capacity of the person as:

- A director, officer, employee or member of a committee of this Corporation or,
- A director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer, or employee of this Corporation, is or was serving the other Corporation at the request of this Corporation or whose duties as a director, officer or employee of this Corporation involve or involved such service to the other Corporation, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorney's fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of the matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This Corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this Corporation against any liability asserted against such person as incurred by such person in any such capacity.

Indemnification under this Article shall be secondary to all insurance coverages.

Section 3. Electronic Communications. A member, director or committee member may participate in a meeting by any means of communication (if electronic communication is readily accessible and determined to be appropriate) through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among members, directors, or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the members, Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient in a meeting by that means constitutes presence in person at the meeting.

Section 4. Authority to Borrow, Encumber Assets. No director, officer, agent or employee of this Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property, except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

Section 5. Deposit of Funds. All funds of this Corporation shall be deposited from time to time to the credit of this Corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.