

**ARTICLES OF INCORPORATION
ARKANSAS FLORISTS ASSOCIATION, INC.**

ARTICLE I

**NAME, FORM OF ORGANIZATION,
RESIDENT AGENT, AND PRINCIPAL OFFICE**

Section 1. The name of this corporation shall be ARKANSAS FLORISTS ASSOCIATION, INC.

Section 2. It shall be incorporated as a corporation not for profit under the provisions of Arkansas Non-profit Corporation Act (Act No. 176 of the Arkansas Acts of 1963)

Section 3. The principal office of this corporation shall be 101 East Church Street, Morrilton, Conway County, Arkansas 72110

Section 4. The resident agent for service of this corporation shall be William C. Plummer, 101 East Church Street, Morrilton, Conway County, Arkansas 72110.

Section 5. The period of duration of this corporation shall be perpetual.

ARTICLE II

PURPOSES

Section 1. The purpose of this corporation shall be to promote and encourage an exchange between members of ideas, principles, policies and methods of conducting the floral business; To promote good feelings and honest dealings with other florists and with the public in general; and to further generally the floral business in the State of Arkansas.

Section 2. This corporation is a non-profit, non-stock, non-political, and non-sectarian organization, and it's purpose is not to engage in a regular business of a kind ordinarily carried on for profit. No portion of the corporation's net earnings shall inure to the benefit of any private shareholder, member, or individual.

ARTICLE III

POWERS

Section 1. In order to accomplish the forgoing purposes the corporation shall have the following powers:

(a) To receive and administer funds and properties of all kinds for the above purposes, and to that end take and hold by bequest, devise, gift, purchase, loan or lease either absolutely or in trust, for said purposes or any of them, any property, real, personal or mixed, without limitations as to amount of value except such limitations, if any, as may be imposed by law or by the provisions of these, it's Article of Incorporation: to sell, convey and dispose of any such property and to invest and to reinvest the principal thereof, and to deal with and expend such principal or the income therefrom for any of the purposes of the corporation, either by direct action of the corporation or by means of trusts created by it, without limitation, except such limitation, if any, as may be contained in the instrument under which such property are received; to receive any property, real, personal, or mixed, in trust under the terms of any deed, will, deed of trust or other trust instrument for the purposes of the corporation, and in administering the same, to carry out the directions and exercise the powers contained in the instrument under which the properties received, including the expenditure of the principal as well as the income for one or more of such purposes, if

authorized or directed in the instrument under which it is received: take title to, hold and use proceeds and income of real estate, personal estate, stocks, bonds, obligations or other securities of any person or persona, corporation, domestic or foreign, for the purposes of the corporation: and in general to exercise such other powers as the Directors may deem requisite to promote the general purposes of the corporation and as are permitted by law to corporations of its class, and to have all other powers with which such corporations are endowed.

(b) In order to obtain funds in furtherance of the above stated purposes, the corporation shall have power to conduct campaigns for raising funds, and to accept contributions from individuals, corporations and other bodies, foundations and organizations. It shall have the power to make and sell floral arrangements and related objects in connections with conventions, fair exhibits, or shows. It shall have the power to solicit and receive funds from the public for the purposes of the corporation, but no part of such funds or property received as a gift and no part of the net earnings, or any of the principal, or corpus of this corporation shall inure to the benefit of any director, directors, member or members of the corporation, and no part thereof shall be devoted to carrying on of propaganda or otherwise attempting to influence legislation.

(c) All rights, powers and authority given by the Arkansas Non-Profit Corporation Act (Act No. 176 of Arkansas Acts of 1963)

(d) To do all and everything necessary and proper for the accomplishment of the purposes enumerated herein-above, or any amendment hereto, or necessary and incidental to the protection and benefit of the corporation; and in general to carry on any lawful business necessary or incidental to the attainment of the objectives and purposes of the corporation.

ARTICLE IV MEMBERSHIP

Section 1. The names and street or post office addresses of the incorporators of this corporation are those shown on the attached list, marked Exhibit A and made a part hereof.

Section 2. The membership of the corporation shall be composed of the incorporators named in Section 1 of this article, and such other members as may be admitted to membership from time to time pursuant to the following provisions:

(a) Membership of the Association shall consist of three classifications: ACTIVE, ASSOCIATE, AND HONORARY.

(b) ACTIVE members shall be those firms actively engaged in the retail floral industry, with a valid Arkansas State Retail Tax Permit Number and whose place of business is located within the State of Arkansas.

(1) Firm as a membership may consist of either sole proprietor, partnership, or corporation.

(2) No firm shall hold more than one membership.

(c) ASSOCIATE members will be granted to individuals, firms or organizations affiliated with the floral industry. Associate Members in good standing will be listed in the Association membership directory and will receive all mailings. Associate members will be eligible to register for and attend all Association functions and convention, eligible to register for and attend any educational programs, eligible to enter any competition and accept any prizes offered (provided they met the rules and regulations of the donors). Annual dues and any registration fees for association functions are the same as active members.

(1) Associate Members will adhere to By-laws (Article I Board of Directors Section 2)

Associate Member's physical home address will be required to be on file.

(1) Associate Members will adhere to By-laws (Article I Board of Directors Section 2)

Association membership will be granted to the following categories:

- Former owners, persons engaged in the floral industry, Active & Associate Members
- Out of State Florists
- Floral Wholesale Companies
- Wedding and Event Planners
- Interior Designers
- Free Lance Designers
- Sales Representatives engaged in business allied to the Floral Industry
- Owners and Operators of Nurseries and Greenhouses
- Any other industry affiliated with the Floral Industry

(d) Membership shall NOT be transferable. New firms shall make application for membership using the new Tax Permit Number.

(e) HONORARY memberships shall be awarded those individuals or firms, retail or wholesale, having been active in the Arkansas Florists Association for fifteen (15) consecutive years and are no longer engaged in the active floral industry. This membership would entitle these persons, upon payment of any registration fee normally charged, to attend the Arkansas Florist Convention and meetings without paying yearly dues. Honorary members will not have voting privileges. All Past Presidents will be considered Honorary Members. The retired member or a fellow florist must request an application for Honorary Membership.

ARTICLE V

OFFICERS AND DIRECTORS

Section 1: The officers of the corporation shall be a President who has served at least one (1) year on the Executive Board; First vice-president; Second vice-president; Third vice-president; and a Secretary-Treasurer, all of whom have served at least one (1) year on the board.

Section 2: The direction and management of the corporation shall be vested in a Board of Directors. The Directors constituting the first Board of Directors, together with their respective addresses, are shown on the attached list, marked Exhibit B and a part hereof. The Immediate Past President shall also be a member of the Board of Directors for one (1) year after they retire from office. Any interim vacancies in the Board of Directors between annual meetings shall be appointed the President, subject to the approval of the Board of Directors at its next regular meeting.

ARTICLE VI

AMENDMENTS

Section 1: Any proposed amendment to these Articles of Incorporation shall be presented in writing to the membership prior to the meeting at which the amendment is to be voted upon, and approval thereof shall be by vote of not less than two-thirds of the votes cast.

ARTICLE VII

DISSOLUTION

Section 1: In the event of dissolution of the corporation, all assets shall be distributed to an

organization or organizations having like purposes to the corporation, contributions to which are deductible as charitable contributions under the Internal Revenue Code of 1954.

IN WITNESS WHEREOF, we have here-unto set our hands this 12th day of August , 1975.

SIGNATURES OF INCORPORATORS

Watson Light (West Helena)
Josephine Bray (Malvern)
W.C. "Bill" Plummer, (Morrilton)
Kay Clifford (Rector)
Corinne Shepherd (Pine Bluff)
Sue Burns (Fort Smith)

BY-LAWS

ARKANSAS FLORISTS ASSOCIATION, INC.

ARTICLE I

BOARD OF DIRECTORS

Section 1: The property and assets of the Association shall be invested in and under the control of the Board of Directors, which shall consist of the following:

- (a) President**
- (b) First Vice-President, Second Vice-President, Third Vice-President**
- (c) The surviving and most recently retired Past President**
- (d) Secretary-Treasurer**
- (e) Six Directors (Position One; Position Two; Position Three; Position Four; Position Five; Position Six)**

Section 2: Only Former Owners, Persons engaged in the floral industry(Wedding & Event Planners, Interior Designers, & Free Lance Designers who are not employed by a retail floral firm) must adhere to ARTICLE IV - MEMBERSHIP, Section 2b), Active and Associate Members (that have been in the floral industry 5 or more consecutive years) or corporate officers of firms who held active membership for at least one (1) year prior to their election, and whose dues are paid shall be eligible to serve on the Board. (Your five (5) year history must be noted on the Membership Application.)

Section 3: Each incoming Board Member shall take office the first Monday following the annual convention and election.

Section 4: It shall be the duty of the Board and it is hereby empowered:

- (a) **To conduct the affairs of the Association toward the best interest in accordance with their sound judgment:**
- (b) **To purchase or sell such equipment or property that may be necessary for the conduct of its business.**
- (c) **To employ necessary agents and fix compensation:**
- (d) **To invest funds in the name of the Association:**
 - (e) **To supervise all activities of the Association at meetings:**
 - (f) **To take all measures not inconsistent with the By-Laws:**
 - (g) **To discipline, suspend or expel members guilty of violating any part of the Constitution or By-Laws or rules and regulations governing members.**

Section 5: Seven members of the Board shall constitute a quorum for the transaction of business. Voting by proxy shall not be allowed.

Section 6: Two successive absences of any announced Board Meetings without adequate excuse to the Secretary-Treasurer or President, prior the meeting, written or verbal, shall result in their removal as a member of the board.

Section 7: Any vacancy existing in the Board shall be filled by appointment of a past president by the current president, subject to approval by the Board at it's next regular meeting. A successor for the unexpired term shall be elected by ballot vote at the time designated for the election of officers. No appointee can be re-elected.

Section 8: The president may call a meeting of the Board at any time by giving at least ten (10) days notice to each Board member by mail or fax or E-mail. The president must call a meeting within thirty (30) days upon written request of seven (7) of it's member addressed and transmitted to the President and to the legal headquarters by mail or fax or E-mail..

Section 9: The Board may be called into daily meetings at an annual convention or a special called Members Meeting.

Section 10: The President, the Immediate Past President, The first, second, and third Vice-Presidents, and the Secretary-Treasurer shall constitute the Executive Board to function between meetings of the Board. Any recommendations of the Executive Board shall be presented to the Board of Directors for final approval.

ARTICLE II

OFFICERS

Section 1: The officers shall be a President who has served at least one (1) year on the Executive Board; A First Vice-president; a second Vice-president; a Third Vice-president; a Secretary-Treasurer, all of whom have served at least one year on the board.

Section 2: A President, First, Second, and Third Vice-presidents, and a Secretary-Treasurer shall be elected at each annual meeting. The term of office of each shall be for one (1) year beginning the Monday immediately following the annual members meeting (during the convention) and election of officers.

Section 3: The President and each Vice President shall not be eligible to succeed himself.

Section 4: The Secretary-Treasurer shall be eligible for re-election.

**ARTICLE III
DUTIES OF OFFICERS**

Section 1: The President shall:

- (a) Preside at all meetings of the Association, Board, Executive Board.**
- (b) Be charged with the duties of carrying into effect all orders and resolutions.**
- (c) Be an ex-officio member of all committees, except the Nominating Committee, but shall vote only when there is a tie vote.**
- (d) Receive and hold, during his term of office, the Surety Bond of the Secretary-Treasurer.**
- (e) Appoint the Election and Nominating Committees.**
- (f) Appoint, with the concurrence of the Executive Board, committees as in his judgment are necessary for the proper conduct of affairs of the Association.**
- (g) Have such other powers and duties as are incident to the office of a President.**

Section 2: The First Vice-president, in the absence of the President, shall perform all duties devolving upon the President. In the event of the resignation, death, loss of eligibility, or disability of the President, the First Vice-president shall perform the duties of the President.

Section 3: The Second and Third Vice-presidents shall perform duties designated by the President.

Section 4: The Secretary-Treasurer shall keep all records of the meetings of the Association, the Board, and the Executive Board; shall be the chief financial officer; and generally perform such duties as usually pertain to the office of Secretary-Treasurer.

Section 5: The Secretary-Treasurer shall execute fidelity bond to the Association, in the amount set by the Executive Board, for the faithful performance of his duties, and the faithful accounting of all funds of the Association which shall come into his possession.

Section 6: The books of account of the Association shall be audited annually by a Certified Public Accountant for each calendar year. The audit must be verified by the Executive Board.

**ARTICLE IV
DIRECTORS AND REPRESENTATIVES**

Section 1: One Director for Position Six, shall be elected at each annual members meeting of the corporation and shall serve without compensation for a period not to exceed six (6) years, or until a successor is duly elected and qualified. The term of office shall begin on the first Monday immediately following the annual members meeting at the convention and election.

Section 2: No Director shall be eligible to succeed one's self.

Section 3: The immediate Past President shall also be a member of the Board of Directors for one (1) year after retiring from office.

Section 4: The president shall invite, with the approval of the board, a representative from the wholesale sector of the Association providing they are a member of the association. The wholesale representative will attend meetings and advise the board concerning matters of importance to the trade from the wholesale point of view.

**ARTICLE V
COMMITTEES**

Section 1: Nominating Committee: Consisting of three (3) members who shall be three immediate past presidents not serving on the board of directors. The committee shall nominate not more than three (3) eligible members for President, each of whom has served by election at least one (1) year on the Executive Board. Not more than three (3) each for First, Second, and Third Vice-president, each of whom have also served one (1) year on the Board. Not less than three (3) candidates shall be nominated for the office of Director for a six (6) year term. The candidate receiving the most votes shall serve as director beginning on the first Monday following the election. In the event of vacancies, each position will move to the next position. In the event there is an additional director vacancy, no less than three (3) candidates shall be nominated for each vacancy. Members of the nominating committee shall be ineligible for nomination.

Section 2: Election: For each annual meeting, the President shall appoint an Election Committee of three (3) members, none of whom shall be nominees or a member of the Board. The Election Committee shall conduct the election and report the totals to the President as soon as the results are determined. The committee will also inform the candidates of the results.

**ARTICLE VI
MEMBERSHIP FEES AND DUES**

Section 1: Initial dues are payable with application for membership.

Section 2: Yearly membership is from January 1 to December 31. Annual renewal notices will be mailed to the membership in December of each year.

Section 3: In case of lost eligibility, No refund shall be made of the unused part of the yearly dues.

Section 4: Any members in arrears on March 31, shall be dismissed and declared delinquent from the association. Any lapsed member desiring reinstatement shall be considered a new applicant.

**ARTICLE VII
MISCELLANEOUS**

Section 1: Ten percent (10%) of the total number of members in good standing constitute a quorum for the transaction of business at the annual members meeting.

Section 2: The city for the next annual meeting shall be selected by the Executive Board.

Section 3: Each person before attending an annual meeting shall pay a registration fee in addition to any amount owed by its firm for dues. The Executive Board shall determine the registration fee to be charged.

Section 4: No person residing in Arkansas shall be allowed to attend a meeting, or to pay registration fee, unless the firm represented is current with yearly dues paid. Visitors from other states do not have to have an Arkansas membership to attend the convention but will pay the registration fees.

Section 5: To register for attendance at meetings, a person may be required to show some identification to show the state of employment to a member firm.

Section 6: There shall be held in conjunction with each annual meeting, a trade exhibit of cut flowers, plants, supplies, etc., used in the floral industry.

Section 7: The Board of Directors may call a special members meeting by vote of nine of its members in legal session. Notice of such meeting, stating the time and place and purpose shall be sent to every member

at least 30 days prior to the date of such meeting. Only the business specified in the notice shall be transacted.

Section 8: Active members may request the Board to call a special meeting upon presentation of a written petition, dated, addressed, and transmitted to the legal headquarters. Such petition must be signed by at least ten (10%) percent of the total of active members in good standing at the date of the petition, who have also held membership during the prior year.

The Board must call a special members meeting within sixty (60) days after receipt of such petition. Notice of special members meeting stating the time, place, and purpose shall be sent to every active member at least 30 days prior to the date of such special meeting..

Section 9: At all meetings of the Association, of the Board of Directors, and all committees, “Roberts Rules of Order” shall govern.

ARTICLE VIII VOTING ELIGIBILITY

Section 1: Only Former Owners, Persons engaged in the floral industry, Active & Associate Members shall be eligible to vote, which vote may be cast personally or by appointed representative who is connected with the firm in an active capacity.

Section 2: No Former Owners, Persons engaged in the floral industry, Active & Associate Member shall be allowed to vote whose dues for the current year was not paid by March 31.

ARTICLE IX ELECTIONS

Section 1: Election shall be by ballot at the Annual Members Meeting.

Section 2: The election of a President who shall have served by election at least one (1) year on the Executive Board; A First, Second, and Third Vice-presidents, who have served at least one (1) year on the Board; a Secretary-Treasurer; One Director for Position Six and vacancy for a Director Position, if any, shall be by ballot at the annual meeting.

Section 3: The Nominating Committee shall make its report to the membership at the business session conducted at the annual members meeting. Nominations must be submitted to the Nominations Committee for vetting prior to the membership meeting per Article VI Section I. Nominations may not be made from the floor on the day of election.

Section 4: The member receiving the highest number of votes for President, First, Second, and Third Vice-presidents; for Secretary-Treasurer, and for each Director vacancy shall be elected. The member receiving the highest number of votes for Director, Position Six, shall be elected Director to that Position.

Section 5: Cities desiring to hold the next annual meeting shall submit their invitation to the Executive Committee at the annual meeting.

Section 6: In case of a tie vote the results shall be determined by drawing lots.

Section 7: No ballot shall be legal or shall be counted in the results except those officially prepared by the Association.

ARTICLE X
AMENDMENTS TO BY-LAWS

Section 1: These By-Laws may be amended at any annual member's meeting by two-thirds (2/3) Majority vote of the highest number of eligible votes cast. Vote shall be by ballot at the time designated for election of officers, or the first special meeting called for such purposes.

Section 2: Amendments to the By-Laws may be proposed (a) by resolution of the Executive Board in legal session; or (b) by petition in writing, dated, addressed, and transmitted to the Executive Board at the legal headquarters, signed by not less than ten percent (10%) of the total or active members in good standing at the date of petition and who have also held membership during the prior year.

Section 3: Upon adoption of the resolution provided for in Section2 (a), or 2(b), the Executive Board shall submit the same by mail to the membership not less than 15 days before the annual members meeting, and shall be voted on at the annual members meeting.

Section 4: Amendments to Constitution or Articles filed with the Clerk, County of Conway, Morrilton, Arkansas 72110. All corporations incorporated under the provisions of this Act 64-1304 shall file a copy of all amendments to their Constitution or Articles of Association, certified as such with the Secretary of State and Clerk of the Court within 30 days after passage.

Section 5: Records of proceedings inspection. It shall be the duty of any Secretary of any corporation to keep a fair record of the proceedings of such corporation in a book provided for that purpose and which shall be at all times open to the inspection of members of such corporation.