

**OFA – THE ASSOCIATION OF HORTICULTURE PROFESSIONALS
CONSTITUTION**

Amended January, 2009

ARTICLE I–NAME

The name of this organization shall be the Ohio Florists’ Association (OFA), a non-profit corporation incorporated under the laws of the State of Ohio.

ARTICLE II–OBJECTIVES

The objectives of the corporation are the advancement of horticulture by:

1. Conducting educational meetings.
2. Conducting educational trade shows.
3. Disseminating educational information.
4. Cooperating in research and outreach with academia.
5. Organizing cooperation between all segments of horticulture.

ARTICLE III–MEMBERSHIP

Members shall be classified as Active, Associate and Affiliate, as further defined in the Bylaws.

ARTICLE IV–FINANCES

Member dues shall be payable each year in an amount determined and at a time determined in advance by the Board of Directors.

ARTICLE V–OFFICERS AND BOARD OF DIRECTORS

- Sec. 1. The officers of this corporation are President, Vice President, Treasurer, Chief Executive Officer (CEO)/Secretary, and Past President.
- Sec. 2. The business policies and finances of this corporation shall be directed and administered by a Board of Directors which shall consist of the President, Vice President, Treasurer, CEO, Past President, and fifteen (15) additional Directors. The foregoing comprises the trustees of the corporation.

ARTICLE VI–MEETING

There shall be an annual meeting of the members held for the purpose of installing officers and for other business that may arise. The time, place and date of the annual meeting shall be determined by the Board of Directors, and notice of same shall be made at least eight weeks in advance of the annual meeting.

ARTICLE VII–AMENDMENTS

This Constitution may shall be amended by ballot of a two-thirds vote of Active Members voting, which shall constitute a quorum, provided such amendment has been approved by the Board of Directors and distributed to the membership of the corporation prior to the vote.

**OFA – THE ASSOCIATION OF HORTICULTURE PROFESSIONALS
BYLAWS**

Amended January, 2009

ARTICLE I—MEMBERSHIP

- Sec. 1. Active membership is limited to organizations of good reputation which are engaged in the production and/or sale of flowers, plants, seeds, accessories, and/or products and services directly related to the horticulture industry. Active members shall designate a representative from their organization.
- Sec. 2. Associate membership may be held by any educator, student, or retiree. Educators may participate in all activities of the Association except they may not hold office. Students and retirees may participate in all activities of the Association except they may not vote or hold office.
- Sec. 3. The Board of Directors shall establish benefits and dues for all members.
- Sec. 4. For purposes of voting on any matter on which the members are authorized to vote, the number of Active Members ballots received, or Active Members present at an in-person meeting, shall constitute a quorum.
- Sec. 5. Affiliate Members
- a. Affiliate (A) members shall be organizations that are membership associations, such as trade groups, professional associations, or other employer groups that the association accepts as members. This class is non-voting and shall enjoy member benefits as further defined by the OFA Board of Directors.
 - b. Affiliate (B) members are employers who are members of an Affiliate (A) member. This class is non-voting and shall enjoy member benefits as further defined by the OFA Board of Directors.

ARTICLE II—FINANCES

- Sec. 1. The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.
- Sec. 2. All monies payable to the Association shall be administered by the Board of Directors.
- Sec. 3. Any deeds, mortgages, bonds, notes, or contracts to be executed by or on behalf of the Association must first be authorized by the Board of Directors. The Board may authorize any member of the Executive Committee to enter into, execute, and deliver any deed, mortgage, bond, note, or contract on behalf of the corporation.
- Sec. 4. All checks, drafts, or other orders for payment of money issued in the name of the Association shall be signed either by the Chief Executive Officer (CEO), President, Treasurer, or Authorized Designee.

ARTICLE III—NOMINATIONS AND ELECTIONS

- Sec. 1. The President, Vice President, Treasurer and Directors shall be elected by the Active Members prior to the Annual Meeting in a manner prescribed in the following Articles. The CEO and a Past President shall be appointed by the Board of Directors.
- Sec. 2. A nominating committee composed of at least three Active Members shall be appointed by the President subject to approval of the Board of Directors. It shall nominate Active Members for President, Vice President, Treasurer, and no more than five Directors. It shall submit at least one candidate for President, Vice President, Treasurer, and candidate-for each available directorship.

- Sec. 3. Nominations shall be distributed prior to the Annual Meeting. Ballots shall be prepared and distributed to Active Members at least six weeks in advance of the Annual Meeting. Ballots must be received no later than 5 p.m. on the Wednesday three weeks before the Annual Meeting.
- Sec. 4. An elected candidate assumes office at the conclusion of the Annual Meeting.
- Sec. 5. A President or Vice President shall not serve more than two consecutive years but shall be eligible for election after having retired from the Board of Directors. An individual elected Treasurer may serve unlimited one-year terms.
- Sec. 6. No member having served three consecutive years on the Board as a Director shall be eligible for election as a Director until one year after having retired from the Board.

ARTICLE IV—DUTIES OF THE OFFICERS AND BOARD OF DIRECTORS

- Sec. 1. The President shall be elected by Active Members prior to the Annual Meeting for a term of one year in a manner prescribed in the Bylaws, Article III, Section 3, and:
- a. Shall preside at all meetings of the corporation and have general supervision of its affairs.
 - b. Shall be a voting member of all committees.
 - c. Shall appoint, with the approval of the Board of Directors, a vacancy in any elective office for the unexpired term.
 - d. Shall appoint, with the approval of the Board of Directors, all committee members, chairs, and vice chairs.
- Sec. 2. The Vice President shall be elected by the Active Members prior to the Annual Meeting for a term of one year in a manner prescribed in the Bylaws, Article III, Section 3, and:
- a. Shall, in the absence of the President, assume and carry out the duties and responsibilities of the presidency.
 - b. Shall be a voting member of all committees.
- Sec. 3. The Treasurer shall be elected by the Active Members prior to the Annual Meeting for a term of one year in a manner prescribed in the Bylaws, Article III, Section 3, and:
- a. Shall review accounts of all monies, rendering a report at each regular meeting with additional reports as directed. A summary of the annual financial report, as prepared by a third-party, shall be available for review upon request.
 - b. Shall review an annual budget and present it to the Board for approval.
 - c. Shall be a voting member of all committees.
- Sec. 4. The Chief Executive Officer (CEO) is appointed by the Board of Directors and shall serve until her/his successor is appointed, and:
- a. Shall receive compensation annually reviewed and set by the Officers.
 - b. Shall be responsible to the board of directors for the administration of the Association.
 - c. Shall present an annual report of Association activities.
 - d. Shall be a non-voting member and Secretary of the Board of Directors, recording minutes and implementing Board rulings.
 - e. Shall be a non-voting member of all committees.
 - f. Shall be bonded, or otherwise insured, by the Association.
 - g. Shall deliver, in a timely manner, to each officer and committee chairperson, a list of Board rulings applicable to that office or committee.
 - h. Shall report to the Board of Directors any deviation in practice from its rulings.

- Sec. 5. A Past President, having previously served at least one term as Association President, shall be appointed annually by the Board of Directors, and be a voting member of all committees.
- Sec. 6. The Board of Directors shall be composed of the President, Vice President, Treasurer, CEO, an appointed Past President, and no more than fifteen Directors. The Directors shall each serve a three-year term. The beginning and ending of the Directors' terms shall be staggered over three years so that each year five terms begin and end.
- a. The duty of the Board of Directors is to determine and direct the policies and funds of the Association.
 - b. Directors may be chairpersons of committees.
 - c. A minimum of seventy-five percent of voting members of the Board of Directors shall comprise a quorum. A majority vote of all voting board members shall constitute official action.
 - d. The Board of Directors shall be responsible for the assignment of duties to all committees including their limitations, directions, and scope.
 - e. Rulings of the Board of Directors shall be permanently codified under each office or committee to which they apply.
 - f. The Board of Directors shall meet at least once a year. Special meetings may be called by the President or a majority of the Board upon notification to the entire Board of Directors.
 - g. If any member of the Board fails to attend two Board meetings, the Board may consider that individual to have submitted their resignation and that individual shall cease to be a member of the Board of Directors. The President shall appoint a replacement with the approval of the Board of Directors.
 - h. Shall be bonded, or otherwise insured, by the Association.
- Sec. 7. The Executive Committee shall be composed of the President, Vice President, Treasurer, CEO, an appointed Past President, and a non-officer, Board-appointed director to serve as liaison.
- a. The Executive Committee shall act only in intervals between meetings of the Board, and shall be subject to the control and direction of the Board.
 - b. A majority of the voting members of the Executive Committee shall constitute official action. The CEO will not have a vote.

ARTICLE V—AMENDMENT

These Bylaws shall be amended by ballot of a two-thirds vote of Active Members voting, provided such amendment has been approved by the Board of Directors and distributed to the membership of the corporation prior to the vote.