

Article I. Name

The Name of the association shall be **Utah Cut Flower Farm Association (UCFFA)**. It shall be a nonprofit association incorporated under the laws of the State of Utah.

Article II. Purpose

Section 1. Nonprofit purpose.

Our mission is to promote local and sustainable floriculture by supporting local flower farms through education, outreach, and research programs. We also focus on educating flower lovers of the economic and environmental impact of local flowers, as well as the diversity of flowers available through Utah Flower Farms.

Section 2. Specific Purpose.

- A. To protect and advance the interests of all Utah cut flower growers, to encourage participation in the Utah cut flower industry, and to promote cooperation between Utah cut flower growers.
- B. To offer education opportunities in cut flower horticulture to advance all aspects of growing and selling a Utah product.
- C. To establish and abide with the highest standard of cut flower production and products to provide reliable service to customers.
- D. To connect florists and local consumers to the flower farm that will best serve their needs.
- E. To pursue other activities as needed to advance the goals of UCFFA.

Article III. Membership

Section 1. Types of Memberships

- A. Certified Grower Membership: Certified grower memberships are for farmers that have been growing cut flowers for two years for the purpose of selling. Business License will be verified upon initial membership.
- B. Farmer Florist Membership: Farmer Florist Memberships are for farmers that have been growing cut flowers for two or more years for the purpose of selling and using for florist business.
- C. Florist Membership: Florist memberships are for any florists looking to connect with the local flower movement and local farms.

- D. Associate Grower Membership: Associate grower memberships are for any gardener, new cut flower farms, or general farms interested in cut flower production who do not qualify for the certified grower membership or do not want to join as a certified grower.
- E. Sponsor Membership: Sponsor membership is for any individuals, companies, co-ops or other organizations that want to support the UCFFA.

Membership will be granted after the application and business license (certified grower only) have been reviewed and dues have been paid.

Section 2. Membership Dues.

Memberships renew annually from purchase date. Membership can be applied for any time. Changes to the membership fee structure will only be made after a majority vote by the voting members. All members will be made aware of any changes in the dues structure 1 month prior to the renewal date.

Section 3. Membership Standing.

Members will be considered in good standing if they have paid their membership dues. Members can be terminated with a majority vote by voting members.

Section 4. Voting Members.

The Board of Directors and all levels of membership will be voting members. Each person or their designated representative will be able to cast a single vote for electing officers to the board.

Section 5. Annual Meeting.

An annual meeting of membership will be conducted once a year. The board of directors will decide the date for annual meeting.

Article IV. Board of Directors

Section 1.

General Powers. The Business and affairs of the association shall be managed by the Board.

Section 2.

Eligibility. Only members in good standing may be elected to the Board.

Section 3.

Number. The number of directors shall be fixed by the Board, but in no event shall be less than three.

Section 4.

Elections. Elections shall be held every three years in January on a date, and in a manner, most convenient to the Board. Election options include but are not limited to on-line and mail-in ballots.

Section 5.

Terms of Office. Each Director shall serve a term of three years and until her/his successor has been duly elected.

Section 6.

Term Limits. There is no limit to the number of terms a member may serve as a director.

Section 7.

Removal. Any director may be removed by a majority vote of the remaining Board members the director: a) has more than three unexcused absences from meetings in a calendar year, b) does not maintain good membership standing, or c) does not act in the best interest of the association.

Section 8.

Vacancies. Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors

Section 9.

Regular Meetings. Regular Board meetings shall be held at least once per quarter of each year, the day of which shall be called by the President. Directors may attend each meeting in any manner (e.g., in person or by teleconference/video conference) so long as the director is able to deliberate and fulfill her/his fiduciary duty due diligence.

Section 10.

Notice. Notice of any meeting shall be given at least two weeks previous thereto by written notice delivered personally, mailed to each director at her/his business address or by electronic mail.

Section 11.

Special Meetings. Special meetings of the Board may be held when a majority of the Board mutually agrees to convene and at least 24 hours notice is given by telephone, email, or in person to the rest of the Board.

Section 12.

Quorum. A majority numbers of directors shall constitute a quorum for a transaction of business at any meeting of the Board. A quorum shall not be established if more than 50 percent of such quorum is related by blood or marriage or otherwise have joint financial interests, such as business partnerships, etc.

Section 13.

Non Delegable Duty. No director may vote at any meeting by proxy.

Section 14.

Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 15.

Action without Meeting. Any action that may be taken by the Board at a meeting may be taken without a meeting if a) the action to be taken is set forth in writing, and b) all the directors consent in a written, recordable format, such as a written or emailed document or a response to an electronic poll.

Section 16.

Presumption of Assent. A director of the Association who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to assent to the action taken unless her/his dissent is entered into the minutes of the meeting.

Section 17.

Compensation. No director or officer shall for reason of her/his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent any director or officer from receiving any compensation from the corporation for duties other than as a director or officer.

Section 18.

Conflict of Interest Statements. Each director shall sign a statement upon their election to the Board which affirms such person: a) has received a copy of the conflicts of interest policy, b) has read and understands the policy, c) has agreed to comply with the policy, and d) understands the association is charitable and must engage primarily in activities which accomplish one or more of its tax-exempt purposes in order to maintain its federal tax exemption. The President is responsible for ensuring the statements are submitted.

Article V Officers

Section 1.

Eligibility. The Officers of the Association must be elected to the Board.

Section 2.

Number. The Officers of the Association must be a President, Vice President, Treasurer, and Secretary all of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected and appointed by the Board. In its discretion, the Board may leave unfilled for any such period as it may determine any such office except those of President and Secretary. Any two or more offices may be held by the same person, except for the office of President.

Section 3.

Election. Election of officers shall be conducted by electronic ballot. Those running for the position of an officer may submit a one page campaign letter to the membership to be distributed via email newsletter. Campaign letters will be sent out to membership one month before elections are held.

Section 4.

Term of Office. Each officer shall serve a term of two years unless the officer's directorship ends first. In that case the Board shall elect another officer for the remaining term of her/his predecessor's.

Section 5.

Term Limits. There is no limit to the number of terms a director may serve as an officer.

Section 6.

Removal. Any officer or director may be removed by a majority vote of the remaining officers whenever, in their judgment, the best interests of the association will be served thereby. The Board may elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7.

Vacancies. A vacancy of any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term.

Section 8.

President. The President shall be the principal executive officer of the Association and, subject to the control of the Board, shall in general supervise and control all business and affairs of the Association. She/He shall, when present, preside at all meetings of the Board. She/He may sign, with the Secretary or any other proper officer of the Association thereto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall not have veto power.

Section 9.

Vice President. The Vice President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice President shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board.

Section 10.

Secretary. The Secretary shall a) Keep the minutes of the proceedings of the Board in one or more minute books provided for that purpose: b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law: c) Be custodian of the Association records: d) Keep a register of the post office address of each Director: and e) In general perform all duties incident to the office of the Secretary and other such duties as from time to time may be assigned to her/him by the President or the Board.

Section 11.

Treasurer. The Treasurer will oversee the management of the financial affairs of the organization, including preparing and maintaining a budget, and regularly monitoring revenues and expenses. The Treasurer shall make a report at each Board meeting and shall chair the finance committee, and make financial information available to Board members and the public.

Article VI Committees

Section 1.

Committee Formation. The Board may create committees as needed, such as finance, events, outreach, and education. The Board appoints all committee chairs. These committees may be added to or terminated by the committee chair.

Section 2.

Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

Section 3.

Education Committee. The Education Committee is responsible for providing members with current information and educational opportunities available regarding growing and business practices to help members achieve the knowledge and skills necessary to enhance their business and farm

Section 4.

Publicity Committee. The Publicity Committee is responsible for writing, editing, and distributing news releases to the news media, help develop and implement a public relations plan that will better market and promote the UCFFA in the area, write and issue regular media releases concerning upcoming events, interesting personalities and UCFFA activities and achievements, and maintain social media accounts for a great outreach.

Section 5.

Membership Committee. The Membership Committee is responsible for maintaining records of members to include their name, membership tier, and contact information. The Membership Committee shall also be responsible for identifying the needs of members and recommending the development of services to meet those needs, recommending means for increasing UCFFA's membership base, welcoming

new members, recommending ways to acknowledge new members and to encourage participation, investigates equitable dues structures, and works to enhance the value of UCFFA membership.

Section 6.

Research Committee. The Head of the Research Committee shall maintain a research program that advances cut flowers as a high-value crop in Utah. The goals include:

- 1) Conduct research that advances basic and applied science to improve both the scientific understanding of cut flowers as a crop in the Intermountain West, as well as produce relevant resources that support the cut flower growers across Utah
- 2) Facilitate a strong relationship between Utah State University and cut flower growers through open communication, needs assessments, outreach events, data dissemination, and on-farm trials.

Section 7.

Grant Committee

Article VII. Indemnification.

Section 1.

General. The Association shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the association, or any person who may have served at the association's request as a director or officer of another association (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2.

Expenses. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the association in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3.

Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article

Article VII. Books and Records

The Association shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors.

Article VIII. Amendments

Section 1.

Articles of Incorporation. The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2.

Bylaws. The Board of Directors may amend these Bylaws by a majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.