

# **BYLAWS OF THE INDEPENDENT FLORAL DESIGNERS ASSOCIATION**

## **Article I**

### **Title**

The name of this organization shall be Independent Floral Designers Association, hereinafter referred to as IFDA.

## **Article II**

### **Mission**

Our mission is to support floral designers in their endeavors by offering educational, technical and networking support and to help expand their knowledge of floral design and business practices.

## **Article III**

### **Purpose**

To provide an opportunity for floral designers to meet, network and share design ideas and resources.  
To provide educational programs related to the floral industry.

## **Article IV**

### **Policies**

1. The IFDA shall be non-commercial, nonsectarian, and nonpartisan, and shall not discriminate on the basis of color, creed, gender, national origin, race, or sexual orientation.
2. Neither the name of the Association nor the names of any members in their official capacities shall be used in any connection with any commercial concern or for any purpose not related to promotion of the purposes of the IFDA.
3. The IFDA may cooperate with other organizations to advance the welfare of its members, but persons representing the IFDA in such matters shall make no commitments that bind the IFDA except a member of the Board of Directors who is given the express authority to do so by the Board in specific circumstances.

## **Article V**

### **Membership & Dues**

1. Everyone who is interested in flowers and floral design is welcome to join.
2. Members of the IFDA shall consist of all persons who are current in their annual dues.
3. All members have voting privileges on issues brought to the general membership by the IFDA Board of Directors.
4. The membership year of the IFDA shall run from January 1 through December 31.
5. Membership is attained and renewed annually by the payment of dues.
6. Membership in the IFDA may be suspended or terminated by a majority vote of the Board upon finding that the conduct of a member is prejudicial to the interests of the IFDA.
7. In no event shall the Board pass any rule between Jan.1 and Dec. 31 of any year, which alters the entitlements of membership during that year except when necessitated by number 6 above.

**Article VI**  
**Board of Directors**

1. The volunteer Board of the IFDA shall be made up of the Directors and the Directors at Large.
2. The Directors of the IFDA will consist of a President, a Vice President (who is expected to become President at the end of his/her term as Vice President), the Immediate Past President, a Secretary, a Treasurer, a Director of Programs, and a Director of Membership.
3. The Directors At Large shall be appointed by the Board for one year terms as the Board deems appropriate and beneficial to the operation of the IFDA. These At Large Directors may include, but are not limited to, a Hospitality Chairperson, a Venue Chairperson, and a Volunteers Chairperson.
4. All Directors and Directors At Large shall be voting members of the IFDA Board.
5. In November of odd years, The President, Vice President, and the Director of Membership shall be elected by the IFDA members at the business meeting and shall serve a term of two years beginning the following January 1st.
6. In November of even years, the Secretary, Treasurer, and Director of Programs shall be elected by the IFDA members at the business meeting and shall serve a term of two years beginning the following January 1<sup>st</sup>.
7. The outgoing President will hold the position of Immediate Past President on the Board of Directors.
8. The President shall appoint a nominating committee at least 60 days prior to the November meeting of at least three active members to nominate candidates for the offices to be filled that year.
9. All elections shall accommodate nominations from the floor in addition to nominees from the nominating committee.
10. A Board member needing to resign can do so with written notice to the Board.
11. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board.
12. Any Board member may be removed, whether or not for cause, by a majority vote of the Board (excluding the Board member in question) at a meeting duly called with notice that such a removal shall be subject of the meeting.
13. The Board may appoint Committee Chairs and other Volunteers Members for ad hoc tasks as they deem appropriate and beneficial to the operation of the organization but they will not be voting members of the IFDA Board of Directors.

**Article VII**  
**Duties of Directors**

The President shall:

- Preside at all general and board meetings of the IFDA at which he/she is present
- Coordinate the activities of the Board to promote the IFDA
- Appoint standing and special Committees and Chairs as necessary
- Perform other duties as prescribed by current operating procedures that will vary based on the interests and skills of members and Board.

The Vice President shall:

- Act as aide to the President
- Perform the duties of President in his/her absence
- Coordinate the activities of Committee Chairs

- Perform other duties as prescribed by current operating procedures that will vary based on the interests and skills of members and Board.

The Treasurer shall:

- Have custody of all the funds of the IFDA
- Keep an accurate account of the receipts and records
- Make disbursements as necessary by the activities of the IFDA
- Present a financial report at regular and board meetings
- Shall provide all financial information and submit to an audit as directed by the Board
- Perform other duties as prescribed by current operating procedures that will vary based on the interests and skills of members and Board.

The Secretary shall:

- Record the minutes of all general and Board meetings of the IFDA
- Conduct all correspondence of the IFDA (notes to members)
- Perform other duties as prescribed by current operating procedures that will vary based on the interests and skills of members and Board.

The Director of Membership shall:

- Maintain current membership list in various forms as directed by the Board
- Keep an accurate record of who attends meetings
- Send new members a Welcome Kit and provide new members' information to the appropriate board members for use, publication and/or distribution
- Forward all monies to the Treasurer for deposit

The Director of Programs shall:

- Be in charge of organizing the monthly educational programs with each presenter, sponsor, and volunteer, as applicable

The Immediate Past President shall:

- Offer the President and Board guidance and support in all aspects of IFDA activities

## **Article VIII**

### **Operation and Duties of the Board**

1. The duties of the Board shall be to manage the IFDA business including setting annual dues and operating procedures and passing rules and policies from time to time as are necessary for the proper management of the IFDA and are in furtherance of its Mission and Purpose as stated herein.
2. Meetings of the Board shall be held upon call of any director.
3. Notice of such meetings shall be given at least 48 hours in advance to the directors.
4. Five members of the Board shall constitute a quorum.
5. Passage of any resolution, policy, rule or bylaw shall require a simple majority of Board members. In the event of a tie, the President's vote shall count twice.
6. Voting via email amongst the Board is acceptable and will be given the same authority as if the Board voted face to face.

## **Article IX Meetings**

1. The Board shall designate the time and place of all general membership meetings.
2. The general membership meetings will consist of an educational program of interest to IFDA members in addition to a business meeting.
3. Notice of general membership meetings shall be given by the Board to the members.
4. Special meetings may be called by the Board at any time with 7 days of advance notice.
5. Voting by the general membership on any issue or candidate for office requires a simple majority of present members for passage or election.

## **Article X Amendments**

These bylaws may be amended, repealed or altered in whole or in part by 75% of the Board voting for a change in the bylaw during a regular Board meeting or via Board email vote only after notice of such a proposed amendment, repeal or alteration has been given in advance of such vote to the members of the IFDA so that interested parties may add their perspectives to the discussion.

## **Article XI**

"Upon dissolution of the IFDA, The Board shall pay or make provisions for the payment of all liabilities of the IFDA. If there are any funds remaining in the IFDA treasury, after satisfaction of all liabilities, the Board will decide how to dispose of the excess by a majority vote. In making this decision the Board may consider recipients including, but not limited to, other floristry related organizations, supporters of the IFDA, or other floral education groups. The recipient should have a non-profit tax status."

## **Article XII**

A full consensus of the IFDA Board of Directors approves these revised bylaws on November 4, 2018.

### **BOARD OF DIRECTORS**

- President
- Vice President
- Treasurer
- Secretary
- Membership
- Immediate Past President
- Director of Volunteers

### **DIRECTOR-AT-LARGE**

- Venue Liaison
- Hospitality Chair
- Additional Directors At Large