

BYLAWS
OF
AMERICAN FLOWER IMPORTERS ASSOCIATION
Utah Nonprofit Corporation

May 6, 1994

As amended
As of _____

Table of Contents

ARTICLE I.....	1
PURPOSES.....	1
ARTICLE II.....	2
OFFICES OF THE CORPORATION.....	2
Section 2.1 Principal Office.....	2
Section 2.2 Registered Office.....	2
ARTICLE III.....	2
MEMBERS.....	2
Section 3.1 Classes of Members.....	2
Section 3.2 No Shareholders.....	3
Section 3.3 Service on Committees.....	3
Section 3.4 Approval of Members.....	3
Section 3.5 Certificate of Membership.....	3
Section 3.6 Good Standing.....	3
Section 3.7 Annual Dues.....	3
ARTICLE IV.....	4
MEETINGS OF MEMBERS.....	4
Section 4.1 Annual Member Meeting.....	4
Section 4.2 Rules of Order.....	4
Section 4.3 Record Date; Closing Membership List.....	4
Section 4.4 Special Member Meetings.....	4
Section 4.5 Notice.....	4
Section 4.6 Adjournment.....	5
Section 4.7 Voting.....	5
Section 4.8 Majority and Voting.....	5
Section 4.8.1 Absence of Quorum.....	5
Section 4.8.2 Withdrawal of Quorum.....	5
Section 4.9 Consent in Lieu of Meeting.....	5
ARTICLE V.....	6
BOARD OF TRUSTEES.....	6
Section 5.1 General Powers.....	6
Section 5.2 Specific Powers.....	6
Section 5.3 Minutes of the Board.....	8
Section 5.4 Number.....	8
Section 5.5 Nomination.....	8
Section 5.6 Election.....	9
Section 5.7 Participation of Trustees-elect.....	9
Section 5.8 Term.....	9
Section 5.9 Ex-officio Trustees.....	9
Section 5.10 Qualifications.....	9
Section 5.11 Removal.....	9
Section 5.12 Vacancies.....	9
Section 5.13 Regular Board Meetings.....	10
Section 5.14 Special Board Meetings.....	10
Section 5.15 Notice.....	10
Section 5.16 Presumption of Assent.....	10
Section 5.17 Quorum and Voting.....	10
Section 5.18 Compensation.....	11

Section 5.19 Meetings by Telephone.....	11
Section 5.20 Consent in Lieu of Meeting.....	11
ARTICLE VI.....	11
COMMITTEES.....	11
Section 6.1 Designation.....	11
Section 6.2 Committee Chair.....	12
Section 6.3 Committee Vice-Chair.....	12
Section 6.4 Regular or Associate Member Representative.....	12
Section 6.5 Meetings.....	12
Section 6.6 Notice.....	12
Section 6.7 Quorum and Voting.....	13
ARTICLE VII.....	13
OFFICERS AND AGENTS.....	13
Section 7.1 Number and Qualifications.....	13
Section 7.2 Election and Term of Office.....	13
Section 7.3 Removal.....	13
Section 7.4 Vacancies.....	13
Section 7.5 Authority and Duties of Officers.....	14
Section 7.6 Chair.....	14
Section 7.7 First Vice-Chair.....	14
Section 7.8 Second Vice-Chair.....	14
Section 7.9 President/Executive Director.....	14
Section 7.10 Vice-President.....	15
Section 7.11 Secretary/Treasurer.....	15
Section 7.12 Discretionary Bond.....	16
ARTICLE VIII.....	16
INDEMNIFICATION.....	16
Section 8.1 Third-Party Suits.....	16
Section 8.2 Derivative Suits.....	16
Section 8.3 Successful Defense.....	17
Section 8.4 Standard of Conduct.....	17
Section 8.5 Advancement of Expenses.....	17
Section 8.6 Nonexclusive Rights.....	17
Section 8.7 Insurance.....	18
Section 8.8 Severability.....	18
ARTICLE IX.....	18
MISCELLANEOUS.....	18
Section 9.1 Account Books, Minutes, Etc.....	18
Section 9.2 Fiscal Year.....	18
Section 9.3 Seal.....	18
Section 9.4 Conveyances and Encumbrances.....	18
Section 9.5 Designated Contributions.....	19
Section 9.6 Loans Prohibited.....	19
Section 9.7 References to IRC.....	19
Section 9.8 Amendments.....	19
Section 9.9 Bylaw Provisions Additional and Supplemental to Provisions of Law.....	20
Section 9.10 Bylaw Provisions Contrary to or Inconsistent with Provisions of Law.....	20
Section 9.11 Common Trustees and Officers - Transactions between Corporations.....	20
Section 9.12 Construction.....	20
Section 9.13 Table of Contents; Headings.....	21
Section 9.14 These Bylaws are subject to.....	21

BYLAWS
OF
AMERICAN FLOWER IMPORTERS ASSOCIATION

ARTICLE I

Purposes

The Corporation is organized and shall be operated as a nonprofit corporation in accordance with the Utah Nonprofit Corporation and Co-operative Association Act, as amended, (the “Act”) and as an exempt organization under Section 501-c-6 in the Internal Revenue Code of 1986, as amended (“IRC”). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation’s members, Board of Trustees (“Board”), officers or other persons except that the Corporation shall be authorized an empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of any one or more of the purposes set forth in the Articles of Incorporation of the Corporation (“Articles”).

The specific purposes of the organization and objectives of the Corporation are contained in Article IV of the Articles and include, without limitation,

- * to act as the nationwide organization for botanical importers, domestic manufacturers, wholesalers, retailers, overseas suppliers, manufacturers, and manufacturers sales representatives, etc., of artificial botanical & Christmas products and accessories;
- * to foster and promote all such business in North America;
- * to maintain in North America a good business climate for the use of such artificial botanical & Christmas products and accessories;
- * to properly publicize the quality and diversity of artificial botanical & Christmas products and accessories;
- * to promote the development of fair and efficient channels for transportation, distribution and sale of artificial botanical & Christmas products and accessories generally;
- * to promote fair credit practices generally in the artificial botanical & Christmas products and accessories industry;

- * to improve and enhance the quality and accessibility of commercial displays, meetings and trade fairs sponsored by others;
- * to present prompt and accurate information to enable state legislators and members of the national Governments to make fair decisions on legislation affecting the artificial botanical & Christmas products accessories industry;
- * to represent the artificial botanical & Christmas products and accessories industry interests before city, county, state and national legislative or executive bodies and/or agencies;
- * to establish in the public mind an increasingly favorable attitude toward artificial botanical & Christmas products and accessories through effective public relations

ARTICLE II

Offices of the Corporation

Section 2.1 Principal Office.

The principal office of the Corporation shall be located at 1967 South 300 West, Salt Lake City, Utah 84115 or at such other address designated by the Board. The Corporation may have such other offices, with in the State of Utah, as the Board may designate or as the affairs of the Corporation may require from time to time.

Section 2.2 Registered Offices.

The registered office of the Corporation may be, but need not be, the same as the principal office of the Corporation if in the State of Utah, and the Board may change the address of the registered office from time to time.

ARTICLE III

Members

Section 3.1 Classes of Members.

Members in the Corporation (“Members”) shall be divided into three (3) classes as follows:

Regular Members. Regular Members are voting members of the American members of the American Flower Importers Association and shall consist of any individual, firm, company, partnership, limited liability corporation or any other type of business entity that demonstrates warehousing, distribution and sales of floral, botanical, holiday and/or seasonal products and accessories in North America.

Affiliate Members -- Affiliate Members are non-voting members of the American Flower Importers Association and shall consist of any individual or legal entity interested in our industry. This membership includes but is not limited to wholesalers, retailers, and news media sources doing business in our product categories or providing services to the industry.

Representative Members. Representative members are non-voting members of the American Flower Importers Association and shall consist of individual independent sales representatives whose sales activities and income are primarily derived from their representation of the type of organization that qualifies to be a Regular Member.

Honorary Members – Any person making significant contributions to the industry or association as recognized by the Board. There are no fees and no voting privileges.

Section 3.2 No Shareholders.

The Corporation shall have no capital stock

Section 3.3 Service on Committees.

All Regular Members in good standing shall be eligible to serve on all Committees of the Corporation herein provided.

Section 3.4 Approvals of Members.

The Board shall have full power to accept or reject all applications for membership by an affirmative majority vote of the Board. If the Board of Trustees disapprove an application for membership it shall communicate such disapproval promptly in writing to the applicant stating the reason for such disapproval. The Board of Trustees may also, as a condition of approval, require an applicant to provide information in addition to or in support of that already included in the application. The approval or disapproval for membership by the Board of Trustees shall be final and conclusive.

Section 3.5 Certificate of Membership.

Membership cards may be issued to the Members in such form as the Board may direct. Such cards if issued, shall be issued annually, bearing the signature of the Chair of the Board (“Chair”) and countersigned by the Secretary/Treasurer (as hereinafter defined), and shall express on the face thereof the class of the Member, name of the Member, date of issuance, and Member identification number, if any, represented in the Corporation.

Section 3.6 Good Standing.

Regular Members shall be regarded as being in good standing and entitled to vote, if the balance of such Member’s dues is current and not outstanding or delinquent for more than 90 days.

Section 3.7 Annual Dues.

The annual dues for each Membership classification shall be set by resolution based upon formulas approved by the Board and payable annually.

ARTICLE IV

Meetings of Members

Section 4.1 Annual Members Meeting.

The annual business meeting of the Members (“Annual Member Meeting”) shall be held in June of each calendar year, on such date and at such time and place, either within or outside of the State of Utah, as specified by the Board, for the purpose of transacting any business that may come before the Members.

Section 4.2 Rules of Order.

Robert’s Rules of Order, latest edition, shall serve as a guideline for conducting all meetings of the Corporation, its Board of Trustees and committees.

Section 4.3 Record Date; Closing Membership List

The Board of Trustees may fix in advance a record date for the purpose of determining Members entitled to notice of or to vote at a meeting of the Members, the record date to be not less than ten (10) nor more than thirty (30) days prior to the meeting; or the Board of

Trustees may close the membership list for such purpose for a period of not less than ten (10) nor more than thirty (30) days prior to such meeting. In the absence of any action by the Board of Trustees, the date upon which the notice of the meeting is mailed shall be the record date,

Section 4.4 Special Member Meetings.

Special business meetings of the Members (“Special Member Meeting”) may be called by or at the request of the Board or Members by the written request of any combination of fifteen percent (15%) of the Regular Members. The purpose, date, time, and place, either within or outside the State of Utah, for holding any Special Member Meeting shall be fixed by the Secretary or President/Executive Director who are authorized to call such a meeting.

Section 4.5 Notices.

Notice of each Annual Member Meeting or Special Member Meeting stating the purpose, date, time and place of the meeting shall be given to each Member at the last known business address of each Member as shown by the books of the Corporation at least ten (10) days prior thereto by the mailing of written notice by first class, certified or registered mail, or by personal delivery of written notice (the method of notice need not be the same as to each Member). If mailed, such notice shall be deemed to be given when deposited in the United States Mail, with postage thereon prepaid. Any Member may waive notice of any meeting before, at or after such meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.6 Adjournments.

If for any cause the Annual Member Meeting or any Special Member Meeting shall fail to complete such business as may be presented for their consideration, those present may adjourn from time to time by majority vote of those members present until the same shall be accomplished.

Section 4.7 Voting.

At the Annual Member Meeting and any Special Member Meeting, each Regular Member present and in good standing shall be entitled to one (1) vote, in person, through his/her attorney in fact, or by proxy.

Section 4.8 Majorities and Voting.

Twenty-five percent (25%) of the Regular Membership shall constitute a quorum for the transactions of business at any Annual Member Meeting or Special Member Meeting, and the vote of a majority of the Regular Members present in person, through his/her attorney in fact, or by written proxy by those at a meeting shall be the act of the Membership, unless the question is one on which, by express provision of the statutes, the Articles of Incorporation, or these Bylaws, a higher vote is required in which case the express provision shall govern.

Section 4.8.1 Absence of Quorum.

If a quorum is not present or represented at a meeting of the Members, the Members entitled to vote, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented. At an adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 4.8.2 Withdrawal of Quorum.

The members present at a duly constituted meeting may continue to transact business until adjournment, despite the withdrawal of enough Members to leave less than a quorum.

Section 4.9 Consent in Lieu of Meeting.

Any action that may be taken at a meeting of the Members may be taken without a meeting if written consent setting forth the action so taken is signed by all of the Regular Members and is filed with the Secretary/Treasurer. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Members.

ARTICLE V

Board of Trustees

Section 5.1 General Powers.

The business and affairs of the Board, except as otherwise provided by the Act, the Articles or these Bylaws shall manage the business and affairs of the Corporation. The Board shall have general control over all officers and committees of the Corporation and shall have full power and authority to do any and all things that are proper to be done by the Corporation, except as otherwise provided in the Articles or these Bylaws. The vote of a majority of the votes cast, in person and by proxy, by the Board at a duly called meeting of the Board at which a quorum was represented and voting shall be necessary for the adoption of any matter by the Corporation unless a greater proportion is required by the Articles, these Bylaws or any applicable law.

Section 5.2 Specific Powers.

The Board shall have specific powers:

Section 5.2.1 Manage Corporation. To conduct, manage and control the affairs and business of the Corporation, and to make rules and regulations not inconsistent with these Bylaws, laws of the State of Utah or the Articles, for the guidance of the officers, employees and representatives of the Corporation.

Section 5.2.2 Supervise Officers. To supervise the business affairs of all officers of the Corporation, and to ensure that their duties are properly performed, and to perform any act necessary or proper for the furtherance of the purposes of the Corporation, and to have control of all the finances of the Corporation.

Section 5.2.3 Termination of membership.

(a). The Board of Trustees shall enact rules and procedures governing the termination of, expulsion or suspension from membership of a Regular Member, Affiliate Member or Honorary Member in the Corporation.

(b). The following are automatic reasons for termination of a member: conviction of a felony, violation of the Bylaws, or failure to pay any amount due and owing within ninety (90) days from the date of the invoice.

(c). The suspension of a Member shall have the same effect as a termination of Member fore the period of such suspension.

(d). All rights, title and interest in the property and privileges in the Corporation shall cease with or upon the termination or during the suspension period of a member.

(e). Any member alleged to have violated any rule, regulation or the Bylaws shall be entitled to receive, prior to any termination or suspension of member status:

- (i) A notice of intention to proceed against the Member;
- (ii) A recital of the charge (s) or accusation (s);
- (iii) A notice of the time and place of a hearing at which the charge (s) will be considered;
- (vi) A fair, impartial hearing before a committee established in accordance with Bylaw, Article VI at which the member may respond to the charge (s):

(f) A notice of the Member's right to counsel; and

(g) A written statement of any action taken, as to expulsion or suspension and /or the assessment of a fine.

(h) Any member suspended or expelled may request in writing a written or oral hearing, by the Board, and for good cause shown, the Board may reverse or invalidate any such suspension or expulsion.

(i) Members shall be required to arbitrate any complaint or dispute between a member and the Corporation. The following guidelines shall be followed:

- (i) A committee of three Members who are not currently serving as an officer or Trustee shall be appointed by the Chair to serve in this capacity.
- (ii) A notice of the meeting to hear the complaint shall be sent to the Member which shall include the date, time and place of the meeting;
- (iii) The findings of the committee shall be sent in written form to the Member including any action taken.

Section 5.2.4 Call Special Board Meetings. To call Special Board Meetings whenever they deem necessary or at any time, upon receipt of a written request for such meeting by no less than six (6) Board Members;

Section 5.2.5 Appointed Officers. To fill vacancies among the officers and appointed agents and remove elected officer and appointed agents, and or the President/Executive Director of the Corporation, to prescribe his/her duties, establish compensation of officers and appointed agents.

Section 5.2.6 Create Committees. To create such committees, as the Board may deem advantageous to the Corporation, and to appoint members to such committees, including members who are not Trustees.

Section 5.2.7 Create Sub-committees. To create such sub-committees as the Board may deem advantageous to the Corporation, and to appoint members to such sub-committees, including members who are not Trustees.

Section 5.2.8 Incur Indebtedness. To incur indebtedness as the Board may deem advantageous to the Corporation. The terms and amount of such indebtedness shall be entered in the minutes of the Board, and the note or obligation given for the same, signed officially by the President and Secretary/Treasurer, shall be binding on the Corporation.

Section 5.2.9 Obtain Bonds. To obtain such fiduciary bonds for or on the Secretary/Treasurer, the President/Executive Director, other officers, or any employees of the corporation as the Board may deem necessary to ensure the faithful performance of their duties. The amount of such bonds shall be established by the Board, and lowered or increased, at such times, as the Board shall deem advisable and proper.

Section 5.3 Minutes of the Board.

The Board shall cause to be kept a complete record of all Board minutes, actions, and proceedings of the Corporation, and may present a full statement at the Annual Member Meeting, showing in detail the assets and liabilities of the Corporation and generally the condition of the Corporation's business affairs;

Section 5.4 Numbers.

The Board of Trustees shall consist of Thirteen (13) persons of which eleven (11) are voting members, consisting of, Eleven (11) Regular Members, the Immediate past Chairman and the President/Executive Director as non-voting members. No two (2) representatives having the same corporate management at any level shall serve as members of the Board of Trustees simultaneously.

Section 5.5 Nominations.

The Nominating Committee shall be chaired by the immediate Past Chairman and consist of the current Chairman and three (3) members. The Nominating Committee shall nominate at least one candidate for annual election for each position vacant and those expiring terms, and notify the membership of its choices not less than forty-five (45) days before the January annual meeting. Thirty (30) days shall be allowed for nomination from the membership. Any member nominated by petition of fifteen (15) members shall be placed on the ballot.

Section 5.6 Elections.

The ballot shall list those nominees recommended by the Nominating Committee and those recommended by petition. The Nominating Committee shall conduct an election by mail ballot in which each regular member will have one (1) vote to cast for each position to be elected. Candidates receiving the highest number of votes for each office shall be declared elected. If, however, no nominations are made by petition, the slate as submitted will be considered, to be elected by acclamation. Results of the election shall be announced at the January meeting of the Association.

Section 5.7 Participation of Trustees-elect.

The newly elected Trustees in accordance with Section 5.6 shall meet with the Board, (during the January Board of Trustees meeting following their election), but shall not have the right to vote until the commencement of their term, (at the conclusion of the January General Membership Meeting.)

Section 5.8 Terms.

Trustees shall hold office for thirty-six (36) months until his/her successor has been elected and qualified, or until the Trustee's earlier death, resignation incapacity or retirement. The terms of newly elected Trustees shall commence after induction ceremonies held at the January General Membership Meeting. No Member may be reelected to the Board without leaving the Board for at least one (1) year.

Section 5.9 Ex-officio Trustees.

The immediate past-Chair, if his/her regular term as a Trustee expires, shall serve ex-officio during the term of twelve (12) months following the year of expiration. The Chair, if his/her regular term as Trustee expires, shall serve ex-officio during the term of twelve (12) months following the year of expiration.

Section 5.10 Qualifications.

All Trustees shall be representative of and the Regular Membership (in good standing.) Each must be at least eighteen (18) years of age, but need not be a resident of the State of Utah.

Section 5.11 Removal.

Any Trustee may be removed at any time, with or without cause, by a majority vote of votes cast in person or by proxy by the Regular Members represented at the Annual Member Meeting or Special Member Meeting, called for that purpose, after proper notice of the meeting has been provided to all Regular Members.

Section 5.12 Vacancies.

Any Trustee may resign at any time by giving written notice thereof to the Chair or the President/Executive Director. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Board shall fill any vacancy occurring in the Board by secret ballot. A Trustee elected to fill a vacancy shall be elected for the

unexpired term of such Trustee's predecessor in office, or until the Trustees earlier death, resignation, incapacity, retirement or removal.

Section 5.13 Regular Board Meetings.

Regular Meetings of the Board ("Regular Board Meetings") shall be held on such date and at such time and place, either within or outside the State of Utah, as designated by the Board, for the purpose of filling a vacancy on the Board the election of officers of the Corporation, and the transaction of such other business as may properly come before the meeting.

Section 5.14 Special Board Meetings.

Special Board meetings of the Board ("Special Board Meetings") may be called by or at the request of the Chair or any six (6) Trustees. The Executive Director, Secretary or Chair shall fix the date, time, place and purpose either within or outside the State of Utah, for holding any such special meeting.

Section 5.15 Notice.

Notice of each meeting of the Board stating the date, time and place of the meeting shall be given to each Trustee at the Trustee's business address at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two (2) days prior thereto by personal delivery of written notice (the method of notice need not be the same as to each Trustee), by facsimile or by any other method approved by the Board. If mailed, such notice shall be deemed to be given when deposited in the United States Mail, with postage thereon prepaid. Any Trustee may waive notice of any meeting before, at or after such meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of , any meeting of need be identified in the notice or waiver of notice of such a meeting unless otherwise required by applicable law. Notice of each meeting of the Board need not be provided to the Members

Section 5.16 Presumption of Assent.

Any Trustee present at a meeting of the Board shall be presumed to have assented to any action taken at such meeting unless the Trustee's dissent is entered in the minutes of the meeting or unless the Trustee shall file his or her written dissent to such action with the person acting as the secretary of the meeting at the meeting or immediately after the adjournment thereof. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

Section 5.17 Quorum and Voting.

Six (6) Trustees shall constitute a quorum for the transactions of business at any meeting of the Board, and the vote of a majority of the Trustees present in person, at a meeting at which quorum is present shall be the act of the Board, unless specifically provided otherwise in the Articles, these Bylaws or applicable law.

Section 5.17.1 If less than a quorum is present at any meeting properly noticed and called, a majority of the Trustees present may adjourn the meeting from time to time without further notice other than an announcement of the meeting, until a quorum shall be present.

Section 5.17.2 The Trustees present at a duly constituted meeting may continue to transact business until adjournment, despite the withdrawal of enough Trustees to leave less than a quorum.

Section 5.18 Compensation.

Trustees shall not receive compensation for their services as such, although the reasonable expenses of the Trustees of attendance at meetings of the Board may be paid or reimbursed by the Corporation if so determined by a resolution of the Board. Trustees shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

Section 5.19 Meetings by Telephone.

Trustees or any committee designated by the Board may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at any such meeting.

Section 5.20 Consent in Lieu of Meeting.

Any action that may be taken at a meeting of the Board may be taken without a meeting if written consent setting forth the action so taken is signed by all of the Trustees and is filed with the Secretary/Treasurer. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Trustees at a meeting of the Board.

ARTICLE VI

Committees

Section 6.1 Designations.

Except as specifically set forth herein, the Board may in its discretion, designate from among its members one or more committees of the Corporation, each of which to the extent provided in the resolution establishing such committee, may exercise all of the authority of the Board, except as prohibited by applicable law. The delegation of authority to any committee shall not operate to relieve the Board or any member of the Board from any responsibility imposed by law. The President/Executive Director shall provide notice to call Members of the designation of all committees and any appointments to such committees. The Secretary or President/Executive Director shall maintain a list of all committees, sub-committees, and any appointments to such committees or sub-committees.

Section 6.2 Committee Chair.

The Chair shall, subject to the approval of the Board, appoint one member of each committee of the Corporation to serve as chairperson of that committee (“Committee Chair”), to oversee and direct the business and affairs of such Committee. The Committee Chair shall be appointed to serve a term of one (1) year, or such other term as the Board shall deem proper. The Committee Vice-Chair shall fill a vacancy in the position of Committee Chair of any however occurring, shall be filled by the Committee, however occurring, shall be filled by the Committee for the unexpired portion of that term.

Section 6.3 Committee Vice-chairs.

The Chair shall, subject to the approval of the Board, appoint one member of each committee of the Corporation to serve as vice-chair person of that committee (“Committee Vice-Chair”), The Committee Vice-Chair shall be appointed to serve a term of one (1) year, or such other term as the Board shall deem proper. The Chair, subject to the approval of the Board shall fill a vacancy in the position of Committee Vice-Chair of any Committee, however occurring, Chair, subject to the approval of the however occurring, subject to approval of the Board.

Section 6.4 Regular Member Representative.

Either the Committee Chair or the Committee Vice-Chair of any committee may be a representative of the Regular membership classifications.

Section 6.5 Meetings.

Committee meetings shall be held as necessary to carry out the duties and functions of the committee when called or by the Chair or upon a written request of a majority of the members of the committee. Minutes shall be kept of the committee meetings and all reports of such committees and minutes shall be in writing and submitted to the Secretary or President/Executive Director.

Section 6.6 Notices.

Notice of each committee meeting stating the date, time and place of the meeting shall be given to each committee member at the committee member’s business address at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two (2) days prior thereto by personal delivery of written notice (the method of notice need not be the same as to each committee member), by facsimile or by any other method approved by the Board, the Committee Chair or the committee. If mailed, such notice shall be deemed to be given when deposited in the United States Mail, with postage thereon prepaid. Any committee member may waive notice of any meeting before, at or after such meeting. The attendance of a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a committee member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting need be identified in the notice or waiver of notice of such a meeting unless otherwise required by applicable law.

Section 6.7 Quorums and Voting.

Unless otherwise provided by the Board by resolution, a majority of the members of a committee shall constitute a quorum for the transaction of any business at any committee meeting, and the vote of a majority of the committee members present in person, at the meeting at which a quorum is present shall be the act of the committee, unless specifically provided otherwise in the Articles, these Bylaws, Roberts Rules of Order or applicable law. If less than a quorum is present at any meeting properly noticed and called, a majority of the committee members present may adjourn the meeting from time to time without further notice other than an announcement of the meeting, until a quorum shall be present.

ARTICLE VII

Officers and Agents

Section 7.1 Number and Qualifications.

The Officers of the Corporation shall consist of a Chair, First Vice-Chair, Second Vice-Chair, President/Executive Director, Vice President and Secretary/Treasurer. The Board may also appoint other officers, assistant officers and agents, as it may consider necessary. One person may hold more than one office at a time and a Regular Member may have more than one representative as an officer, except that no person may simultaneously hold the offices of President and Secretary. Officers need not be Trustees. All Trustees must be representative of a Regular Member and at least eighteen (18) years of age.

Section 7.2 Elections and Term of Office.

The Board shall elect officers by a secret ballot of the Board represented at a meeting of the Board held during the first quarter of each year. Each officer shall hold office commencing at the conclusion of the January General Membership Meeting for one (1) year or until his/her successor shall have been elected and qualified, or until the officer's earlier death, resignation, retirement or removal. If the election of officers shall not be held at such a meeting, such election shall be held as soon as convenient thereafter.

Section 7.3 Removals.

The Chair, First Vice-Chair, Second Vice-Chair, President/Executive Director, Vice President and Secretary/Treasurer or any agent of the Corporation may be removed at anytime, with or without cause, by a majority vote of the votes cast in person or by proxy by the Board represented at a Regular Board Meeting or Special Board Meeting, at which a quorum was present and voting, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent of the Corporation shall not of itself create contract rights.

Section 7.4 Vacancies.

Any officer or agent of the Corporation may resign at any time, subject to any rights or obligations under any existing contracts between the officer and agent of the Corporation, by giving written notice to the Board, President/Executive Director, Secretary or the

Chair. An officer's or agent's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.5 Authority and Duties of Officers.

The officers of the Corporation shall have the authority and exercise the powers and perform the duties specified below and as may be additionally specified by the Board or these Bylaws, except that in any event each officer shall exercise only such powers and perform only such duties as may be permitted by applicable law.

Section 7.6 Chairs.

The Chair of the Board shall preside over all meetings of the Members and the Trustees, and shall have the deciding vote in case of a tie in any matter subject to a vote.

Section 7.7 First Vice-chairs.

The First Vice-Chair of the Board shall take the place and perform the duties of the Chair if the Chair is unable, for any reason, to perform his/her duties.

Section 7.8 Second Vice-Chair.

The Second Vice-Chair of the Board shall take the place and perform the duties of the Chair if the Chair is unable, for any reason, to perform his/her duties and the First Vice-Chair is unable, for any reason, to perform the duties of the Chair. If for any cause the Second Vice-Chair shall be unable to act, The Board shall appoint some other Trustee to perform the duties of the Chair, in who shall be vested the power of the Chair.

Section 7.9 President/Executive Director.

Subject to the direction and supervision of the Board, the President/Executive Director shall have the authority and shall exercise the powers and perform the duties specified below:

Section 7.9.1 Communications. The President/Executive Director shall receive all communications for the Corporation.

Section 7.9.2 Committees. The President/Executive Director shall keep at all times a directory of the committees, their members and time and place of meeting. The Board Chair and President/Executive Director shall be ex-officio members of all committees of the Corporation and shall perform such other duties as may be required of him/her by law or by action of the Board.

Section 7.9.3 Advisor. The President/Executive Director shall serve as an advisor to the Board. He/she shall attend the meetings of the Board and shall have the privilege of the floor but shall not be entitled to vote.

Section 7.9.4 Management. The President/Executive Director shall have general and active control of the day-to-day management of the Corporation and general supervision of all its agents and employees.

Section 7.9.5 Other. The President/Executive Director shall see that all orders and resolutions of the Board are carried into effect and shall discharge such other duties as pertain to his/her office.

Section 7.10 Vice-President.

In the absence of the President/Executive Director on in the event of the President/Executive Director's death, disability or refusal to act, the Vice-President shall perform the duties of the President/Executive Director, When so acting, the Vice-President shall have all the powers of, and be subject to all the restrictions upon the President/Executive Director.

Section 7.11 Secretary/Treasurer.

The Treasurer shall be the same person as the Corporate Secretary and shall hereafter be know as the Secretary/Treasurer of the Corporation ("Secretary/Treasurer").

Section 7.11.1 Secretary Duties. The Secretary/Treasurer shall perform the following duties of a Secretary (i) keep the minutes of the proceedings of the Board, committees of the corporation and any meeting of the Members; (ii) see that all notices are duly given in accordance with provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Corporation; and (iv) in general, perform all duties incident to the office of Secretary and such duties as from time to time may be assigned to the Secretary by the Chair of the Board.

Section 7.11.2 Treasurer. The Secretary/Treasurer shall perform the following duties of the Treasurer: (i) be the principal financial officer of the Corporation and have care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board; (ii) receive and give receipts and acquittances for moneys paid in on account of the Corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the Corporation of whatever nature upon maturity; (iii) unless there is a comptroller, be the principal accounting officer of the Corporation and as such prescribe and maintain the method and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President/Executive Director, Chair and the Board statements of account showing the financial position of the Corporation and the results of its operations; (iv) upon request of the President/Executive Director, Chair or Board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President/Executive Director, Chair or the Board. A full-time employee of the Corporation, other than the President/Executive Director, may be appointed to serve as an Assistant Treasurer

and may have the same powers and duties, subject to supervision by the Secretary/Treasurer.

Section 7.11.3 Mandatory Bond. The Secretary/Treasurer shall give a bond in such sum as the Trustees may from time to time require, for the faithful performance of the duties of his/her office, and for the proper care, accounting for, and return all moneys, funds, securities, evidences of indebtedness and other personal property of the Corporation which may come into his/her possession.

Section 7.12 Discretionary Bond.

The Board may require any Trustee, officer, agent or employee of the Corporation to be bonded in such sums and with such sureties as shall be determined by the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Corporation.

ARTICLE VIII

Indemnification

Section 8.1 Third-Party Suits.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the name of the Corporation) by reason of the fact that he or she was or is a Trustee, officer, employee, committee member or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprises, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action proceeding, had reasonable cause to believe his or her conduct was unlawful.

Section 8.2 Derivative Suits.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she was or is a Trustee, officer, employee, committee member or agent of the Corporation, or was or is serving at the request of the Corporation as a Trustee, officer, employee or agent of

another corporation, partnership, joint venture, trust or other enterprises, against expenses (including attorneys' fees), actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

Section 8.3 Successful Defenses.

To the extent that a Trustee, officer, employee, committee member or agent of the Corporation has been successful on the merits or otherwise in defense of any action suit or proceeding referred to in Sections 8.1 and 8.2 hereof, or in defense of any claim issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees), actually and reasonably incurred by him or her in connection therewith.

Section 8.4 Standard of Conduct.

Any indemnification under this Article VIII (unless ordered by a Court of competent jurisdiction) shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of a Trustee, officer, employee, committee member or agent is proper in the circumstances because he or she has meet the applicable standard of conduct as set forth in Sections 8.1 and 8.2 hereof. Such determination shall be made (i) by the Board, pursuant to a majority vote of a quorum of Trustee who were not parties in such action, suit or proceeding, or (ii) if such quorum is not obtainable, by a majority of such disinterested Trustees.

Section 8.5 Advancement of Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in a specific case upon receipt of an undertaking by or on behalf of the Trustee, officer, employee, committee member or agent to repay such amount unless it shall ultimately be determined that he she is entitled to be indemnified by the Corporation as authorized in this Article VIII.

Section 8.6 Nonexclusive Rights.

Indemnification provided for in this Article VIII shall not be deemed exclusive of any other rights, in respect of indemnification or other wise, in which those seeking indemnification may be entitled under any Bylaw, resolution of the Board or otherwise. This provision shall apply both as to action by a Trustee, officer, employee, committee member or agent in his or her official capacity and as to action in another capacity while holding such office or position. Indemnification provided or authorized under this Article VIII shall continue as to a person who has ceased to be a Trustee, officer, employee,

committee member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 8.7 Insurance.

The Board may authorize the Corporation to purchase or maintain insurance on behalf of any person who is or was a Trustee, officer, employee, committee member or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprises against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under such provision of this Article VIII.

Section 8.8 Severability.

If any court on any ground hereof shall invalidate this Article VIII or any Section or provision, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article VIII that shall not have been invalidated. Notwithstanding any other provision of the Bylaws, the Corporation shall neither indemnify any person nor purchase any type insurance policy that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in section 501(c)(6) 501-(c)-(6) of the IRC.

ARTICLE IX

Miscellaneous

Section 9.1 Account Books, Minutes, Etc.

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees. All books and records of the Corporation may be inspected by any Trustee or Member, or that Trustee's or Member's authorized agent or attorney, for any proper purpose at all reasonable times.

Section 9.2 Fiscal Year.

The fiscal year of the Corporation shall be January 1 – December 31 as established by the Board.

Section 9.3 Seal.

The Corporation shall have a common seal, consisting of a circle having on its face the word: "American Flower Importers Association".

Section 9.4 Conveyances and Encumbrances.

Property of the Corporation may be assigned, conveyed or encumbered by such officers as may be authorized to do so by the Board, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyed or encumbrance; however, the sale, exchange, lease or other disposition of all or

substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by the Articles consistent with all applicable statutes.

Section 9.5 Designated Contributions.

The Corporation may accept any designated contribution, grant, and bequest or devise consistent with its general tax-exempt purpose, as set forth in the Articles. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and as such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

Section 9.6 Loans Prohibited.

No Loans shall be made by the Corporation to any of its Trustees, officers' Members or agents. Any Trustees, officers, Members or agents who assent or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

Section 9.7 References to IRC.

All references in these Bylaws to provisions of the IRC are to the provisions of the federal Internal Revenue Code of 1986, as amended, and to the corresponding provision of any subsequent federal tax laws.

Section 9.8 Amendments.

Subject to applicable law, these Bylaws may be altered, amended or repealed, in whole or in part, and new bylaws may be adopted by any of the following procedures:

Section 9.8.1 Annual Member Meeting. The Bylaws may be altered, amended or repealed in whole or in part, and new bylaws may be adopted by the affirmative majority vote of the votes cast in person or by proxy by a majority vote of the Regular Members represented at the Annual Member Meeting.

Section 9.8.2 Special Member Meeting. The Bylaws may be altered, amended or repealed in whole or in part, and new bylaws may be adopted by the affirmative majority vote of the votes cast in person or by proxy by a majority vote of the Regular Members represented at a Special Member Meeting.

Section 9.8.3 Meeting of the Board. The Bylaws may be altered, amended or repealed, in whole or in part, and new bylaws may be adopted by the affirmative two-thirds (2/3)-majority vote of the votes cast in person or by proxy by the Board at which a quorum is present and voting. The revised Bylaws shall there after be submitted to the Regular Members for a sustaining vote by the affirmative majority vote of the votes cast in person or by proxy by a majority vote of the Regular Members present at the next Annual Member Meeting or at any Special

Member Meeting called for that purpose. The revised Bylaws continue in effect unless the Regular Members fail to sustain the revision, in which case the previously existing Bylaws shall govern.

Section 9.9 Bylaw Provisions Additional and Supplemental to Provisions of Law.

All restrictions, limitations, requirements and other provisions of the Bylaws shall be construed, insofar as possible, as supplemental and additional to all provisions of law applicable to the subject matter thereof and shall be fully complied with in addition to the said provisions of law unless such compliance shall be illegal.

Section 9.10 Bylaw Provisions Contrary to or Inconsistent with Provisions of Law.

Any article, section, subsection, subdivision, sentence, clause or phrase of the Bylaws which upon being construed in the manner provided in Section 9.9 hereof, shall be contrary to or inconsistent with any applicable provision of law, shall not apply as long as said provision of law shall remain in effect, but such result shall not affect the validity or applicability of any other portions sections of the Bylaws, it being hereby declared that these Bylaws and each article, section, subsection, subdivision, sentence, clause or phrase thereof, would have been adopted irrespective of the fact that any one or more articles, sections, subsections, subdivisions, sentences, clauses or phrases is or are illegal or unenforceable.

Section 9.11 Common Trustees and Officers - Transactions between Corporations.

No contract or other transaction between the Corporation and one or more of its Trustees or officers or any other corporation, firm, association or entity in which one or more of its Trustees or officers are trustees, trustees or officers or are financially interested shall be either void or void able because of such relationship or interest, or because such Trustee, Trustees, Officer or Officers are present at the meeting of the Board, or a committee thereof which authorizes, approves or ratifies the contract or transaction, or because his or their votes are counted for such purpose if: (i) the fact of such relationship or interest is disclosed or known to the Board or committee which authorizes, approves or ratifies the contract or transaction; or (ii) the contract or transaction is fair or reasonable to the Corporation. Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board or committee thereof which authorizes, thereof, which authorizes approves or ratifies the contract or transaction.

Section 9.12 Construction.

Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (A) The remainder of these Bylaws shall be considered valid and operative, and
- (B) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 9.13 Table of Contents; Headings.

The table of contents and heading are for organization, convenience, and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

Section 9.14 These Bylaws are subject to and governed by, the Articles of Incorporation.

The current Board of Directors of the American Flower Importers Association adopted these Bylaws on June 19, 1999.

_____ Chairman	_____ 1 st . Vice Chair
_____ 2 nd Vice Chair	_____ Secretary/Treasurer
_____ Board Member	_____ Board Member
_____ Board Member	_____ Board Member
_____ Board Member	_____ Board Member
_____ Board Member	_____ Board Member