

**THE LOUISIANA STATE  
FLORISTS' ASSOCIATION,  
INC.**



**ARTICLES and BY-LAWS as**

**Amended and restated**

**July 20, 2005**

## **Introduction**

There is some doubt in some quarters as to where and how our organization actually had its birth. There is some question as to why we were formed. But certain things we are sure happened and I will attempt to relate the factual part of our history as I have been able to assemble it, as well as to give impressions of the individuals who have made this history. It will of necessity be incomplete, but it will in some measure pay tribute to the purposes and aims of our founders, and the endeavors of those who toiled toward these ideals.

## **History**

There existed in the mid 30's organizations of florists and horticulturists who had banded together to work out mutual problems. We know that in the state of Texas an organization had been furthering the aims of the retail florists of 20 years; the New Orleans Horticultural Society was an active, virile organization; the North Louisiana State Horticulture Society was in operation and others. We know, too, that there was a horticultural law in existence, and that certain groups were working with the state in these endeavors.

It would seem that small preliminary meetings must have taken place, perhaps in various localities. Surely the Florists' Telegraph Delivery Unit had its meetings in various parts of the State from time to time and on the occasions the proposed State Organization must have been discussed.

Problems there were, and some may remember the issues of the day – first, the bond then required for license, \$10 per individual – the White-fringed Beetle – the peddlers on the streets selling flowers and plants from distant markets, and also, many of the very same problems which the florist is today contending.

There were efforts made on the occasion of the concerted attack on the above and other problems by groups of retailers and horticulturists to form a truly state-wide organization on at least two prior occasions that failed. Undaunted, however, the officers of the Shreveport and New Orleans groups, and others interested primarily in the Baton Rouge area, with a sprinkling of representatives from Southwestern Louisiana, assembled for a meeting of organization in Baton Rouge on May 25, 1939. Fifty persons there present signed up as members, appointed a group of officers and The Louisiana State Horticultural Association was “in business”.

This meeting was held in the evening of May 25, in the Circuit Court room in the State Capitol Building in Baton Rouge. Of the appointed officers, all save one was present; committees were appointed to further membership to every section of our state. Immediately the group seemed as if it were an old organization with experience, as the house was promptly put in order, bills were ordered paid, rules were established and the president was authorized to proceed toward the incorporation of the association. The next meeting of the board was set for Lake Charles, Louisiana, to coincide with the Florists' Telegraph Delivery Association meeting in June of 1939.

Interesting to note is that this meeting began at 5:28 PM and ended at 5:55 PM; a total of 27 minutes. It would seem that our early officers truly thought by the mile and spoke by the inch, as brevity was the word of the day.

The Association, with the vigor of a toddler, spread throughout the state and less than one year later, the Shreveport convention would take place. Prior to that, however, the formal incorporation took place in Baton Rouge, Louisiana, on June 24, 1939. Our Articles of Incorporation were signed by Sam Scheinuk, Mrs. D.A. Newsham, D. A. Newsham, F. I. Heroman, F. I. Heroman, Jr., and George Dupuy.

The Articles of Incorporation contained in general fashion the precepts of our present day rules, generally the same by-laws, and have been modified from time to time. These new stipulations were published in book form, along with a list of charter members.

*We give our thanks to Jim Durio, editor of the 25<sup>th</sup> Anniversary Convention Program, who compiled the information on the history of the Louisiana State Florists' Association and its Presidents from 1940 to 1965. We appreciate Don Stothart's assistance with the Presidents during the last 25 years.*

## **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE LOUISIANA STATE FLORISTS' ASSOCIATION, INC. (A NON-PROFIT CORPORATION)**

**WHEREAS**, it is in the best interest of the corporation to update the original Articles of Incorporation filed with the Louisiana Secretary of State on June 24, 1939 in the name of "The Louisiana State Horticultural Association", as amended on or about September 9, 1957, wherein the name of the non-profit corporation was changed to "The Louisiana State Florists' Association, Inc.", together with all subsequent amendments thereto, revoking all other articles notwithstanding;

**WHEREAS**, the Amended and Restated Articles of Incorporation herein accurately copies the original articles and all amendments thereto in effect at the date of the restatement, without substantive change, except as made by new amendments contained in the restatement.

**WHEREAS**, the new amendments to Articles I through XI are designed to streamline the articles so as to conform with the minimum requirements for Articles of Incorporation under Non Profit Corporation Law (LA R.S. 13:201, et seq.) and to repeal and delete redundant and duplicative language likewise contained in the proposed Amended and Restated Bylaws, to clarify and define the criteria, terms and conditions of Membership (Article IX), and to re-structure the Board of Directors to comport with the proposed Amended and Restated Bylaws (Article X);

**WHEREAS**, each amendment has been effected in conformity with law, complete copies of said Amended and Restated Articles of Incorporation having been given to the Membership of the Association along with notice of the annual meeting transmitted to the Members not less than thirty days prior to the meeting, and having presented upon motion duly made, seconded and carried, by a vote of at least two-thirds of the voting Members present at the annual meeting of Members held July 30-31, 2005:

**IT WAS RESOLVED**, that the original Articles of Incorporation filed with the Louisiana Secretary of State on June 24, 1939 in the name of "The Louisiana State Horticultural Association", as amended on or about September 9, 1957, wherein the name of the non-profit corporation was changed to "The Louisiana State Florists' Association, Inc.", together with all subsequent amendments thereto, be and are hereby amended and restated in their entirety as follows:

**ARTICLE I.**

NAME

The name of this corporation is “The Louisiana State Florists’ Association, Inc.” (Hereinafter referred to as “the Association”).

**ARTICLE II.**

PURPOSE

The Association is formed for the purpose of engaging in any lawful activity for which non-profit corporations may be formed under Chapter 2, Title 12 of the Louisiana Revised Statutes (Non-profit Corporation Law).

**ARTICLE III.**

DURATION

The Association’s duration is perpetual.

**ARTICLE IV.**

NON-PROFIT CORPORATION

The Association is a non-profit corporation.

**ARTICLE V.**

REGISTERED OFFICE

The location and municipal address of the Association’s registered office is: Bob Peden, 224 Hodges Rd., Ruston, LA 71270

**ARTICLE VI.**

REGISTERED AGENT

The full name and municipal address of the Association’s registered agent is: Steven Durio, Durio, McGoffin & Stagg, 220 Heymann Blvd., Lafayette, LA 70503

**ARTICLE VII.**

BYLAWS

All powers of the Association shall be exercised in accordance with the Bylaws of the Association.

## **ARTICLE VIII.**

### **BASIS**

The corporation is organized on a non-stock basis.

## **ARTICLE IX.**

### **MEMBERSHIP**

**(A) MEMBERSHIP CLASSIFICATIONS:** The following persons and/or businesses shall be eligible for Membership in the Association:

**(1) RETAIL FLORIST MEMBER:** The owner and/or full-time employee of a professional or commercial business establishment whose principal or primary business is the preparation and retail sale of flowers and other plant materials;

**(2) LICENSED FLORIST MEMBER:** A florist currently licensed and in good standing with the State of Louisiana, regardless of employment;

**(3) ALLIED TRADE MEMBER:** The owner, representative, and/or full-time employee of a professional or commercial business establishment whose principal or primary business is:

- (a) The wholesale or retail sale or manufacture of florists' requisites; or
- (b) The wholesale sale of flowers and other plant materials; or
- (c) The growing of plants and/or flowers.

**(4) EMPLOYEE MEMBER:** A full or part-time employee supervised by a licensed florist member.

**(5) HONORARY MEMBER:** Individuals recommended by the Membership Committee for Honorary Membership who may not fall within the classifications of "Retail Florists" or "Licensed Florists" or "Allied Trade" or "Employee". Honorary Members shall not be eligible for office in the Association, and shall have no vote at any meetings of the Association Membership.

**(B) APPLICATION FOR MEMBERSHIP – SUBJECT TO APPROVAL:** All applications for Membership shall be subject to the approval of the Membership Committee, in the manner provided for in the Association's By-laws.

**(C) CESSATION OF MEMBERSHIP CLASSIFICATION:** When a member classified as a "Retail Florist Member", "Licensed Florist Member", "Allied Trade Member", or "Employee Member" ceases to engage in the retail florist or allied trade business or ceases to retain their florist license as set forth above, the following rules shall apply:

(1) If such a Member has been a Member of the Association for less than five (5) years, his Membership shall terminate immediately.

(2) If such a Member has been a Member in good standing of the Association for more than five (5) years, he may be allowed to retain Membership and attend Association functions provided he remains in good standing with the Association. Such a Member may vote, but may not hold elected office.

**(D) QUALIFICATIONS FOR MEMBERSHIP:** Membership “in good standing” shall be based upon a system of dues, or contributions, coupled with or related to such other duties and qualifications all as may be prescribed in the By-laws of the Association. Membership consists of:

- (1) Annual Membership
- (2) Life Membership; and
- (3) Honorary Membership

**(E) CERTIFICATES OF MEMBERSHIP:**

(1) Certificates of Membership for Annual Members shall be issued conditioned upon the payment of Membership dues as prescribed in the By-laws of the Association.

(2) Certificates of Membership for Life Members shall be issued upon payment of the life Membership fee as prescribed in the By-laws of the Association.

(3) Certificates of Membership for Honorary Members shall be issued upon the recommendation of the Honorary Member for honorary Membership by the Membership Committee as prescribed in the By-laws of the Association.

**ARTICLE X.**

**BOARD OF DIRECTORS**

All powers of the Association shall be vested in, and the business and affairs of this corporation shall be managed by a board of directors, composed of no less than three (3) nor more than (11) natural persons, who shall be elected by a majority of the voting Members present at the annual meeting of the Association Membership in accordance with the procedures of, and for such terms of office as set forth in, the By-laws of the Association. Unless otherwise provided in the By-laws of the Association, the Board of Directors shall have the authority to make and alter the By-laws.

**ARTICLE XI.**

**TAX IDENTIFICATION NUMBER**

The Association’s federal tax identification number is 72-076002.

**AMENDED AND RESTATED BY-LAWS OF THE LOUISIANA STATE FLORISTS’ ASSOCIATION, INC.**

The Membership of the Louisiana State Florists' Association, Inc. held its annual meeting on August 28-30 in Lafayette, Louisiana after due notice, at which a quorum was present. After a full discussion and consideration, the Membership, by at least a two-thirds majority vote of the Membership in attendance, adopted the following Amended and Restated By-laws of the Louisiana State Florists' Association, Inc., revoking all previous By-laws notwithstanding:

## **SECTION 1. DEFINITIONS**

Definitions of the following terms shall apply throughout these By-laws:

(A) The "Association" refers to the "Louisiana State Florists' Association, Inc."

(B) In accordance with the Articles of Incorporation of the Association, "Retail Florists", as used herein, refers to the owner and/or full-time employee of a professional or commercial business establishment whose principal or primary business is the preparation and retail sale of flowers and other plant materials.

(C) In accordance with the Articles of Incorporation of the Association, "Allied Trade", as used herein, refers to the owner, representative and /or full-time employee of a professional or commercial business establishment whose principal or primary business is:

- (1) The wholesale or retail sale or manufacture of florists' requisites; or
- (2) The wholesale sale of flowers and other plant materials; or
- (3) The growing of plants and/or flowers.

(D) In accordance with the Articles of Incorporation of the association, "Honorary Member", as used herein, refers to individuals recommended by the Membership Committee for Honorary Membership who may not fall within the classification of "Retail Florists" or "Allied Trades", as defined above.

(E) "Full-time employee" refers to an employee who is currently employed for a minimum of thirty (30) hours per week.

(F) In accordance with the Articles of Incorporation of the Association, a Member is considered to be "in good standing" when current in the payment of all Annual Membership dues or Life Membership fees.

## **SECTION 2. MEMBERSHIP**

(A) Eligibility: To be eligible for Membership in the Association, prospective Members must be engaged in the Retail Florists or allied trade business, or be a Licensed Florist or an Employee supervised by a licensed florist as heretofore defined, or have been named as Honorary Members by the Membership Committee. The Membership Committee of the Association shall determine under which category of Membership a prospective Member shall be classified.

(B) Application: All prospective Members must complete a Membership Application on a form prepared by the Membership committee. The membership application form shall inform the applicant:

(1) That membership into the Association requires the express acceptance of the application by the Membership Committee of the Association:

(2) That the Membership Committee reserves the right to reject the Membership application of any applicant;

(3) That by signing the Membership Application, the Applicant expressly acknowledges that the decision of the Membership committee is final and that he agrees to be bound by said decision; and

(4) That no application shall be rejected solely on the basis of the Applicant's race, creed, color, religion, sex, age, disability or national origin.

**(C) Membership Dues and Fees:**

(1) Annual Membership: Annual Membership dues shall not exceed \$50.00 per fiscal year beginning January 1<sup>st</sup> each year and end December 31<sup>st</sup> of the following year.

(2) Life Membership: Life Membership fee shall be \$500.00, payable in advance, with no further dues during the life of the Member.

(3) Notice: Prior to January 1<sup>st</sup>, the Secretary shall send written notice to all annual Members of the Association that annual dues are due for the following fiscal year and shall expire on December 31<sup>st</sup>. The Secretary shall give a second notice to those who have not paid their annual dues by January 31, and a third and final notice to those who have not paid by February 28<sup>th</sup>. Any Member who has not paid their dues by March 31<sup>st</sup> shall be dropped from the Membership rolls. Members who have been dropped from the Membership rolls for non-payment of annual dues and who wish to be reinstated must submit a new application. Said application shall be subject to the approval of the Membership Committee, and must pay the annual Membership dues for that fiscal year.

**(D) Cessation of Membership Classification:** When a Member classified in the categories of Retail Florist or Allied Trade ceases to engage in the Retail Florist or Allied Trade business or a Member ceases to renew their license or is no longer an employee of a licensed floral Member as set forth above, the following rules shall apply:

(1) If such a Member has been a Member of the Association for less than five (5) years, his Membership shall terminate immediately.

(2) If such a Member has been a Member in good standing of the association for more than five (5) years, he may be allowed to retain Membership and attend Association functions provided he remains in good standing with the Association. Such a Member may vote at Membership meetings, but may not hold elected office.

### **SECTION 3. MEETINGS OF MEMBERS**

**(A) Date:** The Annual Meeting of the Membership of the Association shall be held at the time and place designated for such a meeting by the Board of Directors.

**(B) Notice:** The Secretary of the Association shall provide each Member with written notice at the time and place of the annual meeting at least thirty (30) days in advance of said meeting.

(C) Registration Fee:

(1) Each Member attending the Annual Meeting of the Membership shall be required to pay a Registration fee, in addition to any amount owed for Membership Dues or Fees, prior to admission to the Annual Meeting.

(2) The amount of the Registration Fee shall be set by the Executive Committee.

(3) The Secretary of the Association shall provide the Membership with written notice of the amount of the Registration Fee with the notice of the time and place of the Annual Meeting.

(D) Special Meetings:

(1) Special meetings of the Membership may be called at any time by the Secretary:

(a) At the written request of the President;

(b) At the written request of a majority of the Board of Directors; or

(c) At the written request of ten percent (10%) of the voting Membership;

All requests for Special Meetings must specify the business to be discussed at the requested Special Meeting.

(2) Within ten (10) days of the receipt of the request for a special meeting of the Membership, the Secretary shall provide each Member with written notice of the time and place of said Special Meeting of the Membership and the business to be discussed at said meeting.

(3) No business of any kind shall be transacted at any Special Meeting other than that for which it was specifically called, unless by unanimous consent of all Members present.

(E) Quorum: five percent (5%) of the voting Membership shall constitute a quorum for the transaction of business at any meeting of the Membership.

(F) Voting Eligibility: All Retail Florist, Allied Trade, Licensed Florist, and Employee Members in good standing who have been approved for Membership for at least thirty (30) days prior to the Annual and/or Special Membership Meeting shall be allowed to vote at such meeting.

(G) Election: Notwithstanding any provision of these By-laws to the contrary, elections of the Officers and Directors of the Association shall be held at the annual Meeting of the Membership.

(H) Conduct: All meetings of the Association Membership shall be conducted in accordance with Robert's Rules of Order.

## **SECTION 4. BOARD OF DIRECTORS**

(A) Powers of the Board of Directors: In accordance with the Articles of Incorporation of the Association, all powers of the Association shall be vested in, and the business and affairs of this corporation shall be managed by a Board of Directors.

(B) Composition: The Board of Directors shall be composed of the following:

- (1) The President;
- (2) The Vice-President;
- (3) The Secretary/Treasurer;
- (4) Six Directors elected at large from the “Retail Florist” Membership;
- (5) One Director elected at large from the “Allied Trade” Membership; and
- (6) The immediate Past President.

The Secretary/Treasurer shall have a voice, but no vote at all meetings.

(C) Term: Each Director-At-Large shall be elected for a three (3) year term or until his successor shall be elected. Terms of office for “Retail Florists” Directors-At-Large shall be staggered such that two Directors-At-Large shall be elected each year for a three (3) year term. The Directors-At-Large shall take office thirty (30) days after election:

(D) Qualifications:

(1) Minimum Qualifications: The following are the minimum qualifications for candidates for the Board of Directors:

- (a) Must have been a Member of the Association for at least twelve (12) months by the date of the election;
- (b) Must be actively engaged in the “Retail Florist” or “Allied Trade” business; and
- (c) Must be “in good standing”.

(2) Ineligibility: At no time may a husband and wife serve simultaneously on the Board of Directors.

(E) Vacancies: Any vacancy on the Board which may occur shall be filled by appointment of the President, subject to the approval of the Board of Directors, to serve until the next annual Membership meeting, at which meeting a special election shall be held for a Director to fulfill the unexpired term (if any) of the vacating Director.

(F) Removal: An officer or director may be removed and their position declared vacant for cause, after due notice, by a majority vote of the full Board of Directors. For purposes of this Subsection “Cause” is defined as:

- (1) Failure to comply with the By-laws or the Articles of Incorporation of the Association;
- (2) Gross negligence or intentional disregard of ordinary and prudent business practices;
- (3) Immoral or outrageous conduct, public or private, which impairs the performance of his duties or the reputation of the Association;

(4) Failing to follow and implement any and all policies, resolutions and directives of the of the Board of Directors or the Membership of the Association; and

(5) Fraud, misappropriation or embezzlement.

(G) Quorum: Six (6) Members of the Board of Directors shall constitute a quorum for the transaction of any business on behalf of the Association.

(H) Conduct: Meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order.

## **SECTION 5. OFFICERS**

(A) General: The Officers of this Association shall be domiciled in the State of Louisiana, and shall include:

(1) The President

(2) The Vice-President and

(3) The Secretary/Treasurer

(B) Election or Appointment

(1) The President and the Vice-President of the Association shall be elected by a majority vote of the Members present and voting and shall serve a term of one (1) year or until their successors are elected. The President and Vice-President shall take office thirty (30) days after election.

(2) The Secretary/Treasurer of the association shall be appointed by the Board of Directors. Any contractual agreements and compensation, as well as the qualifications and other requirements shall be determined by the Board of Directors.

(C) President: The President shall:

(1) Preside over all meetings of the Association and the Board of Directors and will generally be the responsible party for carrying out all of the orders and resolutions passed at such meetings;

(2) Act as Chairman of the Board of Directors;

(3) Call Special Meetings of the Board of Directors and make written request of the Secretary/Treasurer for Special Meetings of the Board of Directors.

(4) Appoint all Committees of the Association, except the Executive Committee.

(5) Serve as Ex Officio Member of all Committees except the Nominating Committee as hereinafter described. The President shall have the privilege of voting at Committee meetings only in the event of a tie among Committee Members;

(6) Receive and hold secure the fidelity bond of the Secretary/Treasurer, and shall be responsible to determine the amount of said bond, and its sufficiency to indemnify the Association.

(D) Vice President: In the absence of the president, the Vice President shall preside at all meetings of the Association and of the Board of Directors, and in case of resignation or death of the President, shall exercise all the authority, privileges and power of the President.

(E) Secretary/Treasurer: The Secretary/Treasurer shall:

(1) Keep the minutes of the meetings of both the association and of the Board of Directors;

(2) Keep all records, current and past, in a uniform manner;

(3) Receive and approve all bills for payment of money before such bills are presented to the Association;

(4) Receive all monies of the Association;

(5) Be empowered to purchase all necessary supplies for the duties of his office, provided that any expenditure exceeding Two Hundred Fifty and No/100 Dollars (\$250.00) must receive prior approval of the President.

(6) Be entitled, upon prior approval of the President, to all necessary out-of-pocket expenses, including, but not limited to, expenses for travel and lodging, necessary to fulfill the duties of his office.

(7) Receive all Membership dues and fees and shall provide receipt for same.

(8) Furnish bond as required by the Board of Directors.

(9) Make an annual report of the receipts and disbursements of his office, which report shall be audited under the direction of the Board of Directors.

(F) Agency: No officer; other than the President, shall have the power to financially obligate the Association, without approval of the Board of Directors or the Executive Committee.

## **SECTION 6. EXECUTIVE COMMITTEE**

(A) Composition: The Executive Committee shall be comprised of the following:

(1) The President

(2) The Vice-President

(3) The Immediate Past President;

(4) The two (2) most Senior "Retail Florist" Directors-At-Large; and

(5) The Secretary/Treasurer (who shall serve without vote).

(B) Function: The Executive committee shall be available to consult with the President on the operation of the Association during the interval between regularly scheduled meetings of the Board of Directors, and may act on behalf of and with full authority of the full board of Directors, provided such action is not in conflict with any prior action of the Board of Directors or the Membership of the Association.

(C) Review and Ratification: All actions of the Executive Committee shall be reported to the Board of Directors at its next regularly scheduled meeting for review and ratification.

(D) Action of the Executive Committee: Action of the Executive Committee may be taken by a majority of the voting Committee Members.

## **SECTION 7. COMMITTEES**

(A) Nominating Committee:

(1) Composition: The Nominating committee shall be composed of the three most immediate Past Presidents. If for any reason any of the three most immediate Past Presidents are unavailable to serve, the President shall appoint Nominating Committee members from the general Membership of the Association. The most immediate past President shall serve as the Chairman of the Nominating Committee.

(2) Function: The Nominating Committee shall recommend candidates for each Officer and Member of the Board of Directors.

(3) Report: The Report of the Nominating Committee shall be available no less than thirty (30) days before the annual Meeting of the Membership of the Association.

(B) Election Committee:

(1) Composition: For each annual meeting the President shall appoint an Election Committee of three (3) to five (5) Members, one of whom shall be nominees, candidates, or Members of the Board of Directors.

(2) Function: The Election Committee shall conduct the election of the Officers and Members of the Board of Directors and report the totals to the President as soon as the results are determined.

(3) Tie Vote: In case of a tie vote, the Committee shall invite the candidates who are tied and lots shall be drawn to determine a winner. The President shall be present for the tie-breaking.

(C) Finance Committee:

(1) Composition: The finance Committee shall be made up of three (3) Members of the Association appointed by the President, subject to the approval of the Board of Directors.

(2) Function: The Finance Committee shall:

(a) Assist in the preparation of an annual budget;

(b) Review the performance of the Board of Directors as regards to the budget.

## **SECTION 8. AMENDMENT OF THE BY-LAWS**

(A) Manner: The By-laws of the Association may be amended:

(1) By majority vote of a quorum of the Board of Directors at any properly called meeting; or

(2) By a majority vote of the Members present and voting at the annual meeting of the Association or at any special meeting properly called for that purpose.