AMENDED AND RESTATED BYLAWS

Utah Cut Flower Farm Association (UCFFA)

These Amended and Restated Bylaws replace and supersede the previously adopted Bylaws of the Utah Cut Flower Farm Association and incorporate amendments approved by the Board of Directors.

ARTICLE I. Name

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

ARTICLE II. Purpose

Section 1. Nonprofit Purpose

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

Section 2. Specific Purpose

A. To protect and advance the interests of all Utah cut flower growers, to encourage participation in the Utah cut flower industry, and to promote cooperation between Utah cut flower growers.

B. To offer education opportunities in cut flower horticulture to advance all aspects of growing and selling a Utah product.

C. To establish and abide with the highest standard of cut flower production and products to provide reliable service to customers.

D. To connect florists and local consumers to the flower farm that will best serve their needs.

E. To pursue other activities as needed to advance the goals of UCFFA.

ARTICLE III. Membership

Section 1. Types of Memberships

A. Certified Grower Membership

Certified Grower Memberships are for farmers that have been growing cut flowers for two (2) years for the purpose of selling. Business License will be verified upon initial membership. Membership will be granted after application review.

B. Farmer Florist Membership

Farmer Florist Memberships are for farmers that have been growing cut flowers for two (2) or more years for the purpose of selling and using for a florist business. Membership will be granted after application review.

C. Florist Membership

Florist Memberships are for any florists looking to connect with the local flower movement and local farms.

D. Associate Grower Membership

Associate Grower Memberships are for any gardener, new cut flower farms, or general farms interested in cut flower production who do not qualify for Certified Grower Membership or do not wish to join as Certified Growers.

E. Student Membership

Student Memberships are for individuals currently enrolled in a secondary or post-secondary educational institution with an interest in floriculture, horticulture, floral design, or related agricultural studies.

F. Sponsor Membership

Sponsor Membership is for any individuals, companies, co-ops, or other organizations that want to support the UCFFA.

Section 2. Membership Dues

Memberships renew annually from purchase date. Membership can be applied for at any time.

Changes to the membership fee structure may be made by majority vote of the Board of Directors at a Board meeting open to the membership. Members shall be notified in advance that a vote regarding dues will occur and shall be given the opportunity to attend and provide input prior to the vote.

All members will be made aware of any approved changes in the dues structure at least one (1) month prior to the renewal date.

Section 3. Membership Standing

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

Section 4. Voting Members

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

Section 5. Annual Meeting

The Association shall hold at least one meeting per year open to the membership.

The annual meeting may be conducted in person or electronically.

ARTICLE IV. Board of Directors

Section 1. General Powers

The business and affairs of the association shall be managed by the Board of Directors.

Section 2. Eligibility

Only members in good standing may serve on the Board.

Section 3. Number

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

Section 4. Composition

The Board of Directors shall consist of:

(a) The elected Officers of the Association; and
(b) Any additional Directors appointed by a majority vote of the Board.

All Officers shall serve as Directors.

Section 5. Elections

Directors who are Officers shall be elected by the voting membership every two (2) years in January, by electronic ballot or other method determined by the Board.

Appointed Directors are not subject to election.

Section 6. Terms of Office

Officers shall serve a term of two (2) years and until their successor is duly elected.

Appointed Directors shall serve at the pleasure of the Board and may be removed by majority vote of the Board.

Section 7. Term Limits

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

Section 8. Removal

Any Director may be removed by majority vote of the remaining Board members if the Director:

a) Has more than three unexcused absences in a calendar year
b) Does not maintain good membership standing
c) Does not act in the best interest of the Association

Section 9. Vacancies

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

Section 10. Regular Meetings

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

Section 11. Notice

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

Section 12. Special Meetings

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

Section 13. Quorum

A majority number of directors shall constitute a quorum for the transaction of business at any meeting of the Board.

A quorum shall not be established if more than fifty percent (50%) of such quorum is related by blood or marriage or otherwise have joint financial interests, such as business partnerships.

Section 14. Non Delegable Duty

No director may vote at any meeting by proxy.

Section 15. Manner of Acting

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

Section 16. Action Without Meeting

Any action that may be taken by the Board at a meeting may be taken without a meeting if:

a) The action to be taken is set forth in writing; and
b) All directors consent in a written recordable format such as written or emailed documentation or an electronic poll.

Section 17. Presumption of Assent

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

Section 18. Compensation

No director or officer shall for reason of their office be entitled to receive any salary or compensation. However, nothing herein shall prevent any director or officer from receiving compensation for duties other than those of a director or officer.

ARTICLE V. Officers

Section 1. Eligibility

Officers must be members in good standing and are elected by the voting membership.

Section 2. Number

The Officers of the Association shall be:

President
Vice President
Treasurer
Secretary

Such additional officer positions as deemed necessary may be created by amendment. In its discretion, the Board may leave unfilled for any such period as it may determine any such office except those of President and Secretary.

Section 3. Election

Election of Officers shall be conducted by electronic ballot of the voting membership.

Candidates may submit a one-page campaign letter to the membership one month prior to elections.

Section 4. Term of Office

Each Officer shall serve a term of two (2) years unless the Officer’s directorship ends first.

Section 5. Term Limits

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

Section 6. Removal

Any officer or director may be removed by a majority vote of the remaining officers whenever, in their judgment, the best interests of the association will be served thereby. The Board may elect a successor for the unexpired term.

No officer shall be removed without an opportunity to be heard. Written notice of such motion shall be given at least twenty (20) days prior to the meeting at which the motion will be presented.

Section 7. Vacancies

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

Section 8. President

The President shall be the principal executive officer of the Association and shall supervise and control all business and affairs of the Association subject to the authority of the Board.

Section 9. Vice President

The Vice President shall assume the duties of the President in their absence and perform such other duties as assigned by the Board.

Section 10. Secretary

The Secretary shall maintain meeting minutes, manage official notices, maintain organizational records, and perform other duties as assigned by the President or Board.

Section 11. Treasurer

The Treasurer shall oversee the financial affairs of the organization including budgeting, monitoring revenues and expenses, and providing financial reports to the Board.

ARTICLE VI. Committees

Section 1. Committee Formation

The Board may create committees as needed and shall appoint all Committee Chairs.

Committee Chairs may serve as Directors if appointed by the Board.

Section 2. Finance Committee

The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget.

Section 3. Education Committee

The Education Committee is responsible for providing members with educational opportunities and information regarding growing practices and business development.

Section 4. Publicity Committee

The Publicity Committee is responsible for marketing, media relations, and social media outreach for the Association.

Section 5. Membership Committee

The Membership Committee maintains membership records and works to expand and support the membership base.

Section 6. Research Committee

The Research Committee works to advance research supporting cut flower production in Utah and facilitate collaboration with educational institutions.

Section 7. Grants Committee

The Grants Committee shall:

- Identify and monitor grant opportunities
- Assist with reporting and compliance
- Oversee grant sponsor attribution requirements
- Coordinate with grant writers or external support as needed

ARTICLE VII. Conflict of Interest

Each Director shall sign a Conflict of Interest statement upon election or appointment to the Board.

Directors shall disclose any financial interests that may present a conflict and shall refrain from using their position for personal benefit beyond what is available to any general member.

Directors shall recuse themselves from votes in which they have a material conflict.

ARTICLE VIII. Indemnification

The Association shall indemnify directors, officers, employees, and agents against expenses incurred in connection with legal proceedings arising from their service to the Association, except in cases of negligence or misconduct.

ARTICLE IX. Books and Records

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

ARTICLE X. Amendments

The Board of Directors may amend these Bylaws by a majority vote at any regular or special meeting, provided that written notice of the proposed amendment is given prior to the meeting.

ADOPTION OF BYLAWS

These Amended and Restated Bylaws were adopted by the Board of Directors of the Utah Cut Flower Farm Association on the 12th day of March, 2026.