

SPECIAL ISSUE BULLETIN



Special Issue
September 2008

Revisions to OFA Constitution & Bylaws

OFA – an Association of Floriculture Professionals is proposing revisions to its current Constitution & Bylaws. As required, these proposed revisions must be printed in the association’s official publication, the *OFA Bulletin*. Please see page 3 for those proposed revisions.

Also, please watch your mailbox because the ballot to vote on these revisions will be arriving soon. **The deadline to return your ballot is November 7, 2008.**

Open Letter to OFA Members & Stakeholders

From the OFA Executive Committee;
sent September 10, 2008

It has recently come to our attention that the current vote on potential OFA Constitution & Bylaws revisions suffers from an unintentional procedural error. The revisions were not printed in the OFA Bulletin as mandated by the current Constitution & Bylaws. Therefore, the current voting process will stop, the process corrected, and voting will begin again for the same valid and legitimate reasons outlined in our original correspondence (see page 2).

This was an issue of human error and nothing more. OFA Executive Director/CEO John Holmes takes full responsibility for the unfortunate misstep and apologizes for it.

Although the failure to follow procedural mandates is serious, it is fixable. Not as easily fixed are the allegations made in recent correspondence (hand-written notes on some mailed originals) from five OFA past presidents and a former OFA board member (see pages 6-8). Because some of the letters went to non-members and/or individuals not eligible to vote, it is necessary to make this public response. Also, let us remind you that only current OFA company and educator members in good standing receive a ballot. Those members receive one ballot, addressed to the individual shown on OFA records as that member’s representative. Other “members”, whether they are students, retirees, or subscribers are not eligible to vote.

That aside, these allegations, some personal in nature, appear to call into question the qualifications and integrity of both our board of directors and staff (see list at www.ofa.org). This group of individuals has had an unfortunate history of personal dissatisfaction with OFA leadership.

We have attempted to reach out to these individuals and give them both an opportunity and forum to directly share their concerns with the entire OFA board of directors. They have, sadly, continually chosen a different path; a path of misinformation, miscommunication, disrespect, and divisiveness.

What we have here is a family quarrel – nothing more and nothing less. Those of us involved in family businesses understand these

quarrels often come from differences of opinion between generations. One generation wants to embrace the past and others want to embrace the future. The last of these gentlemen served as OFA president nearly a decade ago (see list at www.ofa.org), and much has transpired in all of our worlds in that amount of time.

Fortunately, over the last 80 years, OFA has adapted, grown, and continues to prosper. We continue to succeed where others have not. These gentlemen deserve credit for their service and for laying the foundation that has allowed OFA to grow and serve the many ever-changing needs of a challenged industry.

They also have a right to their opinion and the exercise of free speech. But even free speech does not allow someone to irresponsibly and falsely yell “fire” in a crowded theater. Free speech does not allow potentially libelous character assassination. And free speech should not allow making inaccurate and inflammatory statements. We are now placed in an untenable position and must respond to the constitution & bylaws challenges (see page 9) and other miscellaneous allegations (see pages 9-10).

OFA is transparent and will remain so. OFA is committed to serving the best interests of its membership, stakeholders, and the entire industry and will remain so. We appreciate your continued confidence and support as we work through this family quarrel. If you have any comments or questions about the above or attached, please feel free to contact us. Thank you!

Bobby Barnitz
OFA President

Jim Broderick
OFA Treasurer

Mike McCabe
OFA board member &
Executive Committee Liaison

Danny Takao
OFA Vice President

Doug Cole
Immediate Past President & Chair,
OFA Constitution & Bylaws Committee



OFA Mission Statement

To support and promote floriculture professionals through lifelong learning, career enhancement, and public awareness.

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OFA Bulletin

Special Issue,
September 2008

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Copy of Letter Sent to OFA Voting Members in August 2008



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August 2008

Dear fellow OFA members:

For several years, the OFA Constitution & Bylaws Committee and Board of Directors have been reviewing our organization's governing documents, including our Constitution & Bylaws. Through this exercise it was very apparent that a review and update was long overdue.

As a result of this multi-year process, overseen by several past presidents and individual board members, we are prepared to submit for your approval a proposed updating of OFA's Constitution & Bylaws. These updates have been reviewed by our long-time attorney, Tom Bonasera, and unanimously approved by both the committee and Board.

In summary, these updates ensure the following:

- OFA's corporate governing documents remain in compliance with all laws.
- Conformance with our ongoing practices and protocols
- Establishment of practices and protocols that will serve OFA well several years into the future

For example, the office of treasurer will move from one of annual Board appointment to a membership-elected position, unnecessary geographic limits are eliminated, and a Board-appointed director will officially become a member of the Executive Committee.

In order to assist in your reading of the proposal, all current and proposed text is shown. Deleted text is ~~stricken~~ and new text is shown in **bold italics**. All other plain text remains as is.

Please read the enclosed document and respond with a supporting "yes" vote to this proposal. Thank you!

Sincerely,

Bobby Barnitz
OFA President

Doug Cole
Chair, OFA Constitution
& Bylaws Committee



Proposed Revisions as Unanimously Recommended by the OFA Constitution & Bylaws Committee and Board of Directors

Constitution & Bylaws of the Ohio Florists' Association *OFA – an Association of Floriculture Professionals* January, 2007 9

ARTICLE I – NAME

The name of this organization shall be the Ohio Florists' Association (OFA), a non-profit corporation incorporated under the laws of the State of Ohio.

ARTICLE II – OBJECTIVES

The objectives of the corporation are the advancement of ~~floriculture~~ *horticulture* by:

1. ~~Conducting Annual~~ educational meetings.
2. ~~Conducting Annual~~ educational trade shows.
3. Disseminating of educational information.
4. Cooperating in research *and outreach* with *academia* ~~The Ohio State University and the Ohio Agricultural Research and Development Center.~~
5. Organizing cooperation between all segments of *horticulture* ~~the trade.~~
6. ~~Extension work.~~

ARTICLE III – MEMBERSHIP

Members shall be classified as Active, Associate and Affiliate, as further defined in the Bylaws.

ARTICLE IV – FINANCES

Member dues shall be payable each year in an amount determined and at a time determined in advance by the Board of Directors.

ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

Sec. 1. The officers of this corporation are President, Vice President, Treasurer, *Chief Executive Officer (CEO) /Secretary Executive Director*, and ~~Immediate~~ Past-President.

Sec. 2. The business policies and finances of this corporation shall be directed and administered by a Board of Directors which shall consist of the President, Vice President, Treasurer, *CEO Executive Director*, ~~Immediate~~ Past President, and fifteen (15) additional Directors. The foregoing comprises the trustees of the corporation.

ARTICLE VI – MEETING

There shall be an annual meeting of the members held for the purpose of installing officers and for other business that may arise. The time, place and date of the annual meeting shall be determined by the Board of Directors, and notice of same shall be *made published in the Bulletin* ~~made published in the Bulletin~~ at least eight weeks in advance of the annual meeting.

ARTICLE VII – PUBLICATION

~~The Bulletin shall be the official publication of the corporation. It shall be mailed in full to all members. Additional copies may be obtained at current cost as determined by the Board of Directors.~~

ARTICLE VII – AMENDMENTS

This Constitution ~~may~~ *shall* be amended by ballot ~~prior to the Annual Meeting by~~ *of* a two-thirds vote of Active Members voting, *which shall constitute a quorum*, ~~in the annual election~~, provided such amendment has been approved by the Board of Directors and ~~has been distributed to the membership published in the official publication~~ *distributed to the membership* published in the official publication of the corporation prior to the vote.

Bylaws of the Ohio Florists' Association *OFA – an Association of Floriculture Professionals* January, 2007 9

BYLAWS

ARTICLE I – MEMBERSHIP

Sec. 1. Active membership is limited to ~~firms, corporations, and/or~~ organizations of good reputation which are engaged in the production and/or sale of flowers, plants, seeds, accessories, and/or products and services directly related to the horticulture industry. Active members ~~shall may~~ designate *a representative* ~~who shall represent them~~ from their ~~firm, corporation, or~~ organization.

Sec. 2. Associate membership may be held by any educator, student, or retiree. Educators may participate in all activities of the Association except they may not hold office. Students and retirees

may participate in all activities of the Association except they may not vote or hold office.

Sec. 3. The Board of Directors shall establish benefits and dues for all members

Sec. 4. For purposes of voting on any matter on which the members are authorized to vote ~~on~~, *the number of 50* Active Members *ballots received, or Active Members present at an in-person meeting* shall constitute a quorum.

Sec. 5. Affiliate Members

- a. Affiliate (A) members shall be organizations that are membership associations, such as trade groups, professional

Continued on page 4

Proposed Revisions as Unanimously Recommended by the OFA Constitution & Bylaws Committee and Board of Directors

Continued from page 3

associates, or other employer groups that the association accepts as members. This class is non-voting and shall enjoy member benefits as further defined by the OFA Board of Directors.

- b. Affiliate (B) members are employers who are members of an Affiliate (A) member. This class is non-voting and shall enjoy member benefits as further defined by the OFA Board of Directors.

ARTICLE II – FINANCES

- Sec. 1. The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.
- Sec. 2. All monies payable to the ~~Ohio Florists'~~ Association shall be administered by the Board of Directors.
- Sec. 3. Any deeds, mortgages, bonds, notes, or contracts to be executed by or on behalf of the Association must first be authorized by the Board of Directors. The Board may authorize any member of the Executive Committee to enter into, execute, and deliver any deed, mortgage, bond, note, or contract on behalf of the corporation.
- Sec. 4. All checks, drafts, or other orders for payment of money issued in the name of the Association shall be signed either by the **Chief Executive Officer (CEO)** ~~Executive Director~~, President, Treasurer, or Authorized Designee.

ARTICLE III – NOMINATIONS AND ELECTIONS

- Sec. 1. ~~Election of~~ The President, Vice President, **Treasurer** and Directors shall be **elected** by the Active Members prior to the Annual Meeting in a manner prescribed in ~~the~~ **the following** Articles. ~~The Treasurer and CEO Executive Director and a Past President shall be appointed annually by the Board of Directors.~~
- Sec. 2. A nominating committee composed of at least three Active Members shall be appointed by the President subject to approval of the Board of Directors. It shall nominate Active Members for President, Vice President, **Treasurer**, ~~a minimum of two Directors in Ohio, and three no more than five Directors at large.~~ It shall submit at least one candidate for President, ~~at least one candidate for~~ Vice President, **Treasurer**, and ~~at least two candidates for each available~~ directorship.
- Sec. 3. ~~A report of the Nominating Committee~~ **Nominations** shall be **distributed** ~~published in the Bulletin prior to the Annual Meeting. Ballots shall be prepared by the Executive Director and shall be distributed mailed with dues statement to Active Members at least six weeks in advance of the Annual Meeting. Ballots shall be completed and must be received by the Executive Director no later than 5 p.m. on the Wednesday three weeks before the Annual Meeting.~~
- Sec. 4. An elected candidate assumes office ~~immediately, serving until her/his successor is elected~~ **at the conclusion of the Annual Meeting**
- Sec. 5. A President or Vice President shall not serve more than two consecutive years but shall be eligible for election after ~~having she/he has~~ retired from the Board of Directors. **An individual elected Treasurer may serve unlimited one-year terms.**
- Sec. 6. No member having served three consecutive years on the Board

as a Director shall be eligible for election as a Director until ~~two one~~ years after **having** ~~she/he has~~ retired from ~~such service on~~ the Board.

ARTICLE IV – DUTIES OF THE OFFICERS AND BOARD OF DIRECTORS

- Sec. 1. The President shall be elected by Active Members prior to the Annual Meeting for a term of one year in a manner prescribed in the Bylaws, Article III, Section 3, and:
 - a. ~~Shall take office at the meeting of the incoming Board of Directors.~~
 - ab. Shall preside at all meetings of the corporation and have general supervision of its affairs.
 - e. ~~Shall review in detail reports of all committees.~~
 - bd. Shall be ~~considered~~ a voting member of all committees.
 - e. ~~In an emergency, the President shall have the power to conduct business between meetings of the Board of Directors, subject to review by the Board of Directors at the first following meeting.~~
 - cf. **Shall appoint, with the approval of the Board of Directors,** a A vacancy in any elective office ~~shall be filled for the unexpired term by the President with the approval of the Board of Directors.~~
 - dg. Shall appoint, with the approval of the Board of Directors, all committees **members, chairs, and vice chairs**
- Sec. 2. The Vice President shall be elected by the Active Members prior to the Annual Meeting for a term of one year in a manner prescribed in the Bylaws, Article III, Section 3, **and:**
 - a. Shall, in the absence of the President, assume and carry out the duties and responsibilities of the presidency.
 - b. ~~Shall review in detail reports of all committees.~~
 - be. Shall be ~~considered~~ a voting member of all committees.
- Sec. 3. The Treasurer **shall be elected by the Active Members prior to the Annual Meeting for a term of one year in a manner prescribed in the Bylaws, Article III, Section 3, and:** ~~is appointed by the Board of Directors for a term of one year, commencing in July, and shall serve until her/his successor is appointed and:~~
 - a. Shall **review** ~~keep~~ accounts of all monies, rendering a report at each regular meeting with additional reports as directed. **The A summary of the annual financial report, as prepared by a third-party, shall be available for review upon request** ~~is to appear in the Bulletin.~~
 - b. Shall **review** ~~prepare~~ an annual budget and present it to the Board for approval.
 - e. ~~Shall be bonded by the Association. She/he shall have the books audited annually, or on change of Treasurer.~~
 - c. **Shall be a voting member of all committees**
- Sec. 4. The **Chief Executive Officer (CEO)** ~~Executive Director~~ is appointed by the Board of Directors ~~for a term of one year, commencing in July, and shall serve until her/his successor is appointed, and:~~

- a. *Shall receive compensation annually reviewed and set by the Officers* For her/his duties, the Executive Director will receive annually a sum fixed by the Board of Directors. The Executive Committee will review the salary of the Executive Director before the annual budget is adopted and advise the Finance Committee for its consideration in approving the budget.
- b. Shall be responsible *to the board of directors* for *the administration* all publications of the Ohio Florists' Association.
- e. ~~Shall see monies are administered according to the directions of the Board of Directors.~~
- d. ~~Shall conduct the correspondence of the corporation and have charge of its papers and reports.~~
- ce. ~~Shall render a detailed present an annual~~ report of the past year's *Association* activities of the Association at the first board meeting following completion of the fiscal year.
- df. Shall be a *non-voting* member of and Secretary of the Board of Directors, *recording minutes and implementing Board rulings* but shall not have a vote on Board actions.
- eg. Shall be a *non-voting* member ~~ex officio~~ of all committees.
- fh. ~~Shall~~ *May* be bonded, *or otherwise insured*, by the Association.
- i. ~~Shall keep a special file of all rulings of the Board of Directors, codified under each and every committee or office to which the rulings apply.~~
- gj. Shall deliver, *in a timely manner*, to each officer and committee chairperson, ~~immediately after a regular meeting,~~ a complete list of all *Board rulings applicable to that of the Board of Directors as apply to the office or committee.*
- hk. ~~Shall be charged with reporting to the Board of Directors any deviation in practice from its rulings of the Board of Directors.~~
- Sec. 5. ~~The Immediate A Past President, having previously served at least one term as Association President, shall review in detail reports of all committees and be a voting member of all committees~~
- a. ~~Shall be considered a voting member of all committees.~~
- Sec. 6. The Board of Directors shall be composed of the President, Vice President, Treasurer, *CEO Executive Director, an appointed Immediate Past President, minimum of six Ohio Directors, and no more than fifteen nine Directors at large.* The ~~six Ohio Directors and nine directors at large~~ shall each serve for a *three-year* term of ~~three years~~. The beginning and ending of the Directors' terms shall be staggered over three years so that each year five terms begin and end.
- a. The duty of the Board of Directors is to *determine and direct the policies and funds* policy and administer the business and finances of the Ohio Florists' Association.
- b. Directors may be chairpersons of committees.
- e. Chairpersons of committees, who are not Directors, may sit with the Board of Directors and enter into all discussions, but shall have no vote.
- cd. *A minimum of seventy-five percent of voting* ~~Fourteen~~ members of the Board of Directors shall comprise a quorum. A majority vote of *all voting board* members present shall constitute official action.
- de. The Board of Directors shall be responsible for the assignment of duties to all committees including their limitations, directions, and scope.
- f. ~~The Board of Directors shall specifically and in detail direct the administration of all funds of the corporation.~~
- eg. Rulings of the Board of Directors shall be permanently codified under each office or committee to which they apply.
- fh. The Board of Directors shall meet ~~before the scheduled meetings of the~~ *at least once a year*. Special meetings of the Board may be called by the President, or ~~may be called upon the receipt of a written request~~ *a majority* of the Board *upon notification to the entire Board of Directors*
- i. The incoming Board of Directors shall meet after the election for the purpose of appointing the Treasurer, Executive Director, and committees for the year.
- gj. If any officer or member of the Board of Directors fails to attend two consecutive regular meetings of the Board ~~meetings of Directors without good reason,~~ *the Board may consider that individual to have submitted their resignation and that individual she/he shall cease to be a member of the Board of Directors* and The President shall appoint a replacement with the approval of the Board of Directors.
- h. *Shall be bonded, or otherwise insured, by the Association.*
- Sec. 7. The Executive Committee shall be composed of the President, Vice President, Treasurer, *CEO Executive Director, and an appointed Immediate Past President, and a non-officer, Board-appointed director to serve as liaison.*
- a. The Executive Committee shall ~~place into operation such policies as shall be decided upon by the Board of Directors and communicated to the Chair. The Committee serves at the pleasure of the Board of Directors and shall act only in intervals between meetings of the Board, and shall be subject to the control and direction of the Board.~~
- b. Any act by the Executive Committee within the authority delegated to it shall be effective for all purposes as the act or authorization of the Board of Directors.
- be. A majority vote of the *voting* members of the Executive Committee shall constitute official action ~~of the committee.~~ *The CEO will not have a vote.*

ARTICLE V – AUTHORITY

The rules contained in "Robert's Rules of Order Revised" will govern this organization in all cases to which they are applicable, and in which they are not inconsistent with this Constitution and Bylaws. The Executive Director shall have a copy of "Robert's Rules of Order Revised" present at each meeting.

ARTICLE V – AMENDMENT

These Bylaws ~~may~~ *shall* be amended by ballot prior to the Annual Meeting by *of* a two-thirds vote of Active Members voting in the annual election, provided such amendment has been approved by the Board of Directors and ~~has been distributed to the membership published in the official publication~~ of the corporation prior to the vote.

Pages 6 – 8. Copies of Letters Sent to Various OFA Members and Non-members by Five OFA Past Presidents and a Former Board Member

August 29, 2008



Dear Fellow OFA members
Ohio Florist Association members,

The constitution and By-Laws of the Ohio Florists Association are our governing documents. They protect and preserve the intent and the integrity of the founders of the association and all of us as members whom have served the organization throughout the past 70 years. These documents protect the association from individuals and current administrators whose goals and desires might divert our mission and our resources from the goals and objectives of the membership.

It requires an affirmative two-thirds vote of active members in order to amend them. According to Article VI of the Constitution and By-Laws they may only be amended by official ballot prior to the annual meeting in July by notice of said amendments after publication in our official publication (The Bulletin), prior to the vote. It does not appear that our clearly defined procedures are being followed in this attempt to radically alter our constitution and we will challenge the legality of this method being currently used by the President and Executive Director.

The current leadership including the new self appointed CEO (John Holmes) have in this new constitution set forth an aggressive agenda to remove the annual re-appointment of our Executive Director and allow him to serve year after year.

The yearly re-appointment is an important safeguard which allows new Boards the opportunity to monitor his yearly performance. Of course that will be difficult for the board and membership as they have eliminated the official publication of the association. The constitution requires that the annual fiscal performance and budget be published in it. We are witnessing a wholesale grab for power unparalleled in the 70 year history of the association.

As past President of the OFA and former Chair of the constitution and By-Laws committee I am shocked at the wholesale dismantling of the current safeguards that have been incorporated into our constitution over the past 70 years. The new changes also remove many of the direct responsibilities of the new CEO. He is no longer required to prepare the annual budget, no longer charged with properly administering funds allocated by the board. These duties are relegated to subordinates. He is no longer responsible for official correspondence of the association or has charge of its papers and reports. I have included a job description of the Executive Director as it was for the past 45 years. You will notice that most of his direct responsibilities have been crossed off and eliminated in the new constitution as presented. Whom shall we hold responsible if not the new self anointed CEO? This appears to be another ENRON in the making.

Ohio will always represent the foundation and cradle of Floriculture in the U.S. The industry leaders that graduated and those who taught at The Ohio State University have radiated out across the country creating an industry second to none. Their integrity, friendship and trust have enabled the Ohio Florists Association to grow and prosper into what it has become today. The premier Floriculture educational venue in the country. The removal of the last six directors from Ohio is a direct affront to the 700 grower members from Ohio that have financially supported and given of themselves to this organization for the past 70 years. The intent in these constitutional changes is to take our premier show on the road stopping over at the glamorous cities and follow the same self destructive path that we witnessed with BPI after it left Michigan. Will Indianapolis be the first stop?

Please re-affirm your support for the Ohio Florists Association as it has successfully existed for these past 70 years and soundly reject these proposed constitutional changes. Send in your ballot with a resounding **NO** vote.

Sincerely yours

A handwritten signature in black ink, appearing to read "Walter F. Krueger Jr." The signature is fluid and cursive.

Walter F. Krueger Jr.
Past President of the Ohio Florists Association

August 29, 2008

Dear Ohio Florists Association Members,

THIS IS A CONSTITUTIONAL CRISIS!

As Past Presidents and former chairmen of the Constitution and Bylaws committee we urge all members to vote no on the proposed changes being presented at this time. When a committee has to eliminate three-fourths of the provisions in the constitution to achieve their objectives something is terribly wrong with the process. The past six presidents prior to the one from Indiana who hired the new Executive Director from Indianapolis, Indiana certainly do not support these changes. Makes us wonder who all these past presidents were who supposedly over saw the process of radically gutting out the current constitution.

In summary, these proposed updates ensure the following:

- ; Appointment of a CEO with no provision for annual reappointment by the Board. A LIFER.
- ; Conformance with the new Executive Director's ongoing practice to develop an organization driven from the top down instead of the bottom up. Several committees have been eliminated *EDUCATIONAL AFFAIRS GONE,*
- ; Elimination of many of the specific duties of the Executive Director and his reporting requirement as directed in the official publication (The Bulletin). *SHOWERS COUNCIL GONE TO ONLHA*
- ; Elimination of our official publication.
- ; Elimination of Roberts Rules of Order to govern our board meetings.
- ; *THE 6 OHIO DIRECTOR SEATS GONE* Elimination of all ties to Ohio, and The Ohio State University. *FIRMS FUNDS GONE*
- ; Direct violation of our procedures for amending the constitution.

Please respond with a resounding NO VOTE to these constitutional amendments and follow up to the board of directors with a letter stating your concerns. We shall challenge the legality of this process as it comes several months after the annual meeting and the president and Executive Director are circumventing our current constitution in order to bring these constitutional changes to a vote now.

Sincerely,
William F. Kessler Jr.
Past President of the Ohio Florists Association

Dick Bredhoff
Bredhoff/Gram-Lewis Assoc. LLC

Regan Frazier PAST PRESIDENT OF THE OHIO FLORISTS ASSOCIATION

Justin F. Marlette
Past President of the Ohio Florists Association

Robert C. Modlock
PAST PRESIDENT OF THE OHIO FLORIST ASSOCIATION

Gary Perkins
Past President OHIO FLORISTS ASSOC.

August 29, 2008

Dear Ohio Florists Association Members,

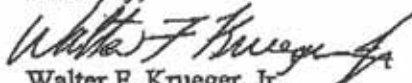
We are in the midst of a constitutional crisis! As Past Presidents and former chairmen of the Constitution and By-Laws committee we urge all members to vote **NO** on the proposed changes being presented at this time. When a committee has to eliminate three-fourths of the provisions in the constitution and By-Laws to achieve their objectives something is terribly wrong with the process. The past six presidents prior to the one from Indiana who hired the new Executive Director from Indianapolis, Indiana certainly do not support these changes. Makes us wonder who all these past presidents were who supposedly over saw the process of gutting out the current By-Laws

In summary after all the eliminated provisions and safeguards the new By-Laws ensure only the following:

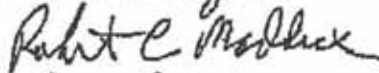
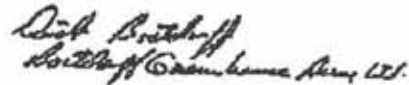
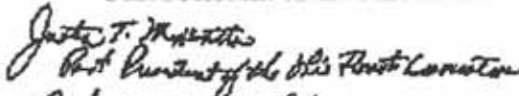
- : Changing from an Executive Director to a CEO with no annual reappointment by the board.
- : Continuing the process of eliminating the committees that have driven the organization from the bottom up and instituting a system driven from the top down by the CEO.
- : Elimination of many of the specific duties of the Executive Director and his reporting requirements directed in the official publication(The Bulletin).
- : Elimination of our official publication.
- : Elimination of the annual required financial audit.
- : Elimination of the annual budget published in (The Bulletin).
- : Elimination of all six Ohio Directors seats and all ties to The Ohio State University.

The procedure currently being used to amend our constitution and By-Laws is in direct violation of our procedures for amending them under the current By-Laws. No notice of these changes was published for review in the Bulletin prior to the annual meeting and we shall challenge the legality of this method as the President and the Executive Director are clearly circumventing the required process. Please respond with a resounding **NO** vote to these amendments and follow up to the Board of Directors with a letter outlining your concerns for these radical changes to our constitution and By-Laws.

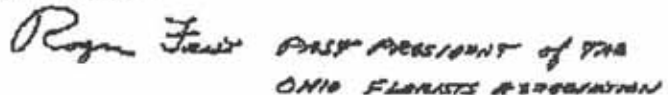
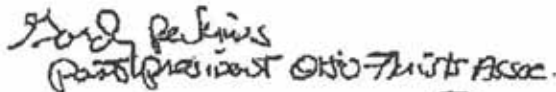
Sincerely,



Walter F. Krueger, Jr.
Past President of the Ohio Florists Association



PAST PRESIDENT OF THE OHIO FLORIST ASSOCIATION





OFA Constitution & Bylaws Challenges

Challenge: Failure to follow proper procedures as mandated in OFA Constitution & Bylaws (C&B)

OFA Response: As previously indicated, there was an unintentional breach of process in that the proposed revisions were not printed in the OFA Bulletin. This is being immediately remedied by halting the current vote and re-starting the notification and voting process. As was done previously, the primary contact for each eligible member will receive one ballot.

The timing of the vote is not in violation. Both Article VI of the current constitution and the current bylaws state that there “may” be amendments by ballot prior to the Annual Meeting, but this language does not proscribe a specific period of time in which to only seek such amendments. It simply provides for one opportunity. Past practice has had votes take place in the fall without complaint because it is allowable.

Also, the vote requires passage by 2/3 of those members voting, not 2/3 of all members eligible to vote.

Challenge: Elimination of ties to Ohio and The Ohio State University (OSU) – The proposed revisions do not remove OSU or Ohio members from OFA participation. They simply provide that those relationships not be mandated to the exclusion of others. OFA partners with many academic institutions, including OSU, and the governing documents of the organization should reflect that.

OFA Response: Mandating that nearly 1/3 of the board be from one state is not reflective of OFA’s national scope. Ohio members will always have an opportunity to serve on the board, but the quantity of those board seats should be decided by the entire voting membership.

Challenge: Elimination of official publication

OFA Response: Deleting a section from our C&B does not mean that the item deleted will no longer be in existence. There are no plans to eliminate the *OFA Bulletin*. Methods of communication are continually changing and the OFA board should have the ability and flexibility to adjust to those various methods as circumstances and times dictate. The current provision mandates a printed publication. This may, or may not, be the best option to communicate with future generations of OFA members.

Challenge: Elimination of required annual audit and printing of results in the *OFA Bulletin*

OFA Response: Bylaws Article IV revised section 3(a) clearly states that there will be an annual financial report “prepared by a third-party” (aka: auditor) available upon request. Whether OFA chooses to distribute this document, or a summary of it, in the official publication, place it on its website, and/or make it available upon request does not mean there will be a lack of disclosure or accountability.

Challenge: Elimination of “self-appointed” CEO’s direct responsibilities

OFA Response: OFA’s CEO was not self-appointed. Updating the title to better reflect the responsibilities and role of the individual charged with overseeing OFA’s administration and that of our management partners was done with the involvement of the constitution & bylaws committee, executive committee, board of directors, OFA’s outside legal counsel, and an outside association management consultant.

Challenge: Elimination of CEO responsibilities

OFA Response: The lack of a line-by-line listing of responsibilities and apparent accountability does not indicate that they have been eliminated as Article IV revised section 4(b) states that the CEO will be responsible to the board for “administration” of the association. The exact responsibilities are outlined in the CEO’s current employment contract and job description and need not be listed here as unforeseen circumstances may require revision in the future.

Challenge: Elimination of annual CEO appointment

OFA Response: The current mandate implies that the individual shall only be reviewed or terminated in July of each year. The revised language, coupled with an employment contract drafted by outside counsel that allows the board to review and/or terminate the employee with or without cause at any time, is much more advisable and legally prudent.



Miscellaneous Allegations (combined for response purposes)

Allegation: OFA is turning away from Ohio growers and The Ohio State University (OSU)

OFA Response: OFA’s 173 Ohio grower members represent about 7% of the total membership. 93% of OFA members are something other than an Ohio greenhouse grower. These percentages have been about the same for many, many years.

OFA acknowledges that Ohio growers and OSU are an important part of our history and success. Here are a few examples of how OFA continues to support both.

- The Floriculture Industry Roundtable of Ohio (FIROO) is a group of primarily OSU extension agents specifically tasked with identifying

and addressing the needs of Ohio growers. OFA directly donates 50% of FIROO’s operating revenues and indirectly provides the other 50% through contributions to the Gus Poesch Endowment, the other source of revenue. The Gus Poesch Endowment, currently managed by the American Floral Endowment, is set-up to only support research and educational opportunities at OSU. Since 2002, OFA has donated \$30,000 to the Poesch endowment.

- OFA provides a workers’ compensation pool to Ohio-only members. This pool allows participants to purchase required workers’ comp coverage at significant discounts (over \$1.1 million in 2007) to the open market.

Continued on page 10

Miscellaneous Allegations

Continued from page 9

- OFA underwrites 100% of two OSU student scholarships geared at supporting students interested in a career in the floriculture profession. Various OSU events are supported by OFA through the provision of flowers and other requested items. OFA also financially supports the OSU trial gardens through sponsorship, promotion, and providing complimentary shuttle service to the campus during the OFA Short Course.
- The OFA grower extension council (chaired by Dick Bostdorff until early 2008) has and continues to exist as a forum for Ohio growers and OSU extension agents to meet and discuss challenges and solutions. The Council has the opportunity to make direct suggestions to the board of directors.

Allegation: OFA wants to move the Short Course

OFA Response: OFA has never stated a desire to move the Short Course by making it an event traveling to “glamorous cities” or any other single destination. The issue has always been one of need and does Columbus continue to meet our growing needs [as the largest floriculture event in North America.

In 2003, OFA engaged in a process to determine if remaining in Columbus was the right decision, rather than making an assumption. The objective process led to two options: move to Indianapolis or remain in Columbus. John Holmes led the discussion and eventual motion to remain in Columbus. Indianapolis was only a viable option because of a cost-efficient and compact convention center, hotel, and entertainment package that could meet all of our logistical needs yet keep OFA in a similar region of the country. Indianapolis was not an option just because it was Holmes’ former home or past president Joe Boarini’s current one.

Holmes has spent countless hours trying to convince Columbus’ civic and public leaders to build more hotels due to the city’s inability to fully meet our housing needs. The event will likely outgrow the walls of the convention center in the not-too-distant future. See page 11 to read a letter OFA Executive Director/CEO John Holmes wrote to Columbus Mayor Michael Coleman about the hotel situation.

Allegation: Eliminating committees to drive organization from top-down versus bottom-up

OFA Response: The only effort here is to have the elected representative of OFA’s membership, the board of directors, lead the strategic direction of the organization. This seems a reasonable approach, unless one lacks confidence in the qualifications and commitment of this independently-elected body.

The restructuring of OFA committees directly involved Justin Marotta and Dick Bostdorff, who, as former members of the OFA constitution & bylaws committee, now claim no involvement with these recommendations (See pages 12-13).

Allegation: The executive director hiring process was tainted

OFA Response: Implications that past president Joe Boarini hired John Holmes because they were both from Indianapolis, IN are unfounded. In 2001 OFA hired an outside search consultant, and then-OFA President

Joe Boarini appointed an independent search committee of Jim Corfield (chair), Jim Broderick, Paul Ecke, Jr., Roger Feist, Debbie Hamrick, Justin Marotta, and Deborah Sweeton to oversee the search and recommend candidates to the board. They also developed a job description to align their search with candidate qualities and qualifications (See page 12).

The search consultant and committee reviewed numerous resumes and identified candidates for multiple interviews with the committee (Marotta conducted Holmes’ telephone interview and recommended he be advanced) and staff before making recommendations to the executive committee and board. The executive committee interview was the first time Holmes met Boarini. The board made an independent decision to hire Holmes.

Allegation: John Holmes is power-hungry, misguided, not following the members’ desires and shifting all responsibility onto “subordinates”

OFA Response: The job description that Justin Marotta and Roger Feist helped develop and use in hiring Holmes describes that the individual will serve as “chief executive officer” of this “national” association, exercising “leadership” and “forward-looking programming” for the “constructive growth of the organization”. This individual “may delegate . . . responsibilities, but may not delegate accountability for the results.”

A full year before Holmes’ official start, the OFA strategic planning committee, co-chaired by Justin Marotta, made several bold, forward-thinking recommendations for board consideration. Among those was questioning the name “Ohio Florists’ Association,” recommending a new mission statement referring to “OFA – An Association of Floriculture Professionals,” reaching “beyond Ohio,” and positioning OFA as the “national” source of floriculture information and “most influential” industry association, exploring “alternative revenue streams,” being “aggressively proactive” and, again, being “forward looking”. See page 14 for then-OFA Executive Director Dennis Kirven’s published article outlining this new direction.

When hired, Holmes was told OFA needed an association management professional to take it to the “next level”. Based on the above, he has been doing exactly what was asked of him.

Holmes’ so-called “subordinates” have over a century of combined OFA experience. They are a cohesive and committed group of association professionals who support OFA each and every day. They are deserving of our respect, trust, and thanks.

Allegation: Who oversaw the process?

OFA Response: It is evident that several members of the aggrieved group were a part of “this” for many years. They all had access to OFA board and committee minutes that showed the progression of the proposed revisions and are available for anyone to review at www.ofa.org. Justin Marotta and Dick Bostdorff, as members of the constitution & bylaws committee, also participated in initial discussions to remove references to “Ohio State University,” the “official publication,” and an annually-appointed executive director (See pages 15-16).

It appears that they directly or indirectly all had a chance to oversee, participate and/or voice concerns with the process to leadership before resorting to the chosen method of criticism.



Copy of Letter Sent by OFA Executive Director/CEO John Holmes to Columbus, Ohio Mayor Regarding Urgent Need for Additional Downtown Hotel Rooms



2130 Stella Court
Columbus, Ohio
43215-1033
USA
614-487-1117
Fax: 614-487-1116
ofa@ofa.org
www.ofa.org

June 27, 2008

The Honorable Michael B. Coleman
Mayor, City of Columbus
2nd Floor, Chity Hall
90 W. Broad Street
Columbus, OH 43215

Dear Mayor Coleman,

I write to you as a resident, employer and participant in Columbus' and Franklin County's economic well-being. As CEO for OFA – an Association of Floriculture Professionals, I manage a locally-based national non-profit organization of 18,000 floriculture professionals (greenhouse flower growers, garden centers, florists, interior plantscapers, suppliers and academics). OFA hosts North America's largest professional floriculture event (10,000 attendees) known as the OFA Short Course.

For most of our eight decades of activity, Columbus has been the home for our event. After a brief stint in Cincinnati, OH, OFA's annual event returned in 1998 and is contracted in Columbus through 2013. Since returning to Columbus, OFA has generated approximately \$100 million of economic impact. That money supports not only the convention center, hotels, restaurants, bars, cultural venues, but also employee wages, payroll taxes, bed taxes, and sales taxes.

Sadly, we are faced with a serious problem of a growing event that cannot accommodate our customers lodging needs. Namely, the lack of full-service hotel rooms adjacent to the Greater Columbus Convention Center (GCCC). We currently book nearly every hotel room in downtown Columbus. We are only able to do so because of the great support we have received from the entire hospitality community. Still, that is not enough.

The lack of adequate housing is our attendees' number one complaint. We lose potential attendees because they would rather stay home than deal with the housing challenges we currently face. OFA leases, at the cost of over \$40,000 per year, executive coaches to shuttle our guests from hotels scattered around downtown, through the July heat, to the GCCC. Those monies would otherwise be invested in programs and services benefiting our members and attendees.

Since arriving in Columbus nearly seven years ago, I have participated in numerous conversations about adding needed hotel inventory. The time for talk must end for now is the time for action. If the community fails to take action, OFA may be forced to move our event to another destination that more adequately addresses our hotel needs. Let me be clear, Columbus has been a wonderful home for OFA, but the current situation diminishes our customers' experience, thus limiting our ability to succeed as an organization. We cannot tolerate that when we have the option to correct it.

I implore you as a public official who wants the best for their community to assist in moving the current discussions forward so ground can be broken on a new full-service convention center hotel in the next few months. It's an investment that will pay huge dividends as Columbus not only retains current customers, but builds a hospitality infrastructure that attracts significant new business.

Thank you, in advance, for your support and feel free to contact me with any comments or questions.

Sincerely,

John R. Holmes, CAE
Executive Director/CEO



Job Description (as developed by OFA Search Committee, August 2001)

Title: Executive Director, Ohio Florists' Association (OFA)

Reports to: OFA Board of Directors

Serves as Executive Director of the Ohio Florists' Association, a national/international not-for-profit corporation (i.e., 501(c)(5)) that advances floriculture through the dissemination of information, the facilitation of cooperation between all segments of the trade, the conduct of an annual educational convention and trade show, and sponsorship of applied plant research at universities throughout North America. Its members are individuals and organizations that are engaged in the production and/or sale of seeds, plants, flowers, hard goods, accessories, and other products or services directly related to the floriculture industry.

Serves as chief executive officer, and recommends and participates in the formulation of new policies and makes decisions within existing policies as they have been approved by the Board of Directors. Plans, organizes, directs, and coordinates the staff, programs, and activities of the association to assure that objectives are attained, plans fulfilled, and member needs met. Maintains effective internal and external relationships. Through management and leadership, achieves economical and productive performance, forward-looking programming, and constructive growth for the association.

The Executive Director is responsible to the Board of Directors for the effective conduct of the affairs of the association. Recommends and participates in Board formulation of goals, objectives, and related policies and programs of the association. Plans, organizes, and coordinates programs and activities of the association.

The Executive Director is responsible for and has the authority to accomplish the duties set forth below. The Executive Director may delegate portions of these responsibilities, but may not delegate accountability for the results.

Responsibilities:

Within the limits of OFA's constitution, by-laws and policies, the Executive Director is responsible for and has commensurate authority to accomplish the following duties:

1. Ensures that the Board of Directors and officers are kept fully informed, on a timely basis, of the conditions and operations of the association, and on all important factors influencing them.
2. Oversees and manages all association affairs, and directs budget preparation and implementation. Prepares timely reports showing comparison of projected budget to actual on a timely basis.
3. Plans, formulates, recommends, and interprets basic policies and programs that will further the objectives of the association.
4. Actively promotes OFA and its divisions to all interested individuals by attending industry and related events.
5. Maintains active relationships with other associations, as well as vendors, industries, governmental agencies and public service organizations, representing the best interests of the association and the floriculture industry in conformity with the overall objectives and policy of the association.
6. Establishes a sound organization structure for the association office. Directs and coordinates all approved programs, projects, and major activities of the office staff. Hires, promotes, and terminates staff as appropriate.
7. Reviews programs and activities as they relate to association goals and objectives. Recommends programs and activities that will benefit the association.
8. Provides staff liaison to committees to enable them to perform their functions, and provides support and assistance to staff as needed.



OFA Constitution & Bylaws Committee Minutes From February 18, 2005

2:00-4:00 pm; Columbus Airport Marriott

Members Present: Joe Boarini, Chair, Kathy Benken, Dick Bostdorff, Jim Broderick, Val Eason, John Holmes & Justin Marotta.

Guests: Bobby Barnitz, Doug Cole & Marvin Miller

Staff: Steve Carver, Michelle Gaston, Laura Kunkle & Libby Streamer.

Boarini called the meeting to order and asked that the October minutes be reviewed. Eason made a motion to "Adopt the October 23, 2004 minutes as presented". Benken seconded and the motion passed.

Boarini asked the committee to suggest names for future Constitution & Bylaws committee service (Jerry Dill, Mike McCabe, Bill Mattfeld and Marvin Miller).

Boarini then directed the committee focus to reviewing the committee restructure working document from October's meeting. The committee made several revisions to the working document (See page x).

Boarini directed staff to incorporate and review the revisions before sending the updated working document to the committee for final review in hopes it would be ready for Board presentation during the July, 2005 meetings.

Regarding review of OFA's current Constitution & Bylaws, Boarini asked that committee members submit, in writing, their ideas for revision to him by April 15, 2005.

The meeting was then adjourned.

Respectfully submitted,
John R. Holmes, CAE



OFA Committee, Council and Task Force Descriptions

(DRAFT revised 2/18/05)

*Committees:

Standing bodies appointed annually to assist the Board of Directors with the evaluation, development and/or recommendation of OFA policies and projects.

Allied Trade Committee – Develops and evaluates the OFA Short Course New Products and New Varieties display programs and addresses other issues regarding the allied trade segment.

Communications & Public Relations Committee – Evaluates and makes recommendations regarding the development, advertising, marketing, and promotion of OFA, the OFA Short Course and OFA publications (including the “OFA Tips” series).

Constitution and Bylaws Committee – Reviews the Constitution, Bylaws and all other issues related to the governance structure of the Association and recommends revisions as needed.

Executive Committee – Composed of the President, Vice President, Treasurer, Immediate Past-President, appointed Board Liaison (a current, non-officer member of the Board of Directors) and Executive Director. Places into operation policies decided by the Board of Directors. Acts on behalf of the Board in intervals between regularly scheduled board meetings.

Finance Committee – Oversees and recommends policies regarding the financial affairs of the Association and proposes an annual budget for Board review and action.

Florist Committee – Develops and evaluates the florist program for the OFA Short Course (including the Design Contest) and other relevant outreach education. As needed, addresses any other issues regarding florist segment.

Garden Center Committee – Develops and evaluates the garden center and retail nursery program for the OFA Short Course and other relevant outreach education. As needed, addresses any other issues regarding the garden center segment.

Grower Committee – Develops and evaluates the grower program for the OFA Short Course and other relevant outreach education. As needed, addresses any other issues regarding the grower segment.

Industry Newcomer Outreach – Develops and evaluates the INO program for the OFA Short Course and other relevant outreach education. In partnership with the Membership Committee, addresses other opportunities and activities to support individuals new to the floriculture industry and OFA.

Interior Plantscape Committee – Develops and evaluates the interior plantscape program for the OFA Short Course, and other relevant

outreach education. As needed, addresses any other issues regarding the interior plantscape segment.

Management & Marketing – Develops and evaluates the “Management & Marketing” program for the OFA Short Course and other relevant outreach education. As needed, addresses other issues regarding floriculture management and marketing impacting OFA members.

Membership Committee – Evaluates and recommends direction for OFA member definition, retention and recruitment efforts. In partnership with the Industry Newcomer Outreach Committee, addresses other opportunities and activities to support individuals new to the floriculture industry and OFA.

Nominations Committee – Nominates candidates and assists with leadership development for OFA Board directorships, offices and committees.

Strategic Planning Committee – Oversees and recommends policies to the OFA Board of Directors regarding maintenance of a strategic vision and action plan through regular review and recommended revision of the OFA Strategic Plan.

Trade Show – Evaluates and recommends policies regarding the trade show portion of the OFA Short Course and other related issues.

*Councils:

On-going groups of individuals interested in assisting the mission of OFA. Councils shall have an open membership without term limits and may make recommendations to the OFA Board of Directors.

Grower Extension/Ohio Floriculture Council – Meets as needed to plan regional education meetings/tours for growers and serves as a communications conduit for grower groups and universities.

Past Presidents’ Council – Assists the OFA President, Executive Committee and/or Board of Directors, as requested.

*Task Forces:

Groups of individuals interested in assisting the mission of OFA through specific, project-oriented activities. A Task Force may exist for a specific period of time or be on-going, shall have an open membership without term limits and may make recommendations to the OFA Board of Directors.

Decorations Task Force – Plans, directs, and implements OFA Short Course decorations.

Ohio Certified Florist Task Force – Assist in directing, evaluating, promoting and implementing the Ohio Certified Florist (OCF) certification program.



Visit www.ofa.org for minutes from past committee and board of director meetings; membership information; past *OFA Bulletins*; marketing and advertising toolkit; OFA outreach education information; and much more.

Planning for the Future



Dennis M. Kirven

In the last *FirstNews* issue, I indicated we would be meeting in February to begin seriously looking into the future of OFA. Working with the Board of Directors, the Strategic Planning Committee, and the recently completed American Society of Association Executive Peer Review report, we did start. Here is an update on where we are in that process.

A NEW WORKING MISSION STATEMENT

We have formulated a revised working mission (purpose) statement for the Association. It reads:

OFA
An Association of Floriculture Professionals

Our mission is to assist the floriculture industry in being competitive, profitable, and responsive to its needs.

As you can see, the statement contains elements of the prior mission statement, yet with subtle changes. Some of these changes will need to be developed and solved as we proceed with the process of determining the revisions to our strategic plan. A few items of note on the above statement are: 1) It says

OFA, not Ohio Florists' Association. The group indicated we might wish to look at the current name of the Association to somehow recognize our roots in Ohio, but end the confusion that Ohio and Florist has in the minds of those who do not know we are now a national/international organization whose membership includes floriculture greenhouse operations, garden center businesses, retail and wholesale florists, interior plantscape businesses, allied industry supply and service providers, as well as industry educators, students, and researchers.

The statement also shows our mission is very broad to assist the Floriculture Industry not just our members. We have retained the profitable and competitive aspects of assisting, and have opened our efforts to being responsive to its needs. This will allow us to include other yet unidentified needs that you and those in our industry may have or will surface in the future.

HOW WILL WE PROCEED?

Everything we do must be permitted in our purpose or mission. It appears this one does that. What do you think?

It was agreed that we needed to keep an active OFA Strategic Planning committee to work in conjunction with the OFA Board of Directors to provide a historical perspective to future planning. The Strategic Planning Committee will regularly review our Strategic Plan and recommend or investigate any modification, change, addition, or elimination that the Board of Directors should further consider.

The next step we took was to have the Directors create a list of issues that the Strategic Planning Committee will then study, discuss, and modify. These issues will then be defined as strategies, goals, and objectives. These would then be considered during the Board's July meetings.

INITIAL LIST OF ISSUES, GOALS, OR STRATEGIES

That list included the following:

- Educational programs
- Insure future health of OFA
- Facilitate communication between members
- Keep the trade show on top
- Be forward looking
- Support research
- Promote environmental stewardship
- Provide the industry the tools to be responsive to customers' needs
- Be the industry's information highway
- Reach out to obtain more of the industry as members
- Develop, improve, and retain staff
- Position ourselves as the national/international source for floriculture information
- Develop a tracking or monitoring system
- Increase consumption of products sold
- Increase units sold and added value to those sold
- Increase post harvest awareness
- Increase our public relations position in the industry
- Change the association's name?
- Evaluate member satisfaction
- Make the Board Directorship a coveted position
- Explore alternative revenue streams
- Be the most influential association in the industry
- Become a recognized "brand" within the floral industry
- Be aggressively proactive – be the driver of the industry

- Drive floriculture to excellence
- Interact more with all floriculture universities
- Reach beyond Ohio to other floriculture states
- Keep or have alliances with other industry organizations
- Plan short-term and long-term goals
- Keep the association and its members on the cutting edge of technology
- Develop ties with non-floriculture industries and the rest of the "green" industry

Yes, it is quite an impressive list, but do you wish to add others? If so, send them to the OFA office or to either of the Strategic Planning co-chairs, Justin Marotta and Gary Hudson.

DEFINITIONS ARE IMPORTANT

To put the next steps in perspective, our facilitator for this discussion was Steve Miller, who also serves as our Trade Show Consultant. Steve cautioned us to keep definitions in mind as we move to determine strategies, goals, and objectives.

Strategies – These look "far down the road – the big picture," are not specific, nor time based. Using a wheel with hub and spokes as a picture of this development process, the entire wheel is the strategy.

Goals – are the hub of the wheel containing our Association's goals or how we will compete.

Objectives – Are the spokes to achieve our goals. These need to be specific, time based, and measurable.

OFA Constitution & Bylaws Committee Minutes From July 11, 2005

Note: Full minutes from this meeting are available at www.ofa.org

8:00-10:00 am; Greater Columbus Convention Center

Members Present: Joe Boarini, Chair, Doug Cole, Bobby Barnitz, Kathy Benken, Dick Bostdorff, Val Eason, Justin Marotta & John Holmes

Guests: David Cuthbert, Marvin Miller & Deborah Sweeton.

Boarini called the meeting to order and asked that the February, 2005 minutes be reviewed. Eason made a motion to "Adopt the February 18, 2005 minutes as presented". Cole seconded and the motion passed.

Holmes informed the committee that the Board had adopted its proposed "OFA Committee, Council and Task Force Description."

Boarini then directed the committee to review the proposed "Committee Structure", as revised by the Strategic Planning Committee. The committee then made several revisions to the working document (see below). Boarini

directed staff to incorporate the revisions and send the updated document to the committee for final review before sending it to the Board in October, 2005 for review and action.

Boarini then directed the committee to review OFA's current "Constitution & Bylaws". Marotta requested that the staff research what amendments had been adopted over the past several years. The committee then made several proposed revisions (see below) and will continue the review at its October, 2005 meeting. Boarini directed staff to incorporate the revisions and send the updated document to the committee for review.

The meeting was then adjourned.

Respectfully submitted,

John R. Holmes, CAE

Constitution & Bylaws (*why both?*) of OFA – an Association of Floriculture Professionals (Ohio Florists' Association) June, 2004

ARTICLE I – NAME

The name of this organization shall be the Ohio Florists' Association (OFA), a non-profit corporation incorporated under the laws of the State of Ohio.

ARTICLE II – OBJECTIVES

The objectives of the corporation are the advancement of floriculture by:

1. ~~Conducting Annual~~ educational meetings.
2. ~~Conducting Annual~~ educational trade shows.
3. Disseminating of educational information.
4. Cooperating in research *and outreach* with *academia* ~~The Ohio State University and the Ohio Agricultural Research and Development Center.~~
5. Organizing cooperation between all segments of *floriculture* ~~the trade.~~
6. ~~Extension work.~~

ARTICLE III – MEMBERSHIP (*pending final "member definition" discussion*)

Members shall be classified as Active, Associate *and* Affiliate, ~~and Honorary~~, as further defined in the Bylaws.

ARTICLE IV – FINANCES

Member dues shall be payable each year in an amount determined and at a time determined in advance by the Board of Directors.

ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

Sec. 1. The officers of this corporation are President, Vice-President, Treasurer, Executive Director, and Immediate Past-President.

BYLAWS

ARTICLE I – MEMBERSHIP (*pending final "member definition" discussion*)

Sec. 1. Active membership is limited to individuals, firms, corporations, and/or organizations of good reputation who are engaged in the production and/or sale of flowers, plants, seeds, accessories, and/or products and services directly related to the horticulture industry. Active members may designate who shall represent them from their firm, corporation, or organization.

Sec. 2. The business policies and finances of this corporation shall be directed and administered by a Board of Directors which shall consist of the President, Vice President, Treasurer, Executive Director, Immediate Past-President, and fifteen (15) additional Directors. The foregoing comprises the trustees of the corporation. (*note: no industry segmentation is described*)

ARTICLE VI – MEETING

~~Sec. 1.~~ There shall be an annual meeting of the members held for the purpose of installing officers and for other business that may arise. The time, place and date of the annual meeting shall be determined by the Board of Directors, and notice of same shall be *made* ~~published in the Bulletin~~ at least eight weeks in advance of the annual meeting.

ARTICLE VII – PUBLICATION (*check necessity with OFA counsel*)

~~The Bulletin shall be the official publication of the corporation. It shall be mailed in full to all members. Additional copies may be obtained at current cost as determined by the Board of Directors.~~

ARTICLE VIII – AMENDMENTS

This Constitution may be amended by ballot prior to the Annual Meeting by a two-thirds vote of Active Members voting in the annual election, provided such amendment has been approved by the Board of Directors and has been *distributed to the membership* ~~published in the official publication~~ of the corporation prior to the vote.

Sec. 2. Associate membership may be held by any employee of an Active Member or an educator or student. Associate Members may participate in all activities of the Association except they may not vote or hold office unless designated by their Active Member employer or their representative.

Sec. 3. Honorary membership may be granted by the Board of Directors. Honorary members may not vote or hold office.

Sec. 4. For purposes of voting on any matter which the members are authorized to vote on, 50 Active Members shall constitute a quorum.

Continued on page 16

Constitution & Bylaws – OFA – an Association of Floriculture Professionals (Ohio Florists' Association)

Continued from page 15

Sec. 5. Affiliate Members

- a. Affiliate (A) members shall be organizations that are membership associations, such as trade groups, professional associates, or other employer groups that the association accepts as members. This class is non-voting and shall enjoy member benefits as further defined by the OFA Board of Directors.
- b. Affiliate (B) members are employers who are members of an Affiliate (A) member. This class is non-voting and shall enjoy member benefits as further defined by the OFA Board of Directors.”

ARTICLE II – FINANCES

- Sec. 1. The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.
- Sec. 2. All monies payable to the **association or OFA (check with counsel)** ~~Ohio Florists' Association~~ shall be administered by the Board of Directors.
- Sec. 3. Any deeds, mortgages, bonds, notes, or contracts to be executed by or on behalf of the Association must first be authorized by the Board of Directors. The Board may authorize any member of the Executive Committee to enter into, execute, and deliver any deed, mortgage, bond, note, or contract on behalf of the corporation.
- Sec. 4. All checks, drafts, or other orders for payment of money issued in the name of the Association shall be signed either by the Executive Director, President, Treasurer, or Authorized Designee.

ARTICLE III – NOMINATIONS AND ELECTIONS

- Sec. 1. Election of the President, Vice-President, **Treasurer** and Directors shall be by the Active Members prior to the Annual

Meeting in a manner prescribed in this Article. ~~The Treasurer and~~ Executive Director shall be appointed ~~annually (?)~~ by the Board of Directors.

- Sec. 2. A nominating committee composed of at least three Active Members shall be appointed by the President subject to approval of the Board of Directors. It shall nominate Active Members for President, Vice-President, **Treasurer**; a minimum of **two(?)** Directors in Ohio, and **three(?)** Directors at large. It shall submit at least one candidate for President, at least one candidate for Vice-President, **at least one candidate for Treasurer** and at least **two(?)** candidates for each directorship.
- Sec. 3. A report of the Nominating Committee shall be **distributed** ~~published in the Bulletin~~ prior to the Annual Meeting. Ballots shall be prepared by the Executive Director and shall be **distributed** ~~mailed with dues statement~~ to Active Members at least six weeks in advance of the Annual Meeting. Ballots shall be completed and must be received by the Executive Director no later than 5 p.m. on the Wednesday three weeks before the Annual Meeting.
- Sec. 4. An elected candidate assumes office immediately, serving until her/his successor is elected.
- Sec. 5. A President or Vice President shall not serve more than two consecutive years but shall be eligible for election after she/he has retired from the Board of Directors. **An individual elected Treasurer may serve unlimited one-year terms**
- Sec. 6. No member having served three consecutive years on the Board as a Director shall be eligible for election as a Director until two years after she/he has retired from such service on the Board.
(The Constitution & Bylaws Committee ended the July, 2005 review at this point.)

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