

# BYLAWS

## CORONADO FLORAL ASSOCIATION, INCORPORATED

### ARTICLE I NAME

The name of this organization shall be CORONADO FLORAL ASSOCIATION, INC. (CFA), an incorporated club of nonprofit status **under section 501(c)(3) of the Internal Revenue Service code.**

### ARTICLE II OBJECT

The object of CFA shall be to encourage and foster knowledge of floriculture within the City of Coronado; to encourage with the City of Coronado the beautification of homes, schools and public grounds, and to sponsor and organize the CORONADO FLOWER SHOW

### ARTICLE III MEMBERS

Section 1. ELIGIBILITY. Any person or families interested in the Object of CFA are eligible for membership.

Section 2. CLASSES.

- A. Life: Contributed \$100 prior to 2003.
- B. General

Section 3. DUES.

- A. Dues for all memberships shall be set by the Board.
- B. Payment Date. Annual dues shall be due and payable before April 1 of each year and membership shall be forfeited by June 1 if not paid.
- C. Fiscal Year. The fiscal year of CFA shall be from January 1 to December 31.

### ARTICLE IV OFFICERS

Section 1. ELECTED OFFICERS. The elected officers of CFA shall be president, vice president, recording secretary, and treasurer. The officers shall perform the duties provided in this Article and such other duties as prescribed for the office in these bylaws, or in the adopted parliamentary authority. These officers shall be elected at an annual meeting of this organization in the manner prescribed in the bylaws. They shall take office no later than four (4) weeks following the annual flower show and shall hold office for one year or until their successors are elected.

Section 2. DUTIES OF OFFICERS.

- A. The President shall preside at all meetings of CFA including Board of Directors, appoint committees, be a member ex-officio of all committees, except the nominating committee and represent CFA at public functions.
- B. The Vice President shall be hospitality chairman and make all arrangements in connection with the annual meeting and other scheduled social events and preside at meetings in the absence of the President.

- C. The Recording Secretary shall keep the minutes of CFA general and board meetings, be custodian of all records of CFA, maintain a separate book for CFA bylaws containing current and former bylaws and shall give notice of meetings to all board members.
- D. The Treasurer shall collect dues, pay bills, keep an accurate record of all receipts and disbursements and shall have custody of all monies. The treasurer also is responsible for the Box Office at the Coronado Flower Show. The Treasurer shall report at each meeting the balance in the treasury, provide a financial accounting to the Board of Directors, and be chairman of the finance committee.
- E. The appointed officers shall be Parliamentarian and such others as CFA may deem necessary. They shall be appointed by the president.

Section 3. NOMINATING PROCEDURE. The President shall appoint a Nominating Committee of at least three (3) members at least one (1) month prior to the Annual Meeting. The committee shall elect its own chairman and shall present the candidates for Officers at the Annual Meeting. Nominations may be made from the floor.

Section 4. ELECTION. The elected officers shall be elected by ballot vote unless there is only one candidate for each office, in which case a voice vote may be taken. Officers shall serve for one year or until their successors are elected. Officers, with the exception of Treasurer, who shall serve two years, shall not serve more than two (2) consecutive terms, but may be eligible for re-election to the same office after a lapse of one (1) year.

Section 5. VACANCIES. A vacancy in any office shall be filled by appointment by the President and with the consent of the majority of the Board of Directors.

## **ARTICLE V MEETINGS**

Section 1. REGULAR MEETINGS. Regular meetings shall be held as directed by the President or at the request of five of the members of the Board of Directors.

Section 2. ANNUAL MEETING. The Regular Meeting in March shall be known as the Annual Meeting and shall be for the purpose of electing and installing officers and for any other business that may arise.

Section 3. SPECIAL MEETINGS. A Special Meeting may be called by the President or five members of the Board of Directors. The Secretary shall give a five (5) day notice of such a meeting in writing or by electronic mail. The purpose of the meeting shall be stated in the call.

Section 4. QUORUM. A quorum at Regular Meetings is 15 CFA members in good standing present.

## **ARTICLE VI BOARD OF DIRECTORS**

Section 1. The Board of Directors, of which the President shall be chair, shall consist of Officers, chairman of each standing committee, the parliamentarian, the incumbent Presidents of Crown Garden Club of Coronado, Bridge and Bay Garden Club, Coronado Junior Woman's Club, **and the Coronado Woman's Club** all of whom are voting members.

Section 2. The President shall serve as Chairman of the Board of Directors. The Board of Directors shall transact the general business of CFA, consider all questions of policy, and present its recommendations to the general membership for action.

Section 3. REGULAR MEETINGS: Unless otherwise ordered by the Board, Regular meetings shall be held at a time and place determined by the president but not less than bimonthly (every other month).

Section 4. QUORUM. Five (5) members of the Board shall constitute a quorum.

Section 5. No officer or member of CFA may incur indebtedness in the name of CFA without authorization of the Board of Directors. The president and the vice president may authorize expenditure of sums necessary to the administration of CFA.

## **ARTICLE VII COMMITTEES**

Section 1. STANDING. Standing committees shall be: Flower Show, Membership, Communications, Finance, Technology, **Home Front Judging** and Historian. The president shall appoint chairpersons with the approval of the Board of Directors.

Section 2. Other committees, standing or special, shall be appointed by the president and approved by the Board of Directors.

## **ARTICLE VIII PARLIAMENTARY AUTHORITY**

CFA shall be governed by *Robert's Rules of Order; Newly Revised* in all instances not covered by these bylaws.

## **ARTICLE IX AMENDMENTS**

These bylaws may be amended at any meeting of CFA by a two-thirds vote, provided the proposed amendment has been submitted and distributed to the CFA membership 30 days prior to the meeting.

## **ARTICLE X DISSOLUTION**

In the event of dissolution of the CFA, the assets remaining after payment or provisions for payment of all outstanding debts and liabilities of CFA shall be distributed to such an organization operated exclusively under Section 501(c)(3) of the IRS Code. The use of any surplus funds for private benefit is expressly prohibited.

## **ARTICLE XI 501(c)(3) ORGANIZATION EXEMPT REQUIREMENTS**

Section 1: Said organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private

persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. Section 3: No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4: Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 5: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

Revised October 18, 2011  
Amended March 25, 2015  
**Amended January 2017**

# CORONADO FLORAL ASSOCIATION, INCORPORATED

## STANDING RULES

1. The annual General Member dues shall be **\$35.00**. This pay scale shall be effective **December 2016**.
2. The following describes the standing committees of CFA:
  - a. CORONADO FLOWER SHOW: Plans, organizes and stages the Annual Coronado Flower Show.
  - b. MEMBERSHIP: Recruits new members and maintains current membership. Keeps accurate and up to date membership data and reports this information upon request. With the treasurer, is responsible for the Box Office gate at the annual **Coronado** Flower Show.
  - c. COMMUNICATIONS: CFA contact to local and related newspaper, magazine or other media sources to publicize CFA events. Serves as contact for Coronado Flower Show Committee publicity. Maintains records year by year, such as photographs and articles that may appear in the local newspapers and magazines.
  - d. FINANCE: **The Finance Committee** composed of the treasurer, **current flower show chair and the president** meets prior to the end of the fiscal year to prepare a budget. **Not later than the December Board meeting, the Finance Committee shall present a budget to the Board which includes the anticipated revenues and expenses. Following approval, the budget shall be made available to the CFA membership by whatever means the Board determines.**
  - e. TECHNOLOGY: Maintains the CFA website and updates computer related data necessary to promote CFA and the **Coronado** Flower Show.
  - f. **HOME FRONT JUDGING: Plans, organizes and judges the Annual Community Landscapes portion of the Coronado Flower Show.**
  - g. HISTORIAN: Compose and maintain a suitable book displaying pictures and publicity concerning CFA as may appear in the local newspapers and from other sources. This material shall cover the Annual Flower Show, CFA social events or any other civic event.
3. **Authorized signatures for expenditure or withdraw of CFA funds shall be those of the President, Secretary or Treasurer of CFA. Checks or other disbursements exceeding one hundred dollars (\$100) must be signed by two of the three authorized persons.**
4. **All Club rosters, directories and e-mail addresses shall not be used for political, commercial or solicitation purposes. Use of such data for purposes consistent with the objectives of the CFA may be granted by the Board upon written request by a CFA member.**
5. All classes of membership shall receive free admission to the annual Coronado Flower Show and invitations to CFA meetings and events **for one year after payment of dues.**
6. **A Financial Review committee of two will be appointed by the president following the Board meeting in October. The committee, following the close of the fiscal year, will review the finances of CFA and report to the Board at its March meeting, then to the general membership at its Annual Meeting.**

Amended October 18, 2011  
Amended March 25, 2015  
**Amended January 2017**