

National Ethical Standards, Bylaws & Nominations Committee Notebook

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National Ethical Standards, Bylaws & Nomination Committee Notebook Table of Contents

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The AIFD® National Ethical Standards, Bylaws & Nomination Committee notebook is a useful tool for the Committee as a whole and individual committee members. Please note that the first section, the policy and procedures, cannot be edited or modified in any way without the approval of the National Board, this section appears as is from the AIFD® Policy and Procedure Manual. If for any reason a change is needed, the committee chair should recommend the change by contacting the National Secretary and the change will be taken to the National Board for consideration. The balance of the document can be changed by Committee consent by contacting the National Board Secretary.

I. Ethical Standards, Bylaws & Nominations Committee Policies & Procedures

The following policies were copied from the AIFD Policies and Procedures document last updated January 5, 2021. New and current updates can be obtained by logging into AIFD.org, then navigating a new tab to this website:
<https://aifdsite.membershipsoftware.org/leaderresource>

A. Policies and Procedures Concerning Ethical Standards

1. Complaints by one (1) member against another for violations of the American Institute of Floral Designers® Code of Ethics or misuse of the AIFD® or CFD® trademark shall be presented in writing to the Executive Director for immediate action.
 - a. After having sent appropriate correspondence to the member in violation, the Executive Director will send notification to the National Board before further action or seeking legal counsel.
2. As to the trademark, only AIFD® Members in good standing may use the AIFD® or CFD® symbol of membership as an appellation to their name. Partner Members will be provided with special "Partner Member" logotypes which they may use to promote their membership in AIFD®, but not as a part of their name. Further, the AIFD® symbol of membership may not be used in any way except as it relates to an individual's name, such as Joe Smith AIFD, or Joe Smith, a member of the American Institute of Floral Designers®. Businesses with AIFD® members on their staff may not refer to themselves as being related to AIFD®.
3. The "Code of Ethics" of the Institute shall read: (10/96)
 - **To the Profession** -- Members of the Institute will encourage individuals who demonstrate excellence in floral design to achieve professional certification and accredited member status.
 - **To the Allied Professions** -- Members of the Institute will work to maintain positive relationships with other segments of the industry, to promote lawful business practices and to increase product knowledge through education and collaboration.
 - **To the Student** -- Members of the Institute will give assistance, supervision and encouragement to novices wishing to acquire knowledge of the functions, duties and responsibilities of a professional designer.
 - **To the Public** -- Members of the Institute will produce and complete with integrity, value, and creativity their highest quality of design.
 - **To the Institute** -- Members of the Institute will support and promote the development of programs and procedures to stimulate the advancement of creative floral design and professionalism. Members will nurture the advancement of the Institute's position as an industry information source, give encouragement to one another to achieve their common goals, and work for the betterment of the profession, the ~~allied~~ professions, students and the public.
4. The Ethical Standards Committee shall oversee and uphold the standards of the members in accordance with the Code of Ethics of the AIFD® (Moved from Bylaws Section Article. 6 Section 6.2 (3/22) Standing Committee
5. The President Elect shall annually appoint Immediate Past President to serve on the Ethical Standards Committee as the Chairperson and National Board Liaison. There will be a
 - Past President Representative
 - Five additional members on a (2) two-year rotational term. (Moved from Bylaws Section 6.2.3.1 June 2013)

B. Policies and Procedures concerning Bylaws

1. The Bylaws Committee shall annually review the Bylaws and make recommended changes to the Board of Directors, who shall present them to the membership for approval. (Moved from Bylaws Section

6.2.11 June 2013)

2. The Bylaws Committee shall consist of (7) members, one of which shall be the immediate Past President appointed to serve as chairperson and National Board Liaison for one year. (Moved from Bylaws Section 6.2.11.1 June 2013)

The Bylaws, Ethical Standards & Nominations Committee shall be combined into one committee which consists of 7 members:

- Chairperson, Immediate Past President
 - 1 Past President representative.
 - 5 members shall be appointed by the President-Elect and serve on a 2-year staggered rotation term, up to two years. (4/20) Same as written in Nominations Section 13. Same as written in POLICIES AND PROCEDURES MAINTENANCE Section 9.
3. National Board members may serve more than 2 successive three-year terms. There will be (12) twelve elected members on the National Board of Directors with terms staggered so a like number is elected each year. Regarding the Bylaws of this organization, as well as this section of the Policies, this shall mean said director may not be elected or appointed back on to the Board as a director until having been off of the Board for a minimum of eleven-and-a-half months. Bylaw Section 5.2 (3/22)
 4. The Nominations and Elections Committee shall conduct all elections and function thereof. (Moved from Bylaws Section 6.2.2 June 2013)
 5. The Bylaws Committee shall annually review the Bylaws and make recommended changes to the Board of Directors, who shall present them to the membership for approval. (Moved from Bylaws Section 6.2.11 June 2013)

For a current copy of the AIFD Bylaws log in to AIFD.org, then navigate a new tab to this website: <https://aifdsite.membershipsoftware.org/leaderresource>

C. Policies and Procedures Concerning Elections and Voting

1. The Nominating Committee will be responsible for presenting a slate of board candidates by the January meeting of the Executive Committee and elections will be conducted in time to allow the results to be compiled and reviewed before the spring meeting of the Board. (3/00)
 - a) The Nominating Committee shall present the names of precisely four (4) candidates for the two (2) positions of Director-At-Large to be elected each year, and in regard to the nominations for the National Director representing a specific Regional Chapter, when a Regional Chapter is subject to presenting such nominations, the Regional Chapter will submit the names of precisely two (2) candidates. (3/95)
 - b) The Nominating Committee shall meet at least once during the National Symposium.
 - c) At the fall meeting of the National Board of Directors, the Chairperson shall request, and each Director shall be required to submit by no later than November 15, at least two names in recommendation for the positions of Directors-At-Large. Each member of the Nominating Committee must select at least seven (7) names in order of preference by December 1, and that from this list the Committee will select its recommended candidates to be presented to the Executive Committee in January provided that such selection is unanimously agreed. The Committee will first confirm with each candidate that he or she is willing to run for election if approved by the Board. If the Committee cannot arrive at a unanimous decision, it will present to the National Board, electronically, the names of its top four candidates, in order of preference, for a vote on said candidates. If the Board does not concur on any recommended candidate, the Nominating Chairperson shall present the name of the next candidate until the Board has agreed on four candidates.
2. Before being put into nomination, members must be contacted by the National Nominating Committee, accept, and agree to serve. Further, the candidates for the position of Regional Representative to the National Board of Directors shall provide necessary data to the National Nominating Committee, not the Chapter Nominating Committee. (3/96) Before any candidate shall be accepted, the Nominating

Committee Chairperson shall provide him or her with a copy of the Board of Directors policies. Upon the candidate's review and understanding of those policies, his or her acceptance of the nomination shall be approved.

- a) Directors who have successfully completed a first term on the Board shall be automatically asked by the Nominating Committee if they wish to run again for the position (regional or at-large) which they occupy.
 - b) No Board member shall serve more than (2) successive (3) year terms total of (6) six consecutive years on the Board. Bylaws (*Section 5.2*) (3/22) Unless their board position was an appointment by the President to reflect additional years. Vice President and/or President-Elect who may serve through the term of Past President, as stated in the Bylaws (*Section 5.3*) (3/22) In regard to the Bylaws of this organization as well as this section of the Policies, this shall mean said director may not be elected or appointed back on to the Board as a director until having been off of the Board for a minimum of eleven-and-a-half months.
 - c) Regarding the Bylaws of this organization, as well as this section of the Policies, this shall mean said director may not be elected or appointed back on to the Board as a director until having been off of the Board for a minimum of eleven-and-a-half months.-Section 5.2 Bylaws
 - d) Once a member of the Board has reached the position of Vice President or President Elect, he or she will not be eligible to run for election to the Board again until he or she has been off the Board for at least one year.
 - e) Neither the Symposium Coordinator, nor the Symposium Program Coordinator, may serve as a Foundation Officer or Trustee. (4/18) [Also listed Symposium Section 2A]
 - f) Members of the Board may not also serve on the Foundation Board simultaneously. (4/21)
3. Nominees for National Board positions will provide to the Nominations Chairperson, by December 1st , a self-photograph, and 150 words or less stating their credentials, as well as answering the following three questions:
- 1) Why would you like to become a member of the National Board?
 - 2) What do you see as to our future direction for AIFD as an organization?
 - 3) Why should you be elected?
- Failing to submit this information by the designated date will automatically forfeit the nomination. The Executive Director will use this information to prepare an electronic candidate bio sheet which will be distributed to all members in good standing. (4/04)
4. The Regional Nominations Chairperson(s) shall provide to the National Nominations Chairperson a bio of approximately 50 words for each nominee, stating their credentials and why they want to be elected to a regional position for AIFD®. The full slate of nominees for each region, including bios, shall be sent with a copy of the minutes taken by each regional Secretary showing that the full slate of nominees was voted on and accepted by their respective Regional Board, and will be due to the National Nominations Chairperson no later than November 15th in order for the ballots to be distributed in a timely manner. (April 12, 2003) All candidates for any National or Regional Chapter office or board of directors must be a current Accredited Member of the Institute. If a nominee for a National or Regional position has not provided a bio to the National Nominations Chairperson by the due date, then the Executive Director shall be instructed to list the candidates name on the slate, with the words "No bio provided" listed after their name. (April 12, 2003)
- a. It shall be the responsibility of the Nominations Chairperson to review and proofread all bios that are sent to the Executive Director to ensure that they are within the guidelines accepted by the National Board. (April 12, 2003)
 - b. Should a Regional Chapter fail to provide names of candidates for the position of Regional Chapter Representative to the National Board in a timely manner (November 15th), it shall become the responsibility of the National Nominating Committee to recommend candidates for said election. All information and ballot names for the regional chapter elections must be submitted to the National Nominations Chairperson by not later than November 15th. If the

deadline is not met by a regional chapter, said chapter shall incur any administrative time costs (at the standard contract rate) for any time spent by the administrative office in securing a final report and in preparing the ballot for said chapter.

5. The Regional Chapter Representative to the AIFD® National Board of Directors, while serving in a liaison position, shall nonetheless be considered a voting member of the Chapter Board and Executive Committee. (6/15 – Also see “Board of Directors 12)
6. The Executive Director will see that a ballot packet is prepared and electronically distributed to all appropriate members. All AIFD® members in good standing will receive the ballot for At-Large Candidates to the Board, and all AIFD® Members in good standing in those Regional Chapters electing Board Representatives will receive the At-Large ballot as well as the Regional ballot for their respective Chapter Region. The ballot package will include the following:
 - a) Candidate Bio Information as provided by the candidates
 - b) Voting Instructions
 - c) An Appropriate Ballot (At-Large or Regional)
7. The results of the electronic balloting will be presented to the Nominating Chairman in advance of the Spring Meeting of the Board of Directors. The announcement of the results will be shared at the Spring National Board Meeting. The Regional Chapter Representatives will notify their members. The Nominating Chairman will notify the National Director at Large candidates and Regional Representatives to the National Board.
8. There will be no campaigning associated with the election of regional or national directors. Upon the distribution of the summer Board report package, candidates for the Officers of this Institute shall be able to personally communicate their desire to become elected to the other members of the board who will be voting in the election. (July 2004)
9. Elections of Officers of the Board will be held at a special meeting of the newly elected Board to be held in conjunction with the National Symposium. The Nominating Committee will attempt to offer at least two names for the office of Vice President and Secretary. A written secret ballot will be taken. The Executive Director and the Chairperson of the Nominating Committee will count the ballots and announce the results at the meeting. (July 2012)
 - a) The slate of nominations for Officers of the Board shall be presented in writing to the Executive Director for publication in the Board packet that is distributed prior to the Board meeting at which the election will take place. Additional nominations may be made provided such nominations are sent, in writing or electronically, to the Nominating Chairperson, Secretary and Executive Director, along with an affirmation by the person(s) to be nominated of his or her acceptance of such a nomination, a minimum of ten (10) days in advance of the meeting of the Board where elections will take place.
Upon receipt of the above, the Nominating Committee Chairperson shall direct the Executive Director to so notify, in the same manner as he/she distributed the original report of the Nominating Committee, the members of the Board so that they may have an opportunity to consider all candidates. Except where a properly nominated candidate shall have lost an election for an office and may wish to be nominated for the next office, or in the event any candidates for a specific office shall find it necessary to withdraw his or her name for consideration, there shall be no additional nominations accepted from the floor. (Oct. 2014)
 - b) Upon the election of the Office of Vice President, it shall be assumed that the individual who is elected shall become the President-Elect in the following year unless a majority of the members of the Board of Directors shall advise the Nominating Committee Chairperson, in writing, by the Spring meeting of the Board of a lack of confidence in this person. (July 2004)
 - c) Upon the election to the Office of Vice President, the individual who shall be elected shall immediately resign his or her position as a Director on the Board. The President shall then, with the consent of the Board, appoint another member to fill the unexpired term. In the

event that the Director position of the Vice President was that of a Regional Representative, the President shall consult with and seek recommendations from the appropriate Regional Chapter Board. (July 2004)

- d) Only in the case of an excused absence, and only in the case of the election of officers, shall a member of the Board be eligible to cast a proxy vote. Said proxy vote shall be in writing and shall be given to the Executive Director in advance of the meeting of the Board in which officers' elections shall take place. The proxy vote shall be based on the recommended slate of the Nominating Committee and should also take into consideration possible additional nominations or non-majority voting.
- 10. Newly elected and appointed members of the National Board of Directors who have not served on the National Membership Committee within the past two years, shall be required to attend the scheduled Certified Evaluator/Judge Orientation Meeting held prior to the National Symposium.
- 11. The electronic records of voting results shall be stored for one year. (3/19)
- 12. The Nominations and Elections Committee shall conduct all elections and function thereof. (Moved from Bylaws Section 6.2.2 June 2013)
- 13. The Bylaws, Ethical Standards & Nominations Committee shall be combined into one committee shall consist of (7) members, one of which shall be the immediate Past President appointed to serve as chairperson and National Board Liaison for one year. (Moved from Bylaws Section 6.2.11.1 June 2013)
 - Chairperson, Immediate Past President
 - 1 Past President representative.
 - 5 members shall be appointed by the President-Elect and serve on a 2-year staggered rotation term, up to two years. (4/20) Same as written in POLICIES AND PROCEDURES MAINTENANCE Section 9.
- 14. Elections for the Board of Directors must be held by email, giving at least fourteen (14) days to respond. Elections shall be completed at least thirty (30) days prior to the annual meeting. (Moved from Bylaws Section 6.2.2.3 June 2013)
- 15. The results of all elections shall be recorded and published by the office of the Institute. (Moved from Bylaws Section 6.2.2.4 June 2013)
- 16. In the case of a tie for a regional board position other than Regional Chapter Representative to the National Board, the current regional President, President-Elect and Past President would vote between the tied candidates to break the tie. In the event of a tie in the position of Regional Chapter Representative to the National Board or National Director at Large, the current National President, National President-Elect and National Past President would vote between the tied candidates to break the tie (4/2017).

II. Mission Statement of the National Ethical Standards, Bylaws & Nomination Committee

The Ethical Standards, Bylaws & Nominations Committee was formed concerning three areas that specifically do not require constant attention over an extended period but often have specific tasks that occur yearly or on an as needed basis. Members of the committee will work together on these three areas as needed, directed by the current President and/or Executive Director.

III. Committee Guidelines

- 1. Active members who shall serve on the Committee:
 - A. Committee Members are appointed by the incoming President.
 - B. The Chairperson should be the Past President.
 - C. Committee persons cannot run for any of the offices open in the same year as serving on the committee.

- D. There is no line of succession on this committee since the Chairperson is the National Past President.
- E. Committee members are often long standing AIFD members as well as individuals who have held previous National Board Positions who have previous experience with the organization.
- 2. Number of committee members
 - A. The committee will consist of the Past President as Chairperson and five additional members of AIFD.
 - B. The Past President Representative can chair ethics or bylaw projects and work with the Committee Chair. (Past President)
 - C. Regional representation is not necessary, but nevertheless should be taken into consideration when appointments are made.
- 3. Term lengths shall be a two -year staggered term unless re-appointed; there is no limit to the number of terms an individual may serve.
- 4. Responsibilities of the Past President/Committee
 - A. Reach out to both regional Presidents that have Regional Representative seats up for election in the coming year. Ask for suggested candidates for these positions.
 - B. Reach out to all regions for suggested candidates for the two Director At-Large positions up for election in the coming year.
 - C. The Past President will request 7 potential names for the Director At-Large candidates from each committee member including any names suggested by regional boards to use as a master list for the committee to nominate 4 candidates. (Note that the list may be two candidates if the two current Director At-Large Board members are planning to run for another term.
 - D. If a Regional Representative position is up for election and the sitting member in this seat has not yet served two terms, that person MUST be invited to run again for a second term. The same shall apply to the Director At-Large positions.
 - E. For each Regional Representative position available, there must be two candidates on the ballot, of which the members of that region may vote for one.
 - F. For each Director At-Large position available on the Board, there must be four candidates on the ballot, of which the entire membership may vote for two.
 - G. The Chairperson of the committee will collect a bio (not more than 50 words, strictly enforced by Regional Past President) and a photo from each candidate running for office and deliver to Headquarters no later than January 1.
 - H. The Chairperson (Past President) of the committee is responsible for reporting the results of the election to the National Board at the Spring Meeting and at that time instructing the Regional Representatives to contact each of the individuals who ran for board positions by PHONE CALL informing them of the results in a timely manner. This includes those that did not win the election.
- 5. National Board Liaison will be the Immediate Past President of AIFD.

IV. Meeting Agenda, Minutes and Reports

(add material as suggested by chair)

V. Important Documents

(add material as suggested by chair)

VI. 2023-24 Ethical Standards, Bylaws & Nominations and Elections Committee

<u>Ethical Standards & Bylaws Nominations & Elections</u>
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<i>Chairperson & Board Liaison: Immediate</i>

<i>Past President, 1- year term</i>		
	Todd Sweeden	(2024)
Past President Representative: 2-year term		
	Janet Black	(2025)
<i>Committee Members: 2-year staggered terms</i>		
	John Kittinger	(2024)
	Vonda LaFever	(2024)
	Kim Oldis	(2024)
	Sharon McGukin	(2025)
	David Kessler	(2025)