
AMENDED AND RESTATED BYLAWS
OF
CALIFORNIA ASSOCIATION OF FLOWER GROWERS & SHIPPERS

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AMENDED AND RESTATE BYLAWS
OF
CALIFORNIA ASSOCIATION OF FLOWER GROWERS & SHIPPERS
(A California Nonprofit Mutual Benefit Corporation)

ARTICLE I

NAME AND PURPOSE

The name of this corporation is California Association Of Flower Growers & Shippers (hereinafter referred to as the “**Corporation**”). These Amended and Restated Bylaws replace, in their entirety, all prior bylaws of the Corporation. The Corporation is a nonprofit nonstock corporation, organized exclusively for one or more of the purposes as defined in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. The specific purposes of the Corporation are as follows:

- (a) represent and strengthen the floral and agricultural industries by increasing the flow of products from California to destinations throughout the world;
- (b) provide an open forum for the exchange of ideas and best practices to benefit the entire floral industry; and
- (c) disseminating information to foster, encourage and promote the general welfare of the members.

ARTICLE II

PRINCIPAL OFFICE

The principal office for the transaction of the business of the Corporation shall be located in the State of California at such location as the Board of Directors may from time to time determine.

ARTICLE III

MEMBERSHIP

3.1 Members. The Corporation shall have five (5) classes of members as follows: (1) Grower Members, (2) Grower/Shipper Members, (3) Shipper Members, (4) Ag Buddy Members, and (5) Associate Members. Grower, Grower/Shipper and Shipper Members shall be hereafter collectively referred to as "**Active Members**". Active Members shall have voting rights in the Corporation and shall be entitled to participate in shipping and transportation programs sponsored by the Corporation. Each Active Member shall be entitled to one vote on each matter submitted to a vote of the Members. Ag Buddy Members and Associate Members shall have no voting rights, nor the right to exercise any of the legal rights of "members" as defined in Section 5056 of the California Corporations Code or any successor statute and shall have only have such right and privileges as

determined by the Board Of Directors from time to time which may include, but shall not be limited to, the following: (a) participation in Corporation sponsored seminars, conferences and other similar events, if any; (b) participation on advisory committees to the Board of Directors; and (c) participation in the shipping and transportation programs sponsored by the Corporation. All rights and privileges of Ag Buddy Members and Associate Members shall be subject to change or elimination by the Board of Directors at any time. No Member shall hold more than one membership in the Corporation.

3.2 Qualifications of Members. Qualification for each Membership category shall be as determined by the Board of Directors from time to time.

3.3 Application for Membership and Membership Dues. Applications for membership submitted to the Corporation shall be reviewed and approved or rejected by such person or persons as the Board of Directors nominate for such activity from time to time (collectively the “**Membership Administrator**”). The Membership Administrator shall approve an application for membership if the applicant meets the qualifications for membership as set by the Board of Directors. The Board of Directors shall have the right to establish a Membership Committee, pursuant to Article VII below, to undertake such responsibilities and activities as determined by the Board of Directors from time to time with respect to membership applications, including, without limitation, reviewing applications and providing consultation and recommendations to the Membership Administrator.

(a) Application Fee. The Board of Directors may, from time to time, set a refundable or nonrefundable fee for each application for each category of membership.

(b) Membership Dues. The Board of Directors shall, from time to time, set the annual membership dues for all categories of membership. The due date for annual dues and the rights of the Corporation for delinquent dues shall be as determined by the Board of Directors from time to time. In addition, each member shall pay such other fees, dues and assessments in such amounts and at such times as may be determined by the Board from time to time.

3.4 Exercise of Membership Rights/Affiliated Members.

(a) An Active Member who is an individual shall exercise its voting rights personally and an Active Member who is an entity or association shall exercise its voting rights through a duly authorized representative of the Active Member. The authorized representative may exercise the Active Member's vote on any matter to come before the membership of the Corporation. For purposes of the voting rights of an Active Member, a Member and its Affiliates shall be deemed to be one (1) Member. For purposes of these Bylaws, “Affiliate” means (i) any Person, directly or indirectly, or through one or more intermediaries, that has more than a than fifty percent (50%) ownership interest in any member, or in which any member has more than a than fifty percent (50%) ownership interest in and/or (b) any Person, directly or indirectly, or through one or more intermediaries, controlling, controlled by, or under common control with a member. The term "control," as used in the immediately preceding sentence, shall mean with respect to a corporation or limited liability company the right to exercise, directly or indirectly, more than fifty percent (50%) of the voting rights attributable to the controlled corporation or limited liability company, and, with respect to any individual, partnership, trust, other entity or association, the right, directly or

indirectly, to more than fifty percent (50%) of the vote, control or direction of the management or policies of such person or entity. "Person" as used in this subparagraph shall mean an individual, partnership, limited partnership, limited liability company, corporation, trust, estate, association or any other entity.

3.5 Termination of Membership Rights.

(a) Membership shall automatically be terminated for failure to pay annual dues in a timely manner as required by the Board of Directors or for failure to satisfy and maintain any other qualifications for membership. In addition, membership may be terminated for other good cause as determined by the Board of Directors, provided that the Member be given notice of the reasons for termination for such other good cause at least fifteen (15) days before such termination. The notice shall specify that the Member shall have a right to appeal such termination, orally or in writing, to a person or committee selected by the Board of Directors, such appeal to be heard and determined not less than five (5) days prior to the effective date of termination if practical. The person or committee that hears the appeal shall render a determination in writing which shall be final. A Member may withdraw its membership upon thirty (30) days' prior written notice to the Corporation.

(b) Unless otherwise approved in writing by the Board of Directors, a Member's membership automatically terminates in the event that a Member merges with a non-member, is acquired by a non-Member, and such Member is dissolved as a result of the merger or acquisition, or for any other reason such Member dissolves.

(c) In the event that two (2) or more Active Member organizations are merged or an Active Member organization is acquired by another Active Member organization, the resulting entity shall have only one (1) membership. Active Members must notify the Corporation as to which party will continue as an Active Member within five (5) days of the acquisition or merger.

(d) All rights of a Member in the Corporation shall cease on termination of membership as herein provided. No Member shall receive any refund of dues already paid for the current dues period upon termination.

3.6 Compensation of Members. No Member shall be compensated on the basis of membership in the Corporation. Any Member rendering services to the Corporation, however, may receive reasonable compensation for such services, as authorized by the Board of Directors (with the Board of Directors having the right to provide authority to any officer of the Corporation to enter into any such agreements without the need of the Board of Directors to approve of each such agreement).

3.7 Non-Transferability. Neither membership in the Corporation nor any rights in membership may be transferred or assigned for value or otherwise, unless otherwise approved in writing by the Board of Directors.

3.8 No Property Rights. No Member of the Corporation shall at any time have any right in or be entitled to any of the properties, monies and assets of the Corporation, except in the event of dissolution as provided in Article IX below.

3.9 Non-Liability of Members. A Member of the Corporation shall not be individually liable for any debt, obligations or liabilities of the Corporation.

3.10 Annual Meeting. A meeting of the Active Members shall be held annually at a place, date and time to be set by the Board of Directors annually with notice to Members as set forth in Section 3.12 below.

3.11 Special Meetings. Special meetings of the Active Members shall be held upon request of the President, the Board of Directors, or at least five percent (5%) or more of the Active Members.

3.12 Notice of Annual Meeting.

(a) Notice of the time, place, and date of an annual meeting, except as provided in Section 3.16, shall be given to each Active Member not less than ten (10) nor more than ninety (90) days before the date of the meeting. Such notice shall be delivered personally to each Active Member, sent by first-class, registered, or certified mail to the address of each Active Member appearing on the books of the Corporation or the address given to the Corporation for the purpose of notice, facsimile at the last known facsimile number, or sent by e-mail to the last known e-mail address. If the Active Member's address does not appear on the books or is not given to the Corporation, such notice may be sent to the Active Member at the place where the principal office of the Corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office of the Corporation is located.

(b) If any notice or report addressed to the Active Member at the address of the member appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the Active Member at the address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the Active Member upon written demand of the Active Member at the principal office of the Corporation for a period of one year from the date of the giving of the notice or report to all other Active Members.

(c) Notice given by electronic transmission by the Corporation under this subdivision shall be valid only if (i) it is given to a recipient who has provided an unrevoked consent to the use of electronic transmission for communications, (ii) it creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible and tangible form, and (iii) the transmission includes a clear written statement to the recipient as to (A) any right of the recipient to have the record provided or made available on paper or in nonelectronic form, (B) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation, and (C) the procedures the recipient must use to withdraw consent to receipt of communications via electronic transmission. Notwithstanding the foregoing, Notice shall not be given by electronic transmission by the Corporation pursuant to this Section after either of the following occur:

(i) The Corporation is unable to deliver two consecutive notices to the Active Member by that means.

(ii) The inability to so deliver the notices to the Active Member becomes known to the secretary, any assistant secretary, the transfer agent, or other person responsible for the giving of the notice.

(d) The notice must state the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which Active Members may participate in that meeting, and must state those matters which the Board of Directors intends to present for action by the Active Members, but any proper matter may be presented at the meeting for action. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is delivered or mailed.

3.13 Requests for and Notice of Special Meetings. Upon request in writing to the President, Vice President or Secretary of the Corporation by any Active Member entitled to call a special meeting of the Active Members, notice of time, place, and date of the special meeting shall be delivered in accordance with Section 3.12 to the Active Members that a meeting will be held at a time fixed by the Board of Directors which is not less than ten (10) nor more than ninety (90) days after receipt of the request. The notice of a special meeting shall state the general nature of the business to be transacted, and no other business may be transacted.

3.14 Quorum. One third (1/3rd) of the existing Active Members, present in person or by proxy, shall constitute a quorum of the Active Members at any meeting or for action by written ballot of the Active Members. The Active Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment even if some Active Members have withdrawn to leave less than a quorum, provided that any action taken is approved by at least a majority of the Active Members required to constitute a quorum.

3.15 Voting. At all meetings of the Active Members, an Active Member shall be entitled to vote either in person or by proxy. Each Active Member entitled to vote shall be entitled to cast one vote on each matter submitted for vote. If a quorum is present, the affirmative vote of a majority of the Active Members voting shall be the act of the Active Members. Each Active Member shall be entitled to vote by proxy in accordance with Section 7613 of the California Corporations Code or any successor statute. All proxies must clearly identify the Active Member's vote as to each issue to be decided at a given meeting. Every person entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents duly authorized by a written proxy executed by such person or his duly authorized agent, which proxy shall be filed with the Secretary of the Corporation; provided, however, that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specified therein the length of time for which such proxy is to continue in force, which in no case shall exceed three (3) years from the date of its execution.

3.16 Action by Written Ballot. Any action which may be taken at any regular or special meeting of the Active Members may be taken without a meeting by written ballot pursuant to Corporations Code Section 7513(b) or any successor statute. The written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records. Directors may be elected by written ballot as provided in this paragraph.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Responsibility. Subject to the provisions of California Non-profit Mutual Benefit Law and except as otherwise provided in the Articles of Incorporation of the Corporation or these Bylaws, the Corporation's activities and affairs shall be managed by, and all corporate powers shall be exercised by or under the direction of, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the power to establish and modify dues for Members and to impose additional fees or assessments on Members as necessary to meet the obligations of the Corporation.

4.2 Number and Qualifications of Directors. The Board of Directors shall consist of not less than ten (10) nor more than thirteen (13) Directors. Each Active Member that is an entity or association and that serves as a Director shall designate a duly authorized representative, who must be an owner, officer, director, manager, member or employee of such entity or association, to serve as a voting Director for the Active Member. When such person ceases to meet the qualifications of such Active Member as set forth above, the Active Member shall promptly designate his or her successor representative to serve as the Director. All Directors shall be Active Members of the Corporation.

4.3 Nomination of Directors. The Board of Directors shall appoint a Nominating Committee, as described in Article VI, to nominate a panel of qualified candidates for election to the Board of Directors. The Nominating Committee shall make a report to the Board of Directors identifying its nominees at least thirty (30) days before Directors are to be elected. The Board of Directors shall approve or disapprove the nominees, and if approved by the Board, the nominees shall be submitted to the Members for election to the Board. Any Member may nominate additional candidates for election to the Board at the meeting for the election of Directors or pursuant to written ballot if such written ballot process is used for the election of Directors.

4.4 Chairperson. The Board of Directors may elect a chairperson of the Board of Directors ("**Chairperson**"), which Chairperson shall be a Director of the Corporation. The Chairperson shall direct the meetings of the Board of Directors.

4.5 Term.

(a) Length of Term. The Directors shall take office upon election and shall hold office for a three (3) year term (until the third annual meeting of members following such election of the Director) and until their successors are duly elected and qualified, subject to the provisions of these Bylaws with respect to vacancies on the Board.

(b) Consecutive Terms. Directors may serve consecutive terms without limitation.

4.6 Vacancies. A vacancy or vacancies on the Board of Directors shall exist on the occasion of any of the following: (a) death of a Director; (b) resignation of a Director; (c) removal of

a Director; or (d) failure of the Active Member that designated the Director to maintain its membership.

4.7 Filling Vacancies. A vacancy on the Board of Directors, whether by reason of death, resignation, removal or otherwise, shall be filled by appointment of the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

4.8 Removal. Any Director who fails to attend three (3) consecutive regular meetings of the Board of Directors or who misses at least fifty percent (50%) of the regular meetings of the Board of Directors during any calendar year without a leave of absence approved by the Chairperson may be removed from office by a vote of a two-thirds ($2/3^{\text{rd}}$) of the Directors. A Director shall also be removed from office when (a) he or she ceases to be an Active Member, or (b) in the event of a Director who is the designee of an entity or association member as set forth above, when such entity or association ceases to be an Active Member, or (c) in the event of a Director who is the designee of an entity or association member as set forth above, when such designee ceases to be employed by such entity or association and such designee is not promptly replaced by another senior management level executives, or the functional equivalent, of such entity or association. A Director may also be removed from office for any of the reasons specified in Corporations Code Section 7221 and/or 7222 or successor statutes.

4.9 Annual Meeting. The Board of Directors shall meet annually immediately following the annual meeting of Active Members, or at such other time and place as it may determine, for the purpose of organizing the Board of Directors, electing officers and transacting such other business as may come before the meeting.

4.10 Special Meetings. Special meetings of the Board of Directors shall be called by the written request of the President or by any two (2) Directors.

4.11 Notice of Meetings. Notice of the time, place, and date of any unscheduled regular meeting or any special meeting shall be delivered, in accordance with Section 4.16, to each Director at least forty-eight (48) hours prior to the meeting if given by personal delivery or telephone and upon at least four (4) days written notice if notice is sent via first class mail. If the Director's address is not shown on the records of the Corporation or is not readily ascertainable, notice shall be sent to the place where the principal office of the Corporation is located, or as otherwise provided by law. Such notice, if mailed, shall be sent at least four (4) days prior to the time of the meeting.

4.12 Alternative Participation. Directors may participate in a meeting through the use of conference telephone, video conference equipment, or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Meetings will be scheduled to allow participants residing outside of the United States to participate in such meetings. Participation in a meeting pursuant to this section constitutes presence in person at such a meeting for purposes of meeting the quorum requirements set forth in Section 4.13 below and for any other purposes under these Bylaws.

4.13 Quorum. A majority of the Directors then in office shall constitute a quorum of the Board of Directors for the transaction of business. The Directors present at a duly called or held

meeting at which a quorum is present may continue to transact business until adjournment even if some Directors have withdrawn to leave less than a quorum, provided that any action taken is approved by a majority of the number of Directors.

4.14 Voting. Each Director shall be entitled to one (1) vote on each matter before the Board of Directors. Directors shall not be permitted to vote by proxy. If a quorum is present, the affirmative vote of a majority of all the Directors shall be the act of the Directors.

4.15 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors, individually or collectively, consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

4.16 Notices to Directors. Each Director shall supply the Corporation in writing with such person's current mailing address, facsimile transmission number, and e-mail address. Any notices to a Director provided for in these Bylaws shall be given, and shall be deemed effective when delivered personally or by telephone, by mailing such notices by first-class United States mail, postage prepaid, addressed to the Director at the given address or by transmitting such notices to the last facsimile transmission number supplied by such Director to the Corporation or to the last supplied e-mail address. In the absence of such a current mailing address, facsimile transmission number, or e-mail address, any such written notices may be delivered to the Director at the place where the principal office of the Corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office of the Corporation is located, or as otherwise permitted by law.

ARTICLE V

OFFICERS

5.1 Officers. The required officers of the Corporation shall be a President, a 1st Vice President, one or more Vice Presidents, a Secretary, a Treasurer/Chief Financial Officer, and the immediate past-President, each of whom shall be appointed by the Board of Directors pursuant to Section 5.2. Such other officers and assistant officers and agents as may be deemed necessary or desirable may be appointed by the Board of Directors, if any, from time to time. Except for the Chief Executive Officer, all Officers shall be Members of the Corporation (or an owner, officer, director, manager, member or employee of an entity or association Member). Any two or more offices may be held by the same person except no single individual may authorize an act of the Corporation that requires the approval of two or more officers.

5.2 Election. The officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting and shall serve at the pleasure of the Board of Directors. Each officer shall hold office for a term of one (1) year and until his or her successor shall be elected and qualified to serve, however, any Officer may be removed at any time by vote of the Board of Directors. A vacancy may be filled by the Board of Directors for the unexpired term at any meeting of the Board of Directors.

5.3 President. The President may be the chief executive officer of the Corporation, and subject to direction by the Board of Directors may preside at all meetings of the Active Members and/or the Board of Directors (if so desired by the Board of Directors), and shall have such other powers, including the power to sign documents, and perform such other duties as may be prescribed by the Board of Directors. The President shall be primarily responsible for the day to day management of the Corporation; financial and budgetary controls; communications and goal achievement; liaison functions (i.e., with legal and accounting services); and transportation management.

5.4 Chief Executive Officer. The Chief Executive Officer may be the President of the Corporation. The Chief Executive Officer's primary function is to serve and advise the President of the Corporation. In the absence of the President or in the event of the President's disability, inability, or refusal to act, the Chief Executive Officer shall have the powers and shall exercise the duties of the President.

5.5 Vice Presidents. The Corporation may have one or more Vice Presidents. The Vice Presidents shall have such powers and perform such duties as the Board of Directors shall from time to time designate.

5.6 Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings of the Board of Directors and the membership, with the time and place of holding, whether a regular meeting or special meeting, and if a special meeting, how authorized, the notice thereof given, the names of those present and the proceedings thereof. The book of minutes shall be kept at the principal office of the Corporation or at such other place as the Board of Directors may determine. The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors and the membership required to be given by law or these Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

5.7 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of accounts shall at all times be open to inspection by any Director. The Treasurer shall be charged with safeguarding the assets of the Corporation and shall sign financial documents on behalf of the Corporation in accordance with the established policies of the Corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

ARTICLE VI

COMMITTEES

6.1 Committees - Generally. The Board of Directors may appoint one or more committees. Members of a committee need not be Directors. Committees may be advisory or may have and exercise authority of the Board of Directors, as resolved by the Board of Directors. The Board of Directors may appoint as committee members, Directors, Officers, Members, and/or such other persons as are appropriate and helpful to achieving the purpose of the committees; provided

that any committee that has and may exercise any authority of the Board of Directors in the management of the Corporation must consist of two (2) or more persons, all of whom shall be Directors. No committee, regardless of Board of Directors resolution, may have the authority to:

- (a) Approve any action which also requires the approval of Active Members;
- (b) Fill vacancies on the Board of Directors or on any committee that has the authority of the Board of Directors;
- (c) Fix compensation of the Directors for serving on the Board of Directors or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the Board of Directors or appoint the members of committees of the Board of Directors;
- (g) Expend corporate funds to support a nominee for Director after more people, have been nominated for Director than can be elected; or
- (h) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in section 5233(d)(3) of the California Corporations Code.

6.2 Advisory Committees. The Board of Directors may create (or disband) Advisory Committees composed of Active Members to advise the Officers and/or Directors on such matters as determined by the Board of Directors. Such Advisory Committees will operate in accordance with procedures adopted and amended, from time to time by the Board of Directors. The Advisory Committee shall keep the Board of Directors currently informed of its activities, and meet with the Board of Directors when requested. The Advisory Committee shall report its actions for approval at the next meeting of the Board of Directors. The President shall call upon the committee for advice and recommendation on matters of major importance.

6.3 Meetings. Each committee shall meet as often as is necessary to perform its duties and accomplish its purposes, and one third (1/3rd) of the members of the committee shall constitute a quorum for any meetings of that committee.

ARTICLE VII

AMENDMENT OF THE BYLAWS

These Bylaws may be amended by a vote of the Active Members. These Bylaws may also be amended by the Board of Directors, unless the amendment adversely affects the voting, dissolution, transfer or redemption rights of the Active Members or amends the provision specifying the number of Directors, in which event the approval of Active Members shall also be required.

ARTICLE VIII

DISSOLUTION OF THE CORPORATION

In the event that the Corporation shall be dissolved or wound up at any time, all of the remaining properties, monies, and assets of the Corporation after provision has been made for its known debts and liabilities as provided by law, shall be distributed pro rata to those Active Members who are Active Members at the time of the dissolution.

ARTICLE IX

INDEMNIFICATION

The Corporation shall have the power to indemnify any Director, officer, employee, or agent of the Corporation for liability incurred by such person in the exercise of his or her duties with respect to the Corporation to the full extent permitted by Section 7237 of the California Corporations Code or its successor statute.

ARTICLE X

GENERAL PROVISIONS

10.1 Fiscal Year. The Fiscal Year of the Corporation shall be as determined by the Board of Directors. Unless otherwise determined by the Board of Directors, the Fiscal Year of the Corporation shall commence June 1st and shall end May 31st of the following year.

10.2 Membership Year. The Membership Year of the Corporation shall be as determined by the Board of Directors. Unless otherwise determined by the Board of Directors, the Membership Year of the Corporation shall the same as the Fiscal Year.

10.3 Intellectual Property. The Board of Directors may adopt an Intellectual Property policy that sets forth the terms and conditions under which certain intellectual property related to the activities of this Corporation is licensed and owned. Adoption, amendment or repeal of this policy requires the vote of the Board of Directors.

10.4 Compensation of Directors/Committee Members. Directors and committee members may receive compensation or reimbursement for necessary travel and other expenses incurred in the conduct of the business of the Corporation in accordance with and only to the extent provided in such policies as may be established by the Board of Directors.

10.5 Records/Reports. The Secretary shall keep, or cause to be kept, at the principal office, all records required by Corporations Code Section 8320 or its successor statute. The Corporation shall prepare all reports required by law, including an annual report to Active Members to the extent required by Sections 8321 and 8325 of the California Corporations Code or any successor statute.

10.6 Antitrust Guidelines. The Corporation intends to comply with all Antitrust laws. As such each Member agrees, at all times, to comply with any Antitrust Guidelines adopted by the Board of Directors.

10.7 Confidentiality.

(a) “Confidential Information” includes (but is not necessarily limited to) the following: (i) Board of Directors deliberations (including the deliberations of a Committee or working group), (ii) meeting minutes of the Board of Directors, Committees, or a working group; and (iii) all other information that is designated as Confidential Information by the Board of Directors, or a Committee, and distributed to Members by an officer of the Corporation or a chairperson of a Committee. Confidential Information will not include any information that (i) was publicly known and made generally available in the public domain prior to the time of disclosure by the disclosing party; (ii) becomes publicly known and made generally available after disclosure by the disclosing party to the receiving parties through no action or inaction of the applicable receiving party; (iii) is already in the possession of the applicable receiving party at the time of disclosure by the disclosing party as shown by such receiving party's files and records immediately prior to the time of disclosure; (iv) is obtained by the receiving party from a third party without a breach of such third party's obligations of confidentiality (including without limitation a Member's own code, documentation and/or other information provided to the Corporation); (v) is independently developed by the receiving party without use of or reference to the disclosing party's Confidential Information, as shown by documents and other competent evidence in the receiving party's possession; or (vi) is required by law to be disclosed by the receiving party.

(b) Directors and Members shall not disclose any Confidential Information, except to those employees and consultants of the Director or Member who are required to have the information in connection with the activities of the Corporation, provided such employees and consultants have executed appropriate written agreements with the Director or Member sufficient for the Director or Member to enforce all provisions of these Bylaws. Directors and Members shall take reasonable measures to protect the secrecy of and avoid disclosure and unauthorized use of the Confidential Information.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of CALIFORNIA ASSOCIATION OF FLOWER GROWERS & SHIPPERS, a California nonprofit mutual benefit corporation; and

That the foregoing Bylaws constitute the Bylaws of said corporation, as duly adopted by resolution of the Board of Directors on December 4, 2013 and subsequently approved by vote of the Members of said corporation.

Secretary