

**BY-LAWS
OF THE
ADVISORY COMMITTEE
TO
THE ELLEN AND JIM ELLISON CHAIR IN
INTERNATIONAL FLORICULTURE**

**DEPARTMENT OF HORTICULTURAL SCIENCES
TEXAS A&M UNIVERSITY**

ARTICLE I NAME.

- Sec. 1.1. The official name of this committee shall be: The Advisory Committee to the Ellen and Jim Ellison Chair in International Floriculture

- Sec. 1.2. For purposes of this document, the Advisory Committee to the Ellen and Jim Ellison Chair in International Floriculture shall be called the Advisory Committee; the Head of the Department of Horticultural Sciences at Texas A&M University shall be called the Department Head; and the Holder of the Ellen and Jim Ellison Endowed Chair in International Floriculture shall be called the Chairholder.

ARTICLE II. OBJECTIVES

- Sec. 2.1. The primary objectives of the Advisory Committee are to:
 - Sec. 2.1.1. Foster strong linkages and provide enhanced communication between the Department of Horticultural Sciences, the Chairholder and floriculture industry leaders nationally and internationally.

 - Sec. 2.1.2. Advise the Department Head in identifying and establishing the operational structure and qualifications for the Chairholder.

 - Sec. 2.1.3. Advise the Department Head and the Chairholder in defining program priorities and direction.

 - Sec. 2.1.4. Review progress made by the Chairholder and to provide an assessment to the Department Head and the Chairholder of the work conducted by the Chairholder.

ARTICLE III. MEMBERSHIP

Sec. 3.1. The Advisory Committee shall consist of Permanent Members, Rotating Members and Ex-Officio members.

Sec 3.1.1 The Permanent Members shall be those individuals or organizations that made significant contributions and provided strong support to enable the creation of the Endowed Chair. These members are:

1. The Ellison Family
2. Klepac Greenhouses, Inc.
3. Weatherford Farms, Inc.
4. Landmark Nurseries, Inc.
5. Ellison's Greenhouses, Inc.
6. Ball Horticultural Company
7. Hines Horticulture, Inc.
8. Powell Plant Farms, Inc. (d.b.a. Color Spot Nurseries, Inc.)

Sec 3.1.2 Permanent membership to the Advisory Committee may be modified by revision of the by-laws. If the donor/company elects not to fill the permanent position for any reason then the Advisory Committee may choose to elect an individual as a Rotating Member for three years. The donor/company would not be able to have a permanent assigned seat until that three-year term has expired at which time they (donor/company) would get a one-time first right to accept or refuse the Permanent Member position

Sec.3.1.3 The Advisory Committee will select no more than eight Rotating Members. Rotating Members may serve a maximum of two successive three-year terms.

Sec. 3.1.4 Rotating Members shall be selected from those individuals whose business or professional careers have brought them recognition for sound judgment, decisive action and high integrity within the floriculture industry.

- Sec. 3.1.5 A Rotating Member shall be nominated by any Advisory Committee member and elected using the voting process. Rotating membership approval requires a two-thirds majority of the Advisory Committee members (including any outgoing Rotating Members). Election of Rotating Members will occur during the fall meeting of the Advisory Committee.
- Sec.3.1.6 Ex-Officio members may be selected to serve on the Advisory Committee on an “as needed/non-voting” basis. Ex-Officio membership approval requires a two-thirds majority of the Permanent Members.

ARTICLE IV. OFFICERS

- Sec. 4.1 The Advisory Committee will elect a Chair, Vice-Chair and a Secretary who will be referred to collectively as the Executive Committee. The Chair should be elected from among the Permanent Members of the Advisory Committee.
- Sec. 4.2 The immediate past Chair shall serve on the Executive Committee in an ex-officio capacity.
- Sec. 4.3. Officers shall serve a three-year term and will be eligible for re-election. Election of officers will occur during the fall meeting of the Advisory Committee. Approval requires a simple majority of the Advisory Committee members (including any outgoing Rotating Members).

To provide continuity, officer elections will be staggered as follows and will proceed in subsequent years according to the same rotation:

Fall 2008 – Election of new Chair
Fall 2009 – Election of new Vice-Chair
Fall 2010 – Election of new Secretary

A Nominating Committee will be appointed by the Executive Committee annually consisting of non-Officer Advisory Committee members to present a slate of candidate(s) for election. If a current Secretary is nominated to fill the Vice-Chair/Chair position or if the current Vice Chair is nominated for Chair, then the Chair will appoint a member from the Advisory Committee to fill their

remaining term. An election will be held for that office in the regular sequence thereafter.

- Sec. 4.4. The Advisory Committee Chair shall preside over the meetings of the Executive Committee and the Advisory Committee and shall provide leadership and guidance in the achievement of their goals.
- Sec. 4.5. The Vice-Chair shall preside over the Advisory Committee meetings in the absence of the Chair and shall take primary responsibility for providing leadership and guidance to any committees and task forces established by the Advisory Committee.
- Sec. 4.6. The Secretary shall be responsible for maintaining minutes of the Advisory Committee's meetings.

ARTICLE V. MEETINGS

- Sec. 5.1 Regular meetings of the Advisory Committee shall be held twice a year with at least one of these meetings held at Texas A&M University. The presence of a simple majority of the Permanent Members and 50 percent of the Rotating Members shall constitute a quorum and shall be necessary to conduct the business of the Advisory Committee.
- Sec. 5.2. Advisory Committee meetings will be called by the Advisory Committee Chair in consultation with the Department Head.
- Sec. 5.3. Special Advisory Committee meetings may be called by the Advisory Committee Chair in consultation with the Department Head and with sufficient notice to provide appropriate communication with all members of the Advisory Committee.
- Sec. 5.4. The Chairholder will be invited to attend and participate in all meetings of the Advisory Committee.
- Sec. 5.5. The agenda for each meeting will be established by the Executive Committee with input from the Chairholder and will be appropriately communicated to the Advisory Committee.

- Sec. 5.5.1. A request for agenda items will go to the Advisory Committee members at least one month prior to the Advisory Committee meeting.
- Sec. 5.5.2. The agenda will be established by the Advisory Committee Chair in consultation with the Department Head and will be circulated back to the Advisory Committee at least one week prior to the Advisory Committee meeting so that members may prepare for effective interaction.
- Sec. 5.5.3. Items may be added to the agenda at any time up to, or during, a meeting at the discretion of the Advisory Committee Chair or the Department Head.

ARTICLE VI. COMMITTEES

- Sec. 6.1. The Advisory Committee Chair shall appoint ad-hoc committees and task forces as needed. Typically, these committees and task forces will be appointed for the duration of the requirement to be met.

ARTICLE VII. FINANCE

- Sec. 7.1. Meeting room space, printed or photocopied information and food services for the Advisory Committee meetings will be provided by the Department of Horticultural Sciences.
- Sec. 7.2. Members of the Advisory Committee will be individually responsible for personal lodging and any travel expenses incurred in connection with Advisory Committee activities.
- Sec. 7.3. The Chairholder and the Department Head shall provide an annual financial summary of the Ellen and Jim Ellison Chair in International Floriculture.

ARTICLE VIII. BALLOTS

- Sec 8.1. Electronic or mail balloting shall be conducted from time to time to carry out the business of the Advisory Committee.
- Sec 8.2. A ballot shall contain the necessary information to fully inform Advisory Committee members of what the ballot purports to do.

Sec 8.3 A ballot will be sent to the appropriate voting membership at least 10 days prior to the specified voting deadline.

Sec 8.4 A ballot not postmarked or received by the voting deadline will not be counted.

ARTICLE IX. BY-LAWS REVISION

Sec. 9.1. Revision of the by-laws can be proposed by any Advisory Committee member. Proposed revisions must be distributed in writing via mail or email to all members of the Advisory Committee at least 30 days prior to action being taken, unless prior approval has been obtained by the majority of Permanent Members of the Advisory Committee. A two-thirds majority of Permanent Committee members is required for approval of proposed by-laws revisions. Proxy votes submitted to the Advisory Committee Chair via electronic or mail balloting prior to the specified voting deadline will be accepted.

ARTICLE X. DISCLAIMER OF LIABILITY

Sec. 10.1. The Advisory Committee, does by this article, for itself and on behalf of its individual members, disclaim all liability for any losses, claims, demands, or actions arising or resulting from the recommendations or advice made or given in good faith to Texas A&M University pursuant to the activities anticipated herein. It is intended that Texas A&M University exercise independent judgment and evaluate for itself the usefulness of the advice and recommendations so given.