



By-Laws of Snohomish Farmers Market Association

A Member of the Washington State Farmers Market Association

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Article 1: Mission & Purpose

Our mission is to produce a sustainable and vibrant farmers market in Snohomish Washington that will promote member businesses - who are small and local Washington farmers, food producers and artisans - and provide a forum for members to sell their products directly to consumers.

Article 2: Type of Organization

2.1 The Snohomish Farmers Market Association is a nonprofit corporation in the State of Washington and may be referred to in these by-laws The Corporation.

2.2 The Corporation is organized for the benefit of its members. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, or individual.

2.3 The corporation shall be nonsectarian and non partisan and shall not take place in political or religious activities.

Article 3: Members

3.1 *Members.* The Corporation's members shall be:

3.1.1 *Active Vendors.* Active Vendors have been accepted by the market manager to participate in the Snohomish Farmers Market. Acceptance shall be based on market forces as determined by the Market Manager. Upon Acceptance, Active Vendors pay annual dues. Active Vendors are eligible to vote.

3.1.2 *At Large Members.* Persons other than Active Vendors who want to further the interests of the Snohomish Farmers Market and have been approved by the board. At Large Members do not pay annual dues and are not eligible to vote.

Article 4: Membership Dues and Market Fees

4.1 Annual dues and market fees are determined by a vote of the Board of Directors.

4.2 Dues are payable at the time the application for membership is approved. Upon payment of dues and acceptance of the application, the applicant will be considered a member in good standing and will receive meeting notices.

4.3 The membership year shall run from April 1 through March 31 of the following year.

Article 5: Members' Meetings

5.1 *Timing & Purpose.* Meetings of the members shall take place twice a year, once in the spring prior to the opening the farmers market season, and once in the fall after the close of the market season. The Spring Meeting is typically within thirty days of the start of the market season and shall be for the purpose of introducing the Market plan and rules for that year. The Fall Meeting is typically held within thirty days of the close of the last market day and shall be for electing officers and for reviewing annual reports. Any person may attend Member Meetings.

4.2 *Location.* Meetings of the members may take place at any location determined by the Board of Directors, and the location of meeting shall be stated in the notice of the meeting.

4.3 *Order of Business.* At the annual meeting of members, the order of business shall be as follows:

- (a) Calling the meeting to order
- (c) Reading of minutes of last annual meeting
- (d) Reports of Officers
- (f) New / Unfinished Business

4.4 *Special Meetings.* Special meetings of the members for any purpose may be called at any time by the President or Board of Directors or by presentation to the board of a petition signed by 10 or more members in good standing. Only business described in the meeting notice, may be conducted at a special meeting.

4.5 *Notice.* Notice of the time and place of Member Meetings will be emailed or mailed to the last recorded address of each member and posted on the Snohomish Farmers Market Website. Notification shall be at least ten (10) days, and not more than fifty (50) days, prior to the meeting.

4.7 *Voting.* Members in good standing shall be entitled to vote in person at a Member Meeting. A family or partnership which has paid for one membership shall be considered a unit with one vote. Proxies will not be recognized at any Member Meeting. A simple majority vote of members in attendance will decide action at Member Meetings.

4.8 *Quorum.* Nine members entitled to vote represented in person at a member meeting shall constitute a quorum for the transaction of business.

Article 5: Board of Directors

5.1 *Number and Powers.* The management of all the affairs, property, and interests of the Corporation shall be vested in a Board of Directors consisting of between seven and nine members: President, Vice President, Secretary, Treasurer, and three to five at large members. At each Fall Member Meeting, Directors shall be elected by majority vote for a term of one (1) year to succeed the Directors whose terms expire at such meeting. The Board of Directors is responsible for setting goals and evaluating performance and for the operational and strategic planning of the Corporation. The board is responsible for identifying interested and qualified candidates to serve as future board members, in order to present a slate of candidates at the Fall Member Meeting. The Board may delegate this responsibility to an individual or committee. In addition to the responsibilities specifically listed here, the Board of Directors may exercise any and all other lawful powers as they see fit in the management of the corporation.

5.2 *Representation.* At least 50% of Board members must represent Market Vendors including at least one Farmer/Grower. Other members may represent other stakeholder groups, including but not limited to local businesses representatives, community leaders, and others who support the vision of the market.

5.2 *Vacancies.* The Board may fill the unexpired term of a board member with a majority affirmative vote of the remaining board members.

5.3 *Removal.* Any Board Member elected by vote or appointed by the board may be removed with a unanimous vote of the remaining board members whenever it's in the best interest of the corporation.

5.4 *Meetings.* Board Meetings shall be held monthly during Q1 and Q2 of each calendar year and once a quarter in Q3 and Q4 at a location determined by the board, and notice of such meetings will be emailed to the board and posted on the Snohomish Farmers Market Website at least seven days prior to the meeting. Any person may attend board meetings. Only board members are eligible to vote.

5.5 *Notice.* Notice of the time and place of Member Meetings will be emailed or mailed to the last recorded address of each member and posted on the Snohomish Farmers Market Website. Notification shall be at least ten (10) days, and not more than fifty (50) days, prior to the meeting.

5.6 *Voting.* A simple majority of the Board of Directors will decide actions at board meetings.

5.7 *Quorum.* A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

5.8 *Action by Directors without a Meeting.* Any action required or permitted to be taken at a meeting of the Directors, may be taken without a meeting, so long as all Director are included in the correspondence and reply.

5.7 *Term.* A board member may not serve in the same position for more than two consecutive one-year terms. The Term for treasurer may be extended upon the approval of the membership at the Fall Member Meeting.

Article 6: Board of Directors Duties

6.1 *Designations.* The officers of the Board of Directors of the Corporation shall be a President, Vice President, a Secretary and a Treasurer. In addition to the roles specifically noted here, they may do other duties assigned to them and as appropriate to their role. They may delegate their responsibilities to each other.

6.2 *President.* The President shall preside at all meetings of the Board of Directors, and shall have general supervision of the affairs of the Corporation.

6.3 *Vice President.* During the absence or disability of the President, the Vice President, shall exercise all the functions of the President. The Vice President is responsible for making sure the business of the Corporation is conducted in an orderly fashion and for assuring that decisions are made effectively and efficiently based on the will of the Majority, while giving all members the right to voice an opinion.

6.4 *Secretary.* The Secretary is responsible for notifying the Board members of upcoming meetings. The Secretary shall keep minutes of all meetings, and record the actions of the board. The Secretary shall be responsible for filing paperwork with the State of Washington, and other paperwork as may be required to conduct the business of the corporation.

6.5 *Treasurer.* The Treasurer shall have the custody of all monies and securities of the Corporation and shall keep regular books of account. The Treasurer shall present reports to the Board of Directors providing an account of all transactions undertaken as Treasurer and of the financial condition of the Corporation. The Treasurer is responsible for developing a budget, with input and approval from the Board. The budget shall be approved no later than 60 days prior to the start of each market season.

6.6 *Delegation.* If any officer of the Corporation is absent or unable to act, the Board of Directors may, from time to time, delegate the powers or duties of such officer to any other officer or any other person it may select.

6.7 *At Large Members.* At Large Members are responsible for attending board meetings and participating in the strategic planning and governance of the Corporation and for other duties that may be assigned or delegated to them.

Article 7: Farmers Market Manager

The Board may select a Farmers Market Manager, who shall be responsible for the administration and conduct of the business and affairs of the Corporation pursuant to guidelines established by the Board. The Farmers Market Manager is authorized to enforce the rules of the Farmers Market, including but not limited to expelling vendors from the market who fail to abide by the rules of the market as provided with the market application. The Farmers Market Manager shall be a contract position running January through December. The Farmers Market Manager will be compensated for his or her services in such amount and manner as the Board of Directors shall determine and shall serve at the will of the Board.

Article 8: Finances

8.1 The Corporation shall only use its funds for the purpose of furthering its mission.

8.2 The Corporation shall have a fiscal year beginning January 1 and ending December 31 of each calendar year.

8.3 No obligation of expense shall be incurred without the approval of the Board of Directors

8.4 Upon Approval of an Annual Budget, the Treasurer, Market Manager or other person authorized by the Board of Directors shall have authority to make purchases and pay expenses provided for in the budget without additional approval of the Board of Directors

8.5 Non Budget disbursement over \$50 shall be approved by the board.

8.6 The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks determined by the Board of Directors

8.7 The Board of Directors will engage a bookkeeper to provide regular monthly accounting and reconciliations of the corporation monies and financial transactions and will prepare quarterly reports for the Treasurer to report to the board.

8.8 The Board may cause an audit to be conducted of the Corporation's books and accounts. Such Audits are to be conducted by a certified public accountant.

Article 9: Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its Directors, giving the names and addresses of all Directors.

Article 10: Indemnification

The Corporation shall indemnify its Officers, Directors, employees, and agents to the greatest extent permit by law.

Article 11: Conflicts of Interest

A "Conflict of Interest" is defined as an interest in a transaction or action by the board whereby a director stands to gain significant beneficial financial interest or is so closely linked to the transaction that a reasonable person would expect the interest to influence the Director's judgment if the Director were called upon to vote on the transaction. Directors are required to disclose to the board any potential conflict of interest and absent from voting on the specific transaction or action.

Article 12: Distributions upon Dissolution

Upon dissolution of this Corporation, all of its assets remaining after payment to creditors shall be distributed to one or more organizations selected by the Board of Directors as sharing a similar mission and which are qualified as exempt from taxation by the State of Washington. In no event shall any of the Corporation's assets be distributed to the officers, directors, or members of the Corporation.

Article 13: Amendments

These By-Laws may be altered or amended by a majority vote of the membership present at a member meeting where proper notice has been provided and the intention to amend the bylaws is clearly stated.