

Woodford County Farmers' Market By-Laws

(Adopted March 23, 2009)

(Revised February 6, 2010, revised March 1, 2014)

BYLAWS OF: **Woodford County Farmers' Market**

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be **Woodford County Farmers' Market**

Section 2: The Woodford County Farmers' Market is organized exclusively as a marketplace for local, dedicated farmers and producers providing safe, fresh, and high-quality products in a community centered and friendly atmosphere as an alternative market. It strives to provide healthy choices and to educate our consumers regarding local food and its preparation. Its purpose is to build cooperation amongst farmers and producers while contributing to a sense of community.

ARTICLE II – MEMBERSHIP OF THE BOARD OF DIRECTORS

Section 1: Membership shall consist of seven members who meet the residency requirements for WCFM membership.

ARTICLE III - MEETINGS

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Chair or two Directors (See also Article IV, Section 10)

Section 3: Notice. Notice of each meeting shall be given to each voting member of the board, by mail or electronic mail, not less than two weeks before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role

1. Duties and Authority. The Board is responsible for:
 - a. Handling the business affairs of the market
 - b. Upon approval by membership at the annual meeting:
 - i. Determines the budget following the membership meeting.
 - ii. Sets vendor fees for each year
 - c. Exercising the powers of the market subject to any restrictions imposed by law, the Articles of Incorporation or these Bylaws.

- d. Approving expenditures of market funds
 - e. Approving new vendor membership applications.
 - f. Hiring employees when necessary
 - g. Financial affairs including:
 - i. Reviewing financial records
 - ii. Approving an audit
2. Composition, Election and Terms
- a. The Board of Directors consists of seven members who meet the residency requirements for WCFM membership.
 - b. At least four of the Directors must be members of the WCFM. Two members may be from another county. At least one of the Directors is a community representative who is not a member of the market.
 - c. Directors are elected by a majority ballot vote of the members in good standing of the market at the annual meeting of the members upon nomination and second.
 - d. Each board member, when elected, will agree to and sign the Board Member Commitment Pledge.
 - e. The Cooperative Extension agent serves as an educational resource for the Board
3. Compensation:
- a. Directors serve without compensation. Any compensation for expenses must be approved by a majority of the Board.

Section 2: Meetings.

- 1. The Board shall meet at least 3 times during the calendar year at an agreed upon time and place.

Section 3: Board Elections

- 1. The Board proposes a slate to be elected at the February general membership meeting
- 2. Nominations for Board seats will also be taken from the floor at the general membership meeting.

Section 4: Terms

- 1. Terms are for three years.
- 2. Directors may serve a maximum of three consecutive terms.

Section 5: Quorum.

- 1. A quorum is comprised of at least one-half of the number of Directors.
- 2. If a quorum is present, action is taken by a majority vote of the Directors present.

Section 6: Notice.

1. An official Board meeting requires that each Board member have written or electronic notice two weeks in advance.

Section 7: Officers and Duties

1. The Board of Directors elects officers including president, who serves as Board Chair, Vice-President (Vice-Chair), secretary, and treasurer
 - a. The Chair presides over all meetings of the Board of Directors, serves as judge of elections, and performs all duties usually required of an executive and presiding officer.
 - b. The Vice-Chair performs the duties of the Chair in his/her absence
 - c. The Secretary:
 - i. Records minutes of all proceedings and actions of the Board of Directors
 - ii. Distributes minutes (not yet approved) to all members by e-mail, direct mailing, or through the Markets' web site.
 - d. The Treasurer
 - i. Keeps full and accurate amounts of the financial records of the market
 - ii. Deposits all monies of the market in such depositories as designated by the Board of Directors
 - iii. Disburses funds when approved
 - iv. Uses a second-Board of Director signature for any amount over \$300
 - v. Prepares an up-to-date financial report for all Board meetings including the annual membership meeting.
 - vi. Maintains current and accurate membership lists.

Section 8: Vacancies.

1. Whenever a vacancy occurs on the Board of Directors, other than from the expiration of a term of office, the remaining Directors appoint a replacement to serve the rest of the term.

Section 9: Resignation, Termination and Absences.

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has two absences of which the Board has not been notified or three board notified absences in a year

Section 10: Special Meetings. (See also III, Section 2)

1. Special Board Meetings.

- a. Special meetings may be called by the Chair or two Directors
- b. Notice. Notice of each meeting shall be given to each voting member, by mail or electronic mail, not less than two weeks before the meeting.

ARTICLE V - COMMITTEES

Section 1: Special Committees

1. The Board appoints such committees as may be necessary to further the business of the market, including an executive committee for such exigencies as may require immediate action.
2. Each board member must serve on at least one committee. Board members are not required to chair committees.

ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended subject to membership approval by at the annual membership meeting.

These Bylaws were approved by a simple majority of those members present on March 23, 2009.

ARTICLE VII-EMERITUS MEMBERSHIP *

Section 1: This is an honor to be bestowed upon a long term member who has shown outstanding commitment to the principles and practices of the market.

Section 2: Up to one membership may be presented annually.

Section 3: The membership will nominate and vote on the recipient at the annual meeting.

Section 4: The recipient will receive an appropriate token of the award and a lifetime waiver of all membership and daily market fees for the Woodford County Farmers' Market.

Policies and Procedures of the Board of Directors

1. Board Meetings
 - a. Regular Board Meetings:
 - i. If there is no business to be conducted, the Chair may cancel any Board meeting with prior notice to the Board members.
 - b. Meeting:
 - i. An agenda of proposed business to be addressed at an upcoming Board meeting will be distributed to Board members prior to each meeting.
 - ii. The agenda will be followed at the upcoming meeting.
 - iii. Any topics to be addressed, not on the agenda, may be introduced during the New Business portion of the meeting.
 - iv. Topics on the agenda require a simple majority for acceptance or rejection.
 - c. Any action may be taken without a meeting if approval is obtained and documented by a majority of the Directors.
 - d. Farmers' Market meetings, including Board, General Membership and committee meetings are governed by Robert's Rules of Order.
2. Director Removal
 - a. Any member of the Board of Directors may be removed by a 2/3 vote of the Board of Directors voting at a special or regular meeting of the Board of Directors.
 - b. Any director may initiate a vote to remove
 - c. Such vote may be taken only after the Board of Directors has had at least 30 days, and not more than 60 days, written notice of the director's intention to initiate a vote to remove.
 - d. The duty of notification rests with the Board Chair or Directors seeking the vote to remove.
3. General Liability
 - a. The Woodford County Farmers' Market will maintain general liability insurance for the market.
 - b. Individual vendors are encouraged to obtain their own liability insurance for protection against any claims, injuries, and damages resulting from the sale of their product at the market and their participation in the market.