

BY-LAWS OF THE
GREATER LEWIS COUNTY
FARMERS MARKET ASSOCIATION

ARTICLE 1: NAME AND LOCATION

The name of this organization shall be "The Greater Lewis County Farmer's Market Association." The location and chief place of business shall be in Lewis County, Washington. The mailing address shall be 351 NW North Street, MS: AES01, Chehalis WA 98532-1900.

ARTICLE 2: PURPOSE

Mission Statement: To provide a forum for local growers to make available their product to this community and to support local agriculture.

ARTICLE 3: MEMBERSHIP

Section 1: Vendor members- shall be farmers and crafters who meet regularly to sell to the public their products and juried wares, and who are actively seeking to include more vendors, who shall pay annual dues as established by the association, and observe the standards of the association. Each vendor member shall have one vote.

Section 2: Contractors- shall be non-voting members accepted as a vendor with a contractual relationship with the Farmers Market who shall pay annual dues as established by the association, and observe the standards of the association.

Section 3: Associate Members – An associate member is a person or organization other than a farmer or crafter who pays annual dues as established by the association and supports the goals of the Washington State Farmers Market Association. The associate member shall not be a voting member.

Section 4: Annual Meeting – The Annual Meeting of the membership shall be held during the first three months of each year. A quorum to transact business at such meeting shall be defined as fifty percent (50%) of the membership.

Section 5: Notice of Meetings – Written, electronic (Email) or printed notice of every meeting of members shall be mailed to each member not less than five (5) days before such meeting. Such notice shall state the object(s) thereof, and the time and place of the meeting. No business shall be transacted at meetings other than that referred to in the meeting notice.

Section 6: Geographic boundaries-are defined as within Lewis County with exceptions granted by board approval.

ARTICLE 4: BOARD OF DIRECTORS

Section 1: Powers - The Board shall be responsible for establishing policies and maintaining policies and procedures relative to program development and overseeing the management of the business affairs of the association.

Section 2: Number and Term – The Board of Directors shall consist of five members: President, Vice-president, secretary, treasurer and member at large. All Board members must be vendor members in good standing of the Association, as defined in Article 3. Each director shall serve a term of two (2) years. The terms will be staggered with the election of the President, Secretary and Member-at-large on the even numbered year and the election of the Vice-President and Treasurer on the odd numbered year. Each director shall serve until his or her successor has been elected and qualified. WSU Extension shall provide a liaison, non-voting member.

Section 3: Election of Directors – All Directors shall be elected by a majority vote of the membership present at the Annual Meeting. Directors may themselves nominate prospective new board members. Members by mail prior or at the meeting may submit nominations.

Section 4: Removal of Directors – Directors may be removed from office for cause and replaced until the next election by the Board of Directors. Three (3) unexcused absences by a member of the Board of Directors from duly called meetings of the Board of Directors in a 12-month period shall be cause for removal.

Section 5: Board Meetings –The Board of Directors shall meet no less than four times annually scheduled at the discretion of the Board, or as deemed necessary. The President of the Board of Directors may call additional meetings.

Section 6: Quorum – Quorum shall consist of a simple majority of elected or appointed and acting Board members.

Section 7: Action of Directors without a Meeting – Any action required or permitted to be taken by the Board may be taken without a meeting if a written consent setting forth the action to be taken shall be inserted in the minutes.

Section 8: Vacancies – In the event a seat on the Board becomes vacant, the Board shall have the authority to temporarily fill that vacancy until the next Annual Meeting. At the next Annual Meeting, the temporarily filled vacant seat shall be filled by a vote of the Membership for the duration of its term.

ARTICLE 5: EXECUTIVE AND OTHER COMMITTEES

Section 1: Other Committees – The Board may from time to time appoint such standing and ad-hoc committees, as it deems advisable. The Board shall determine power and responsibilities of such committees.

Section 2: Minutes – Committees shall keep minutes of their meetings, report at regular Board meetings, and file their committee minutes as attachments to the minutes of the next regular Board meeting's minutes.

ARTICLE 6: DUTY OF OFFICERS

Section 1: President shall be the principal executive officer of the association subject to the Board's control, and shall supervise and control the business and affairs of the association.

Section 2: Vice-president shall assist the President in duties related to such office. The Vice-President in the absence of the President shall have all the duties and authority normally vested in the President of the association.

Section 3: Secretary shall keep a record of all meetings of the Board of Directors and general membership meetings, correspondence, keep files of legal documents, assist in setting of the agendas and making available minutes from all meetings to the members in a timely manner.

Section 4: Treasurer shall supervise the financial affairs of the association, which may include assisting in the setting of an annual budget and providing regular and annual financial reports.

ARTICLE 7: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director or Officer now or hereafter, serving the association and each person who at the request of or on behalf of the association is now serving or hereafter, serving as a Director or Officer of the association, and his or her representative heirs, executors and personal representative, shall be indemnified by the association against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding, in which he or she is made a party by reason of being or having been such a director or officer, except in relation to matters to which he or she shall be adjudged in such suit, action or proceeding to be liable for negligence or misconduct in the performance of duty, such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any law, or agreement.

ARTICLE 8: AMENDMENT OF BYLAWS

These Bylaws may be altered or amended by a simple majority vote of the membership present at the annual meeting whereof the proposed change has been given as an item of agenda for said meeting. Notice of specific language of proposed amendments to Bylaws must be mailed to the membership at least 14 days prior to the annual meeting.

ARTICLE 9: FINANCES

Section 1: The fiscal year shall be from January 1 to December 31, inclusive. At the beginning of such year, the Board shall prepare a budget of expected income and expenditures necessary to carry out the program and activities of the Organization. This shall be presented at the annual meeting for approval by a majority of the membership present.

Section 2: Expenses for an accounting year shall not exceed funds available to pay them that year.

Section 3: Funds may be solicited and raised for purposes approved by the Board, which are not deemed in conflict with the stated purposes defined in Article 2.

Section 4: Contributions may be received for either regular or special needs or both and may be received and disbursed immediately over a period of time, or may be used for creation of or additions to capital funds from which only the interest may be disbursed. Any such capital fund or funds may be continued for a designated or limited period, or in perpetuity. Contributions received without designated purposes are to be used as the Board shall prescribe and not in conflict with these By-Laws.

Section 5: All contributions are to be deposited with the Treasurer, and shall be recorded as contributions to and disbursements from the association.

Section 6: All expenditures in excess of \$25.00 not previously approved or included in the adopted budget must be authorized by the board before disbursement.

Section 7: The Treasurer shall make available for members a financial report at each official meeting.

Section 8: An audit report of the finances of the Organization shall be made annually.

ARTICLE 10: PARLIMENTARY AUTHORITY

Rules contained in the current edition of Robert Rules of Order shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and other rules of order the Organization may adopt.

ARTICLE 11: DISSOLUTION

Upon dissolution of the Organization, the assets of the Organization shall be distributed to one or more domestic associations, societies or organizations engaged in activities substantially similar to those of the dissolving association which would qualify under the provisions of Section 501 © 3 of the Internal Revenue Code.

Approved by majority vote of board members on February 16, 2005