

Umpqua Valley Farmers' Market By-Laws

The following By-Laws shall govern the Umpqua Valley Farmers' Market Corporation formed in Douglas County Oregon as evidenced in the Articles of Incorporation filed April 26, 1999 with the Oregon Secretary of State.

I. Purpose

a. Name:

The name of this Corporation is Umpqua Valley Farmers' Market, hereafter referred to as the "Market."

b. Mission:

The Umpqua Valley Farmers' Market enhances the community by promoting small local farmers and producers, strengthening the local economy, and facilitating healthier nutrition, while bringing people together in a festive atmosphere.

II. Members

a. Membership:

- i. Annual Membership is from April 1st through March 31st.
- ii. Members are defined as those individuals or companies that have joined the Market, paid their annual membership fee, and are considered as Members in good standing with regard to the rules and regulations of the Market.
- iii. Vendors are defined as Members in good standing that also sell at the Market.
- iv. Members represent the Market to the public and individual conduct during the market activities must reflect the organization in a favorable and professional manner.
- v. To help keep expenses and Market fees within reasonable limits, Members may be asked periodically and are expected to give time to assist with promotional activities.
- vi. Members must be knowledgeable of rules, guidelines, and procedures and maintain compliance.
- vii. The Board of Directors by two-thirds vote of the entire board may, for cause, suspend for a fixed period of time or terminate a membership. One written warning will be issued before such action is taken. Cause shall include but is not limited to failure to follow the current member handbook guidelines or other health and safety issues.
- viii. Upon written request, signed by the former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the entire Board, reinstate such former member to membership upon such terms as the Board may deem appropriate.

b. Voting Qualifications: All members who are qualified may vote.

Members are qualified to vote by:

- i. Having a current membership application
- ii. Having a signed vendor agreement from the member handbook,
- iii. Having their membership paid in full,
- iv. Have any applicable insurance required to vend,
- v. Members are entitled to cast one vote per Membership.
- vi. Proxy votes are valid if signed, dated, and submitted in a sealed envelope.

III. Meetings

a. Board of Director Meetings

- i. The Board of Directors will meet regularly to discuss, plan and vote on Market operations and procedures and provide an agenda for each meeting.
- ii. The Board of Directors shall establish a schedule for Regular Business meetings. The Board shall have the authority to select the time and place of such meetings.
- iii. All meetings shall be open to the Membership and public.

- iv. To ensure smooth Market operations, the Board may schedule additional Focus meetings to resolve issues in a timely fashion or to vote on pressing matters.
- v. The Board of Directors may call a closed meeting, without notice to the general membership, for the purposes of discussing personnel, and disciplinary matters.

b. Annual Meetings:

The Annual meeting the Market shall be held during the month of March at a time and place designated by the Board of Directors. This date may be changed by a majority vote of the Board.

c. Special Meetings of the Membership:

Major issues as determined by the Board of Directors shall be brought to the Membership for discussion by calling a Special Membership meeting. The Board shall determine the time and place of such meetings. Special Membership meetings may be called by the President, the Board of Directors, or by not less than one-fifth of the voting Membership.

d. Notice of Meetings:

All Members must be notified of the time, place and purpose for the meeting at least 10 days prior to an Annual or Special Meeting by post or e-mail. Changes or postponements to monthly meeting of the Board of Directors will be posted on the Market website.

e. Quorum:

At Membership meetings, those members present constitute a quorum. A majority of the Board of Directors constitute a quorum Board of Director meetings.

IV. Board of Directors

a. Number of Directors:

- i. The Board of Directors shall consist of seven members. Each Director shall be elected by the membership for a two-year term. Three Board members shall be elected in odd numbered years and four members elected in even numbered years.
- ii. Composition of the elected members of the Board of Directors shall be no fewer than three (3) but no more than four (4) market vendors in good standing.

b. Nomination and Election:

- i. A nomination committee consisting of two to three Directors will develop and present a slate of nominees for consideration at the Annual meeting.
- ii. Directors shall be elected by a majority of the Members present at the Annual meeting. Nominations (with the consent of the nominee) may be made from the floor at that meeting.
- iii. Immediately following the Annual Meeting, the current President shall preside over the election of the Officers of the Board. Immediately following the election of new President of the Board, the elected President shall assume office and preside over the remainder of the meeting. The remaining Officer positions are then elected.
- iv. The officer positions are President, Vice President, Treasurer and Secretary.
- v. Nominations for Officer positions can be made by a nomination committee or can be self-nominations. Any candidate may make a statement about their candidacy to the Board. This presentation shall take no longer than five minutes.
- vi. Board Members shall begin their term of office immediately following the election, and will serve for two years.
- vii. Every effort should be made to fill each Officers position on the Board of Directors with a person well suited to the tasks required for the obligations of that position. Members should not serve more than two consecutive terms in the same position unless no suitable candidate for the position is available. If no one is elected or there is a problem finding a nominee, the current Officer(s) remains in office until someone else is elected.
- viii. Any Board Member may be removed by a two-thirds majority of the remainder of the Board. The removed Board Member will receive a 2 week notice of intent by the Board to replace them with a

Member appointed by the Board of Directors to serve through the remainder of the year. A majority vote of the Board is required to appoint a Member to finish the remainder of the year in the open Board position.

c. Vacancy:

Any Board seat that is vacated during the term of the Director shall be filled at the next Board meeting by vote of the Board and that seat shall come up for election at the next annual meeting.

d. General Duties of the Board:

- i. Directors shall have general supervision and control of the affairs of the Market.
- ii. Directors shall develop rules and regulations including, but not limited to the "Market Handbook/Guidelines", for all Market activities, subject to vote, approval and acceptance by the Board of Directors. Such rules and regulations shall be consistent with the laws of the State of Oregon and these By-Laws for the management of the business of the Market and for guidance of all Market participants. This shall include the setting of dues and fees for any service provided by the Market for its Members.
- iii. Directors may require bonds or insurance as needed for its Officers or Market activities.
- iv. All checks, drafts, or money orders for payment of money, shall be authorized by the Treasurer or his/her designee, with Board of Director approval. Promissory notes or other indebtedness issued in the name of the Market will be approved by the Board of Directors prior to issuance.
- v. Directors may accept on behalf of the Market any gift, contribution, bequest, or device for the general purpose or for any special purpose of the Market. This gift becomes property of the Market.
- vi. Directors shall ensure all reports, taxes and other Market business are filed, recorded, or completed in a timely fashion so as not to incur penalties or fines.
- vii. Directors may research educational materials and programs which will educate and aid Market participants in growing and marketing techniques.
- viii. Directors shall have the power to employ or to authorize the employment of such employees or to contract for such services as may be deemed necessary, and to fix their compensation at a fair market or reasonable amount for the services rendered. To avoid any conflicts of interest, the Board may not hire any member of the Board of Directors or general membership to serve as Manager. However, under extenuating circumstances, the Board of Directors may select a Member to serve as Manage for a period not to exceed sixty (60) days. This person may receive compensation.

e. President:

- i. The position of President can only be filled by a Director that is currently serving on the Board and has already completed a minimum of 12 consecutive months on the Board.
- ii. Shall preside at all meetings of the Market.
- iii. Shall call all meetings of the Board of Directors and preside at same.
- iv. Shall approve and establish committee members and a chairman for all committees.
- v. Shall exercise general supervision over all affairs of the Market.
- vi. Shall sign all legal documents required for the Market activities.
- vii. Shall research ideas for funding and work with the full Board to develop these ideas.
- viii. Shall perform such other duties as may be prescribed by the Board.

f. Vice President:

- i. In the absence or disability of the President, shall perform the duties of the President.
- ii. Shall perform such other duties as may be prescribed by the Board of Directors.

g. Secretary:

- i. Shall record all business transacted at each general meeting of the Membership and at all Board meetings. May appoint a designate to record minutes of each meeting. Will be responsible for reviewing & editing final draft of minutes to be presented to the Board.

- ii. Shall take attendance at each Board Meeting.
- iii. Shall have custody of all current records including Membership rosters, legal papers of the Market, correspondence, and such other pertinent documents.
- iv. Shall prepare and mail or e-mail all notices required by law in the matter of special meetings and business matters, as directed by the President.
- v. Shall perform such other duties as may be prescribed by the Board of Directors.

h. Treasurer:

- i. Shall record all dues, fees and other income received.
- ii. Shall direct a designee to pay all bills in a timely fashion, keeping an accurate record of all receipts and disbursements.
- iii. Shall have custody of all monies, to be maintained in a depository approved by the Board. All checks, drafts, or orders for the payment of money, for the indebtedness of the Market to be approved by the Treasurer and the President.
- iv. Shall submit a proposed budget to the Board of Directors in March to be reviewed by the Board before introducing it to the Members for discussion and approval at the Annual meeting.
- v. Shall prepare financial reports for the Business meetings and the Board of Directors as needed.
- vi. Shall perform such other duties as may be prescribed by the Board of Directors.

i. Member-At-Large:

- i. Shall attend Board meeting as a representative of the General Membership.
- ii. Shall perform such other duties as prescribed by the Board of Directors.

V. Market Manager

- a. Shall attend Board meetings.
- b. Shall act as liaison between the Board and the Market Vendors.
- c. Shall perform such other duties as may be prescribed by the Board of Directors.
- d. Shall maintain a register of duties performed, and any other instructional information pertinent to the position, to be passed to the incoming Market Manager.
- e. May not be an active vendor.

VI. Disposition of Assets upon Dissolution - In the event of the dissolution of this Market or in the event it shall cease to carry out the objectives and purposes herein set forth, all the business, property, and assets of the Market shall be distributed to a non-profit charitable corporation as may be selected by the Board of Directors. This distribution shall be made only after all debts of the Market shall have been satisfied. In no event shall any of the assets or property of the Market be distributed to members either for the reimbursement of any sums subscribed, donated or contributed by such members for any other such purpose.

VII. Non-Discrimination Policy

The Market will not discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

VIII. Amending the By-Laws

- a. These By-Laws may be amended or repealed by a two-thirds vote of the responding General Membership by proxy or in person at a Membership or Board of Directors meeting.
- b. The membership will be given notice of any proposed By-Law amendments, with the notice of the Annual meeting.