

Bylaws Of The Wenatchee Valley Farmers Market Association

Article I. Association Office

The principal mailing address for the office of the Association is P.O. Box 2824, Wenatchee, Washington 98807. The physical location of the Association's office will be at such location as the Association's Board of Directors (the Board) may decide upon.

Article II. Association Members

- 2.1 Quorum: 20% of Members shall constitute a quorum at a Member's meeting.
- 2.2 Member Voting: Each Member shall be entitled to one vote upon each matter submitted at a meeting of Members.
- 2.3 Conflict of Interest: The membership has the ability to deny membership to any vendor with a conflict of interest with the goals and interests of the **Association**. This would include any vendor with an employee or agent vending in the market that has or is working in conflict with the best interest of the **Association**.

Article III. Board of Directors

- 3.1 General Powers: The Board shall manage the business and affairs of the **Association**.
- 3.2 Number of Directors: The board is composed of nine (9) Directors. Each Director shall hold the office until his/her successor shall have been elected and qualified or he/she resigns or is removed. Five (5) Directors will be elected from the vendor membership. There are four (4) Community Directors position with all the rights and privileges of the member Directors. Community Member Director Positions will be appointed by the Board of Directors. The Community Director positions may be left vacant if no volunteers are elected or appointed. Directors must be Members in GOOD STANDING of the Association.
- 3.3 Tenure of Directors: Directors shall serve a term of two (2) years, with terms staggered in such a manner that will permit half of the Board positions to come up for re-election each year. Terms shall run from date of election at the October Annual Meeting until the date of the annual meeting in the year the term expires. A Director may serve no more than two (2) terms consecutively.
- 3.4 Qualifications of Directors: With an objective to preserving Association representation proportionate to the respective vendor types at least three (3) Directors shall be selected from the grower constituency, one (1) from the processors constituency, one (1) from the crafters constituency. The four (4) community director position must not be filled by vendors.
- 3.5 Conflict of Interest: Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.
- 3.6 Regular Meetings: A regular Board meeting shall be held on the third (3rd) Monday of each month at such location as it shall determine without notice. The Board may change the time and location of the regular meeting provided a meeting is held each calendar month, and provided any change is posted at the regular meeting location and at the Market venues. By resolution, the Board may provide the time and place for holding additional regular meetings without notice other than such resolution.
- 3.7 Special Meetings: Special Board meetings may be called by or at the request of a Director.
- 3.8 Action by Directors Without a Meeting: Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by a majority of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. Emergency actions may include a board decision required at and during a market day. The Manager may request a Board decision from a minimum of three (3) Directors in attendance at such market. This decision shall be included in the agenda of the next regularly scheduled board meeting for full review. Such Review authorizes the Board to reconsider the action taken.
- 3.9 Notice: Notice of each special Board meeting shall be delivered personally, by phone or Email to each director at his/her designated address at least two (2) days before the meeting. If such notice is mailed, it must be deposited in the United States mail so that it will be received at least two days before the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a

Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of such meeting.

- 3.10 Quorum: The presence of one-half (1/2), or more, of the Directors shall constitute a quorum for the transaction of business at any Board meeting, but, if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- 3.11 Vacancies: Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. The Board shall allow a vacancy to exist for at least ten (10) days before it may be filled. At the annual meeting, the Members may elect Alternate Directors. The names of all Alternate Directors shall be presented to the board as nominees to fill any vacancy. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.
- 3.12 Removal: At a meeting of Members called expressly for the purpose, one or more Directors of the Board (including the entire Board), may be removed, with or without cause, by a vote of a majority of a quorum present at that meeting. The removal process shall be a request for a special meeting of Members with the appropriate notice stating the issue and requested action.
- 3.13 Presumption of Assent: A director of the **Association** present at a Board meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting or unless he/she files his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof unless he/she forwards such dissent by registered mail to the Secretary of the **Association** immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

Article IV. Officers

- 4.0 Good Standing: The officers of the Association shall be a member in Good Standing with Current Paid Membership. Good standing shall include but not be limited to – Current paid membership and fees.
- 4.1 Number: The officers of the **Association** shall be composed of a President, one or more Vice Presidents if the Board should deem such a position or positions desirable, a Secretary and a Treasurer, each of who shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. The President may hold only one office. Otherwise any two (2) or more offices may be held by the same person.
- 4.2 Election and Term of Office: The officers of the **Association** shall serve a term of two (2) years. Officers shall be elected by the board at the first regular meeting following the annual meeting. Each officer shall hold office until the next annual meeting and until his/her successor shall have been elected and qualified unless he/she resigns or is removed.
- 4.3 Removal of Board of Directors/Officers: Any Director, officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Removal from office, with or without cause shall require a 2/3 majority of the board. Causes for removal of a Director may include, among other reasons, ongoing continuous absenteeism from board meetings, conduct that undermines the efforts of the organization or clear conflicts of interest while acting as a Board Member of the Wenatchee Valley Farmers Market. Consideration of removal from the Board may be raised to the Executive Committee by any Director in good standing. After due consideration, the Executive Committee must secure a 2/3 vote of the entire Board to remove the member in question. The Executive Committee is responsible for communicating the result of such Board action in writing to that member's last known address within 15 days of the action.
- 4.4 President: The President shall be the principal executive officer of the **Association** and subject to the Board's control:
1. shall preside over all Members meetings and all Board meetings;
 2. with the Secretary or other officer of the **Association** authorized by the Board, may sign bonds, contracts, or other instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by these Bylaws to some other officer or agent of the **Association** or is a required Bylaw to be otherwise signed or executed by some other officer or in some manner;
 3. shall only vote at Board meetings if a vote of Directors, on any issue or transaction has resulted in a tie; and
 4. shall prepare the agenda for each upcoming board meeting in the manner set forth in these by-laws;
 5. in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board or these Bylaws as needed.

- 4.5 Vice President: In the absence of the President or in the event of his death, inability or refusal to act, the Vice President (or in the event

of more than one Vice President, the Vice President who was first elected to such office) shall perform the duties of the President. When so acting he/she shall have all the powers of and be subject to all the restrictions upon the President. Vice presidents shall perform such other duties as needed may be assigned to them by the President or by the Board.

4.6 Secretary: The Secretary shall:

1. keep the minutes of the **Association** Board meetings in one or more books provided for that purpose.
2. see that all notices are duly given in accordance with the provisions of these Bylaws or as required Bylaw.
3. be custodian of the corporate records.
- 4 keep a register of the post office address of each Member as furnished to the Secretary by each Member and
5. in general, perform the functions and duties of the office of Secretary as the Board or By-Laws may require.
6. be the messenger and to notify the President of any request to be on the next Board meeting agenda.

4.7 Treasurer: If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. He/she shall:

1. have charge and custody of and be responsible for all funds and securities of the **Association**;
2. receive and give receipts for monies due and payable to the **Association** from any source whatsoever – including stall fees generated on market days and collected and accounted for in the manner established as standard operating procedure;
3. deposit all such monies in the name of the **Association** in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws and deemed to be the most-advantageous and efficient use of money in generating a return on deposit;
4. Prepare and present a detailed financial report at each regular Board meeting;
5. prepare in a timely manner all tax returns required by law;
6. work in collaboration with any tax or accounting professional retained for the purpose of certifying that the **Association** is in compliance with all tax and financial reporting requirements; and
7. in general, perform all of the duties incident to the office of Treasurer and other duties as may be assigned to him/her by the President or by the Board. She/he will present complete market financial records and documents in a timely manner to his/her successor.

Article V. Contracts, Loans, Checks and Deposits

- 5.1 Contracts: The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the **Association**, and such authority may be general or confined to specific instances.
- 5.2 Loans: No loans shall be contracted on behalf of the **Association** and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
- 5.3 Checks, Drafts, etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the **Association** shall be signed by two (2) authorized officers, or agents of the **Association** and in such manner as is determined by resolution of the Board.
- 5.4 Deposits: All funds of the **Association** not otherwise employed shall be deposited to the credit of the **Association** in such banks, trust companies or other depositories as the Board may select.

Article VI. Records Storage

- 6.1 Business Records: It shall be the responsibility of the Board to formalize a procedure for the safe protection and storage of **Association** business records. Such records shall include tax returns, bank and financial records, minutes of regular and special meetings and such other records as the Board shall identify. Such records are the sole property of the **Association**.
- 6.2 Historical Records: It shall be the responsibility of the Board to identify such records and memorabilia that should be preserved and stored in a designated archive: and further, to appoint a Member or Director to serve as Archivist for the Association.

Article VII. Staff

- 7.1 Executive Director: The Executive Director is a staff member and as such is not a member of the Board. The Executive Director shall be hired by the Board and is subject to removal or termination through the same process designated in Article 4 Section 3. The Executive Director shall be responsible for the general supervision, direction, and control of the daily business and affairs of the corporation, including hiring of other staff with Board approval, working with the Chair to establish Board Agendas and make proposals, and assisting the Chair in representing the organization to the community. All Board meetings may be attended by the Executive Director for the purpose of reporting and making proposals at the discretion of the Board. The Executive Director shall submit a written "Executive Director Report" at each regular Board meeting summarizing those activities and services performed by or for the Corporation. The Executive Director shall be entitled to reimbursement for all costs and expenses made with prior Board approval for the benefit of the corporation. The Executive Director's duties are determined in a job description by the board.

7.2 **Market Manager:** It is the intention of the Board to give the Market Manager (the Manager) or his/her designee a general power of authority to carry out the responsibilities of the position and the policies of the Board. The Manager is responsible for the orderly and efficient function of the markets and all operations relating to markets. The Manager's duties are determined in a job description by the board.

Article VIII. Committees

- 8.1 **Board authority to Create Committees:** The Board shall form ad hoc committees as needed. The Board shall appoint the head of the committee, and define its duties and authorities. The Board shall also develop procedures for committee vacancies, meeting schedules, and member removals.
- 8.2 **Committee Authority:** The purpose of committees is to investigate relevant issues at the request of the Board through a fact-finding process. This process may include, but not be limited to, site inspections, hearings open to Members to offer testimony and review of pertinent law or rules. A committee shall report back to the Board their findings and recommendations. These recommendations are advisory only and will not bind the Board into proceeding with any particular course of action. It is contemplated that two or more committees may interact on certain issues and programs relevant to collective committee participation.
- 8.3 **Standing Committees:** The Board establishes the following committees:
- 1) **Finance Committee:** This committee shall serve the financial interest of the **Association** by examining procedures, professional services, banking options and any other finance related issue the Board may wish to consider and shall prepare and submit for adoption an **Association** budget each fiscal year.
 - 2) **Market Development Committee:** This committee shall concern itself, at the behest of the Board, with issues relating to the physical location of each market venue including, but not limited to, compliance with municipal or P.U.D. regulations, emergency considerations, signage and vendor set up and arrangements to enhance efficiency, convenience and business volume. In addition, it will be responsible for advising the Board regarding other prospective locations, permanent or otherwise.
 - 3) **Inspection Committee:** This committee shall be responsible for establishing guidelines and performing on-site inspections of farms, facilities and other physical premises represented by vendors to be the location where products sold at markets are grown, processed or produced. The purpose is to ensure growers', processors' and crafters' strict compliance with the requirements of state and local **Association** standards for locality and production techniques.
 - 4) **Rules and Membership Committee:** This committee shall advise the Board regarding membership criteria, types, policies, benefits and fees and shall cause to be created such materials as are deemed useful to achieve increases in membership. It will additionally review the Association Rules and Guidelines and these By-laws annually and make recommendations to the Board regarding appropriate changes.
 - 5) **Entertainment/Music:** This committee shall be responsible for establishing guidelines. This Committee finds and works with certain local musicians and entertainers to provide live performances relevant to the market.
 - 6) **Volunteer Committee:** The Volunteer Committee recruits and mentors new helpers to find the best roles for all volunteers. This committee reaches beyond our past reach, seeking new faces and talents by making volunteer opportunities known in places the WVFM has not yet been effectively represented.
 - 7) **Food Bank:** This committee shall work with the food Bank to establish guidelines for the collection and distribution of produce at the market intended for the food Bank. Furthermore it shall be responsible for the over site of collection and distribution of said produce at the market.

Article IX. Fiscal year

The fiscal year of the Association shall be the calendar year.

Article X. Waiver of Notice

Whenever any notice is required to be given to any Member or Director of the **Association** under the provisions to these By-Laws or under the provisions of the *Articles of Incorporation* or under the provisions of the *Washington Business Corporation Act*, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time state therein, shall be deemed equivalent to the giving of such notice.

Article XI. Indemnification

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 serves as a director or officer of the Association, and his/her representative heirs, executors, and personal representatives, 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; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any law, agreement, vote or board or directors or otherwise.

Article XII. Applicable Law

It is the intention of the Association that these Bylaws be applied to management of all Association business or transactions. In the event that any issue should arise without any language in the Bylaws addressing the issue, *Robert's Rules, 10th Addition (2000) 5th for Spanish* shall apply. It is further understood and agreed that the spirit of the Association's Mission Statement reflects an intention to resolve disputes through mediation and by making a threshold determination that disputed actions taken were in the paramount best interests of the Association.

Article XIII. Amendments and Signatures

These By-Laws shall become effective upon the signature of the Directors and may be altered, amended, or repealed and new By-Laws adopted by the Board at any regular or special meeting of the Board of Directors, provided that Members of the **Association** shall have the exclusive authority to adopt and amend any By-Laws fixing the number, qualifications, classification or term of office of Directors.

- Originally adopted by the Membership February 17, 2001 with board composition
- Revisions adopted by the membership November 14, 2004
- Revisions adopted by the Board of Directors on the 15th of February, 2005
- Revisions adopted by the Board of Directors on the 19th of February, 2007
- Revisions adopted by the membership April 2008
- Revisions adopted by the Board of Directors on 12 February 2009
- Revisions adopted by the membership 21 March 2009
- Revisions adopted by the membership 10 April 2010
- Revisions adopted by the membership 02 April 2011

Director

Director

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