

**Revision 3, April 3, 2019**

The name of the Organization shall be the Granger Farmers Market, hereafter referred to as the Market.

1. Article 1: Membership

- a. The Market shall have as its vendors, individuals or groups who have made application to the Market, been accepted by the Board and have paid the annual membership fee.
- b. A community member that supports the goals of the market and pays the annual membership fees may join the Market Association and will be eligible to serve on the Board. The Board may also nominate a lay person to serve on the Board without requiring payment of the annual membership fee.
- c. The annual term of membership commences April 1<sup>st</sup> and ends on March 31<sup>st</sup> of the next calendar year. A general membership meeting will be held in March of each year.
- d. Association members will be notified of Membership meetings by phone, email, through the Chamber of Commerce and flyers in town. If a member wishes to be notified by another method, prior arrangements must be made. Notice of a special Membership meeting shall state the purpose of the meeting and time and place of the meeting. No business shall be transacted at special Membership meetings other than that referred to in the meeting notice.
- e. Members in good standing with concerns and comments are encouraged to attend Board meetings. However, any member of the Board may make a motion to discuss financial or personnel matters in an executive session. If a majority of the board members present vote in favor of the executive session, then non-board members will be excluded from the executive session.

2. Article 2: The Board of Directors

- a. The Board shall be responsible for establishing the policies of the market and overseeing the management of the market.
- b. The Board shall consist of six (6) members elected by the membership and will serve without pay. Each Board member will serve a term of 3 years. Elections shall be staggered so that two new Board members are selected each year. Members of the Board will appoint officers of the Association from the Board of Directors.
- c. The Market Manager shall be a paid position. The Market Manager is expected to attend all Board and membership meetings. The Market Manager is selected by the Board and adheres to Member Guidelines, these By-Laws, and the Mission, Vision, and Goals of the Market. The Market Manager may be a member of the Board of Directors if so elected by the general Association membership.

## GRANGER FARMERS MARKET ORGANIZATIONAL BY-LAWS

- d. Board members shall be members of the market in good standing and be able to attend the scheduled meetings.
  - e. Board members shall be elected by a majority vote of the Market Members attending the annual March meeting. Nominations for Board membership shall be made at the annual meeting, a special meeting held for this purpose, by writing, or by email prior to the meeting.
  - f. In the event that a seat on the Board becomes vacant, the Board shall have the authority to appoint another market member to fill the vacancy until the next annual March meeting. At the next March meeting, the vacated position shall be filled by a vote of the membership for the duration of the term.
  - g. A quorum of the Board is defined as three or more Board members and this quorum shall conduct any business of the Board.
  - h. Board members who are unable to attend scheduled Board meetings and have three consecutive unexcused absences will be subject to dismissal from the Board.
3. Article 3: Officers
- a. Officers of the Market (President, Vice-President, Secretary, Treasurer) shall be appointed by the Board from the members of the Board of Directors. The Treasurer is not required to be a member of the Board. The Market Manager is a paid position; however, the Manager may be a Market Association member, and a Board Member, following the rules above.
  - b. The President shall preside at all Board meetings; establish the agenda with input from the Board members; appoint Board committee members; and perform other duties as requested by the Board. The Vice-President shall assume the duties of the President in case of the President's absence. The Secretary shall be responsible for the minutes of the Board and Membership meetings, keep paper copies of all approved minutes in minute note-book, and email the draft copy and final copy of all minutes to the Board members. The Treasurer shall keep records of the organizations income and expenses and prepare financial reports as needed.
4. Article 4: Committees
- a. The Board may appoint standing and ad hoc committees of Market members as needed.
5. Article 5: Board Meetings
- a. Regular meetings shall be held monthly or as needed.
  - b. Special meetings may be held at any time when called by the President or a majority of the Board members.
  - c. The President shall send a tentative agenda to Board members in advance of the regular meetings. This rule need not apply to special meetings called for a specific purpose.
  - d. All Board meetings are open for general membership attendance.

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6. Article 6: Conflicts of Interest
  - a. Any member of the Board who has a financial, personal, or official interest in or conflict (or appearance of a conflict) with any matter pending before the Board of such nature that it prevents or may prevent that member from acting in an impartial manner, shall be excluded from any discussion and voting on the matter. This can be brought to the attention of the Board by another Board Member or by said Member who has the conflict of interest.
  - b. Any Board Member who is an authorized signer of checks shall not issue checks to themselves.
7. Article 7: Fiscal Policies
  - a. The fiscal year of the Farmers Market shall be from January 1 through December 31.
8. Article 8: Amendments
  - a. Amendments to these By-Laws may be proposed by any member of the Board of Directors. Copies of the proposed amendments shall be provided to each Board Member by mail or email with a request for approval or rejection by mail or email. Of the votes returned, a majority of those voting in favor shall constitute approval of the change.
9. Article 9: Disbursements
  - a. Disbursements exceeding \$50.00 must be approved by members of the Board at a regular or special meeting of the Board of Directors. A quorum of three Board members must be in attendance to approve such requests. **All disbursements shall be made by checks from a publicly available banking institution and shall be signed by one person. The Treasurer, the President and up to one other Board Members designated by the Board of Directors will have the authority to sign checks. The account shall be opened by the President or the Treasurer of the organization.**
10. Article 10: Temporary Status of Vendors
  - a. After the Market has been open for two months, Prospective Vendors will be considered and shall be limited to two market days in which no fees are charged and will apply to only one growing season. Founding Vendors will not be accorded prospective status.
11. Article 11: Robert's Rules of Order
  - a. In those instances not expressly covered by these By-Laws, Robert's Rules of Order shall prevail.
12. Article 12: Dissolution
  - a. In case the Granger Farmers Market is closed for any reason, all excess funds shall exclusively be forwarded to The Granger Chamber of Commerce (also a 501C3 Association) as one of the founding donors to the Market, for The Chambers use in their 501C3 purposes.
13. Article 13: Music

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- a. Music is desired at the Market and should be appropriate in content, presentation, and sound level for the benefit of the customers and the vendors, as well as the local community. Appropriate sound level is considered not being heard more than a city block away, and not preventing easy communication between the vendors and customers. These considerations are appropriate for both live and recorded music at the market. Enforcement of the Markets music conditions will be delegated to the Market Manager.

_____ Board President	_____ Date	_____ Board Vice-President	_____ Date
_____ Board Secretary/Treasurer	_____ Date	_____ Board Member	_____ Date
_____ Board Member	_____ Date	_____ Board Member	_____ Date

Revision History:

1. Revision 1, April 10, 2017 – A Dissolution Article is added to conform the By-Laws to the requirements of qualifying as a 501 ( c ) 3 organization.
2. Revision 2, September 28, 2017 – A Music Article, Article 13. is added to the Articles to provide the Market Manager the authority to regulate the Music at the Market.
3. Rev 3, April 3, 2019 added language to the Disbursements, Article 9, to satisfy Key Bank requirements to obtain a checking account. Those requirements included specifying the organizations requirement to have check writing capabilities, who would be able to sign checks, and who would be authorized to open the account.