



2018 By-Laws of the LEWIS COUNTY FARMER'S MARKET DBA CENTRALIA FARMER'S MARKET

Article 1: Name

The name of the corporation shall be Lewis County Farmer's Market. The market shall operate Doing Business As "CENTRALIA FARMER'S MARKET", and; herein this document, referred to as CFM.

Article 2: Object

- A. CFM shall be for the mutual benefit of the members;
- B. Provide management and promote the CFM;
- C. Provide a forum where regional growers, artists and crafters may offer their products for sale;
- D. Study the needs of the members and promote the general welfare of CFM; and,
- E. Do all things legally necessary and proper to conduct the business of CFM.

Article 3: Government

The government and the management of the funds, properties and affairs of the CFM shall be vested in the members comprised of the paid up and honorary members of the CFM.

Article 4: Membership

- A. Active members must be in one of the following categories:
 - 1. Farmers – grower of produce, fruit, berries, nursery stock, eggs, cheese milk or meat. Farm products must be grown in Lewis County or one of the counties bordering on Lewis County which include: Thurston, Grays Harbor, Pacific, Wahkiakum, Cowlitz, Skamania, Yakima and Pierce Counties. Each paid membership shall have one vote.
 - 2. Processors – persons who process or manufacture a food product for retail sale, i.e. bakery, candy, relishes, sauces, jams and jellies. These persons must be permitted through Washington State Department of Agriculture or the Lewis County Health Department. Jams and jellies or other products manufactured wholly from ingredients on the person's farm qualify as value added products and will be in the farmer category. If products are purchased to make the end product, then that person is a processor. Each paid membership shall have one vote.
 - 3. Crafters, artisans – persons who create a craft or art product for retail sale including but not limited to: furniture, pottery, knits, and sewing, wood crafts, jewelry, clothing. The market manager and the board of directors of CFM have the right to refuse admittance to a crafter or artist whose products may not be appropriate or suitable for the market goals. Each paid membership shall have one vote.
 - 4. Contract Vendors – vendors contracted by the board of directors to provide a specific service to CFM during its hours of operation, i.e. food vendors, "high stall" produce resellers. Contract vendors are non-voting members of CFM.
- B. Honorary Members: Comprised of persons who have rendered notable service to CFM, to agricultural interest in general, and who may, by unanimous vote of the members present at any regular or duly

called meeting, be elected to honorary membership. Honorary members shall pay no dues and have no voting rights.

- C. Classifications: Vendors may fit more than one category of membership and may pay fees accordingly, as determined by the market manager. However, the category that the vendor sells the majority of his/her product in is the category he/she will be classified in for general rules and regulations. There are no exceptions.

Article 5: Dues and Fees

- A. Annual Dues: The annual dues of the active members of the CFM shall be determined by a majority vote of those members at the annual meeting.
- B. Dues Payment: Dues are payable the first day of the market. New vendors must pay dues prior to receiving a space for the day. Upon receipt of dues, that applicant is considered a member in good standing.
- C. Fees: Fees shall be recommended by the board of directors at the annual meeting each year and be approved by a vote of the membership present.

Article 6: Meetings

- A. Annual Meeting: There shall be an annual meeting of CFM, to be held after the first of the year and no less than one month before the start of the market season. The meeting details; date, time, and place; will be determined by the Market Manager/Executive Director. This meeting will, in addition to the regular scheduled business, be for the election of board members whose terms have expired, and for receiving annual reports. Notice of the annual meeting of CFM shall be mailed to the last reported address of each member at least ten (10) days, and not more than fifty (50) days before the time appointed for the meeting. E-Mail notification is acceptable. Any person shall have the privilege of attending the annual meeting of CFM. However, only paid members, one vote per paid membership, shall have voting privileges.
- B. Board Meeting: Shall be held quarterly and as needed. Purpose is to address concerns brought to the attention of the board by the membership, conduct business as necessary.
- C. Other: Meetings can be set with 10-day notice to CFM members. Special meetings that concern policy may be called by a majority vote of members at the market on any given day.
- D. Quorum: Seven members, including four (4) members of the board of directors present at a meeting shall constitute a quorum.
- E. Voting: All paid members shall be entitled to vote at any regular or special meeting of CFM. A simple majority will decide all actions.
- F. The agenda for meetings may include:
 - 1. Call to order
 - 2. Action on minutes
 - 3. Treasurers Report
 - 4. Market Managers Report
 - 5. Reports of officers
 - 6. Reports of committees
 - 7. Unfinished business
 - 8. New Business
 - 9. Good of the order
 - 10. Adjournment
- G. Parliamentary Procedure: Roberts Rules of Order shall govern all debates, when not in conflict with these bylaws. The president must recognize all speakers.

Article 7: Board of Directors

- A. Election of Board of Directors: At the annual meeting of CFM, board members whose terms have expired, shall be elected by a majority vote of the members present. Officers must have completed one year as a vendor to be eligible for a position on the board of directors.
- B. The board of directors shall be comprised of seven members. Newly elected directors will serve a term of three years. The positions are staggered over a three year period.
- C. Vacancies: Vacancies may be filled by a majority vote of the remaining board members.
- D. Removal: Any board member may be removed by two-thirds vote of the CFM membership.
- E. Officers of the Board:
 - 1. President: Elected at the Annual Meeting by majority vote of the membership. Conducts meetings of the board and CFM association meetings according to Roberts Rules of Order.
 - 2. Vice President/Treasurer: Elected by the Board of Directors. Shall conduct the President's duties in his/her absence. Shall maintain bank accounts, reconcile monthly statements, render financial reports, work closely with Market Manager to develop annual budget, and perform other actions as directed by the President. Shall have the duties and authorities vested in the Market Manager in his/her absence.
 - 3. Secretary: Elected by the Board of Directors. Shall keep a record of the proceedings, shall conduct or delegate all correspondence, shall carry into execution, all orders, votes, and resolutions not otherwise committed.
- F. Member at Large/Ex Officiate: 2 members of the Board of Directors shall be Members at Large, 2 members may be community members, non-voting.

Article 8: Duties of the Board of Directors

- A. Annual Appointments:
 - 1. Market Manager/Executive Director. Duties and requirements as described in Article 10.
 - 2. Auditor: Appointed by the board and provides audits of Market Manager/Executive Director as directed by the board of directors.
- B. Work with Market Manager/Executive Director to develop the annual budget and present it to the membership for a hearing at the annual meeting.
- C. Work with Market Manager/Executive Director to develop policy to be presented to the membership for a hearing at the annual meeting.
- D. Administer Legal matters of the CFM.
- E. To oversee the activities of the Market Manager/Executive Director.
- F. To call meetings and preside over all meetings concerning the CFM.
- G. Perform other activities as deemed necessary for the betterment of the CFM.
- H. Appoint Chairpersons for the following committees: Fundraising, Ways and Means/Policies, Special Events, Volunteers. Determine duties of each committee.

Article 9: Indemnification of Board of Directors and Officers

Each person who at the request of or on behalf of CFM is now serving or hereafter, serving as a member of the board of directors or an officer of CFM, and his /her representative heirs, executors, and personal representative, shall be indemnified by the CFM against expenses actually or necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding, in which he/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/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 10: Market Manager/Executive Director

- A. The board of directors shall appoint the Market Manager/Executive Director (one person) each year. The Market Manager/Executive Director will have been an active vendor for the past season and must be an active vendor during the term of appointment.
- B. The Market Manager/Executive Director's duties will include, but are not limited to:
 - 1. Screen all phone calls or emails.
 - 2. Assign vendor space each week at the market and assign spaces for the following week for members.
 - 3. Collect dues and the daily fees from the vendors.
 - 4. Enforce the policies of the market.
 - 5. Manage the contract vendors and insure the smooth flow of produce to the market.
 - 6. Represent the CFM on each market day through positive and courteous interactions with current and potential vendors and customers.
- C. Keep a paper record of all market business. The money collected from the vendors shall be deposited in the CFM account within two weeks of receipt. Vendor counts and fees and account information shall be available to the board of directors within ten (10) days of the request.
- D. Advise the board at all meetings.
- E. The Market Manager/Executive Director is empowered to deny access to or expel members who do not abide by the policy/rules of the market. The decision to deny access or expel a member may be reversed by a two-thirds vote of the membership at any meeting of the CFM.
- F. Develop policy in conjunction with the board of directors.
- G. The board of directors may assign other tasks as needed.
- H. In the case of no vendor interested in being Market Manager/Executive Director, the board of directors will be responsible to set forth a job description and hire a market manager.

Article 11: Policy

The board of directors and the Market Manager/Executive Director set policy. The Market Manager/Executive Director is responsible for the policy to be carried out.

Article 12: Amendments to the By-Laws

These by-laws may be amended, repealed, or altered in whole or in part, by a majority vote of the CFM members at the annual meeting of the corporation or at a time set forth by the board of directors at the annual meeting.

Article 13: Dissolution

If the CFM shall be dissolved, the assets of CFM shall be distributed to one or more organization engaged in similar activities as decided by the board of directors and the Market Manager/Executive Director.

Approved 14 March, 2018