

# Woodinville Farmers Market By-Laws

October 1, 2005

## ARTICLE I • Purpose

The purpose of the WOODINVILLE FARMERS MARKET shall be:

- To create a community sponsored market where Washington state farmers, gardeners, artists, crafts people, food specialists and youth may offer their wares, products and creations for sale.
- To provide the physical area for said market
- To provide the necessary publicity for establishing and perpetuating the market.
- To provide any other service related to the above.

## ARTICLE II • Definitions

1. LOCAL - The “local” is here defined as the entire state of Washington.
2. SCREENING - The process to evaluate and select new vendors and products.
3. VENDOR HANDBOOK - That document prepared from time to time by the board of Directors and distributed to vendors.
4. MARKET MANAGER - The individual hired by the board of Directors to administer market policy and other such duties as directed by the Board.
5. PERMANENT STALLS - Those spaces assigned by the Market Manager to active Market members.

## ARTICLE III • Membership

Membership is open to any individual who indicates that he/she will support the Market, has filed an application for membership, been screened and accepted and paid dues for the current market year.

1. Members are those persons, having paid their dues, participate in the Market and abide by these by-laws. They are entitled to all rights and privileges set forth in these by-laws, including but not limited to the right to attend meetings, to vote, and to hold office. The exceptions are noted in G, and I below. Membership will normally be composed of:
  - A. **Farmers** are those persons who grow all the products they offer for sale at the Market.
  - B. **Producers** are those persons who offer for sale products that may have a short and definite life, such as meat, fish, baked goods and cut flowers.
  - C. **Processors** are those persons who manufacture long shelf life items from products they, or others, have produced.
  - D. **Crafters** are those persons who, with their own hands (and with small machinery), produce the products they offer
  - E. **Farmer Commission Vendors** are those farmers who purchase some of their products directly from the local grower and then offer the products for sale.

- F. **Youth Groups** are youth involved in supervised community service projects or organizations. Membership is to be approved by the board. Only one person appointed by the group is a voting member.
- G. **Youth Members** are those vendors under eighteen (18) years of age. Membership dues are waived and booth fees are on a scale based on age. Market manager must screen and approve products.
- H. **Community Organizations** are those non-profit groups whose goods meet Market criteria. Membership is to be approved by the board. Only one person appointed by the group is a voting member.
- I. **Entertainers** are those persons whose product is theatrical art in nature, i.e.: musicians, storytellers, mimes, small theatre, puppets etc. No electric amplification.
- J. **Market Friends** are those community-oriented people who, while not having a desire to sell at the market, would like to participate in supporting Market activities. From this group, up to three board members shall be elected to the Board of Directors.

## **ARTICLE IV • Suspension and Termination of Membership**

### **1. Suspension of Vendor Privileges/Membership**

Effect on the Vendor/ Member for failure to comply with the rules and regulations of the market:

- A. **First Offense:** The Market Manager will give the vendor a written warning that specifies the rule or regulation that has been violated and the date of the violation.
- B. **Second Offense:** The Market Manager will give the vendor a written second warning that specifies the rule or regulation that has been violated and the date of the violation. In addition, a \$25.00 fine will be charged.
- C. **Third Offense:** The Market Manger will issue the vendor a written notice of suspension for failure to comply with the rules and regulations of the market. Suspension shall be for a period not to exceed fourteen (14) days. During the period of suspension, the Member shall not sell at the market. The Member shall have the right to appeal to the board within three (3) days. Such appeal may be in writing or by personal appeal before the board. A special board meeting will be called before the next scheduled market day to determine the decision of suspension of said Vendor.

Upon return to the market, the suspended Vendor will on his/her first day back, pay both a stall fee and a \$50.00 fine. In addition, after a third offense and suspension, the Member forfeits his/her permanent location in the market and will be assigned a stall space on a “space available” basis for the balance of the season.

### **2. Termination of Vendor Privileges/Membership**

Membership in the Market may be terminated for grievous action detrimental to the Market or its purposes. This includes vendor behavior that is disruptive, abusive and disrespectful towards other vendors and/or customers. This would also apply if a vendor is in violation of either health or fire codes as they apply to the Market.

- A. **Termination of vendor privileges:** Occasions may occur when a particular vendor repeatedly violates the rules and regulations of the Market, or engages in a grievous action detrimental to

the Market and its purposes. If this vendor is an agent for the Member, the member will be given the opportunity to replace the offending vendor with a new vendor for the balance of the season. Thus, a specific vendor's privileges may be suspended, without removing the member for the season. If the cause for termination is serious enough, the suspension process may be bypassed, at the determination of the Market Manager, and directly result in the termination process. If health or fire code violations factor into the termination, then the member must guarantee that the replacement vendor and all product will be fully compliant with applicable codes.

- B. If the vendor who repeatedly violates the rules and regulations of the Market, or engages in a grievous action detrimental to the market member and not an agent of the vendor, that vendor/member may be terminated for cause. If the cause for termination is serious enough, he suspension process may be bypassed, at the determination of the Market Manager, and directly result in the termination process.
- C. In the event such a termination is contemplated, the Board of Directors shall notify the member of the reasons for the anticipated action and the time and place of the meeting at which such termination is to be considered. The notification shall be in writing and shall be given not later than ten (10) days prior to the meeting date. At the meeting the member shall be entitled to respond to the action(s), speak in his/her own defense. Termination of membership must be approved by a two-thirds majority of the Board of Directors. The decision of the Board of Directors shall be final.

## **ARTICLE V • Meetings of the General Membership**

- 1. All meetings will be conducted in accordance with Roberts Rules of Order Newly Revised.
- 2. **Annual Meeting:** An annual general membership meeting will be held the last Saturday of September at a location to be determined. Prior to the annual meeting the President shall appoint a Nominating Committee consisting of one (1) Board Member and two (2) Regular Members to prepare a slate of officers and future board members. Said Nominating Committee shall prepare a written ballot to be presented to the membership. Business to be conducted at the annual general membership meeting shall include:
  - A. A report by the Secretary of any unfinished business from the previous meeting and any business conducted during the year.
  - B. A report by the Treasurer of the financial status of the corporation.
  - C. A report of any standing committees as may properly come before the general membership. (An agenda outlining topics to be presented will be available prior to the meeting.)
  - D. Election of Officers and Members of the Board of Directors so succeed those whose terms have expired and to fill vacancies on the Board. The Nominating Committee shall present the slate for election of new officers and members of the Board. Additional nominations may be made from the floor by the membership. The membership shall vote by written ballot. An individual receiving the majority of the votes cast for an office shall be elected to that office. Tie votes between two (2) members or the same office shall be resolved by a flip of a coin.
- 3. **Special Meetings:** The general membership may be called to a special meeting at anytime and for any purpose by:
  - A. The Board of Directors at a time and place chosen by the President.
  - B. One tenth (1/10) of the members entitled to vote at a general meeting. It shall be the duty of the secretary upon request by such members to call such a meeting of the membership to be

held not more than twenty (20) days after receipt of said request. Only those purposes stated on the meeting notice shall be deliberated at a special meeting.

4. **Notice of Meeting:** Each notice of meeting shall state the time, date and place of the meeting to be held. Each notice of the meeting shall state thereon the purpose or purposes for which the meeting is being called. The annual membership meeting notice shall be written or printed, and shall be delivered not less than ten (10) days nor more than thirty (30) days before the date of the meeting, either personally or by mail, to each member entitled to vote at such meeting.
5. **Quorum:** Members holding one-fourth (1/4) of the votes entitled to be cast at any meeting, represented in person, shall constitute a quorum. A majority of the votes cast at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.
6. **Proxies:** At any membership meeting, any active member may vote by proxy executed in writing by him/her and delivered to the Board of Directors prior to the meeting. The President shall state the votes cast by the proxy at the same time the votes are counted on each issue.

## **ARTICLE VI • Board of Directors**

1. **Powers:** The Board of Directors shall manage the affairs of the Market between annual meetings of the general membership. The Board of Directors shall establish membership criteria, dues and fees.
2. **Qualifications:** A member of the Board of Directors shall be an active member of the corporation in good standing. In the case of G and I under Article III, Members, their appointed representative is a qualified candidate.
3. **Number:** The number of the Board of Directors shall not be less than nine (9).
4. **Election and term:** Directors shall be elected by the majority of the membership eligible to vote in attendance at the annual meeting. Directors shall hold office for staggered terms to ensure continuity. The nine (9) positions on the Board of Directors will be comprised of board positions 1 through 4 being one-year terms, numbers 5 through 7 being two-year terms and numbers 8 & 9 being three-year terms. Persons running for the board will run for a particular numbered position. A member can run for only one (1) board position.
5. **Attendance at Board Meetings:** Any board member who misses two board meetings without a reasonable excuse given to the Board Officers will be removed from the Board.
6. **Specific duties;** In addition, but not limited to its managerial duties, the Board of Directors shall perform the following duties.
  - A. The Board of Directors shall fill vacancies in any office between meetings of the general membership. Trustees so appointed shall serve until the next general election.
  - B. The board of Directors shall prepare and maintain a document to be known as the Vendor Handbook. It shall conform with the policies set forth in these by-laws. The Vendor Handbook will describe in detail the day-to-day activities of the Market to ensure fair and equitable treatment of vendors and customers alike. Provisions shall be made to revise and update the Vendor Handbook.
  - C. The Board of Directors shall meet at least quarterly. The first meeting of the board of Directors shall include:
    - 1) A review of the last year's business.
    - 2) A declaration of the registered agent and legal address of the corporation (in accordance with Article V of the Articles of Incorporation).
    - 3) Annual Audit

- 4) Plans for the coming year's business, appointment of committees as required to accomplish the planned business.
- 5) Such other business as is necessary. The purpose of meetings shall be to review the progress of the corporation and plans for the upcoming months and to conduct such other business as may properly come before the board.
- D. The Board of Directors is charged with the hearing of grievances and taking action to alleviate such grievances.
- E. The Board of Directors is charged with hiring a Market Manager and for such other individuals as is necessary for operation of the Market consistent with the by-laws.
- F. The Board of Directors shall establish committees as needed to conduct the Market business.
- G. The Board of Directors shall comply with all government regulations affecting the operation of the corporation.
7. **Special Meetings:** Special meetings of the Board of Directors may be convened at any time. Any business may be transacted at a special meeting except that, only the business specified in the meeting notice may be transacted.
8. **Notice of Meetings:** Notice of time and place of all meetings of the board of Directors shall be given by the secretary or by the person or persons calling the meeting, by mail, or by personal communication at least two (2) day prior to the date on which the meeting is to be held. As an alternative for emergency business, a conference call may be used when a quorum is available and a unanimous vote of the Board of Directors is obtained. Written notice of the action is to be mailed within two day to all Board of Directors.
9. **Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business. An act approved by the majority of Directors at a meeting at which a quorum is present shall be an act of the Board of Directors.
10. **Action by written consent:** Any corporate action required or permitted by the Articles of Incorporation, the Bylaws or the laws of the State of Washington may be taken without a meeting if all the members of the Board consent in writing. The consent shall describe the action to be taken and shall be signed by the members of the Board of Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as an affirmative vote.
11. **Indemnification of Directors and Officers:** Each Director and Officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is serving or hereafter serves as a trustee, director or officer of any other corporation, whether or not for profit, and his or her respective heirs, executors and personal representatives, shall be indemnified by the corporation against expense actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she made a party to by reason of being or having been such director or officer, except in relation to matters to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance or duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any by-law, agreement, vote of the board of Directors, or members or otherwise.

## ARTICLE VII • Officers

1. **Officers Enumerated:** The officers of the corporation shall be a president, a vice president, a secretary, a treasurer and other officers and assistant officers as may be deemed necessary by the general membership, each of who will be elected by the membership and shall until their

successors are duly elected and qualified. The officers will hold positions 1 through 4 on the Board of Directors.

**2. President:**

- A. The President shall be a member of the Board of Directors. He/she shall preside at the meetings of the Board of Directors and of the membership.
- B. The President, together with the Secretary, shall sign and execute all deeds, bonds, contracts, and other obligations or instruments in the name of the corporation.
- C. The President (or his/her representative) shall represent the corporation at public meetings, gatherings and other functions requiring such representation.
- D. The President shall be familiar with the procedures necessary for conducting corporation business. A copy of, Roberts Rules of Order, Newly Revised, will be provided by the corporation.

**3. Vice President:**

- A. The Vice President shall be a member of the Board of Directors.
- B. The Vice President shall act as President during the absence of the President and shall succeed if the President should become vacant.
- C. The Vice President is charged with actively preparing publicity and organizing individuals and groups into promotional events designed to keep the Market constantly and effectively before the public.
- D. The Vice President shall make periodic reports of his/her activities to the Board of Directors.

**4. Secretary:**

- A. The Secretary shall be a member of the Board of Directors.
- B. The Secretary shall keep records of all proceedings of the Board of Directors and general membership.
- C. The Secretary shall administer the register and keep it current and available at the place designated as the corporate registered office.
- D. The Secretary shall co-sign, with the President all deeds, bonds, contracts and other obligations or instruments in the name of the corporation.
- E. The Secretary shall maintain the corporate records including the historical archives, the originals of the Articles of Incorporation, and all amendments thereto, the corporate by-laws and all current amendments, membership lists, all corporate deeds, bonds, contracts and other records of the corporation.
- F. The Secretary shall make all books and records, including the current articles, in his/her custody available to any active member or his/her agent or attorney for any proper purpose at any reasonable time. However, the books and records shall not be permitted off the registered premises.

**5. The Treasurer:**

- A. The Treasurer shall be a member of the Board of Directors.
- B. The Treasurer shall have the care, custody and responsibility for all the financial records of the corporation.
- C. The Treasurer shall keep records according to the accepted "standard accounting procedures". The Method shall be cash accounting. No "method change" shall be permitted unless specifically authorized by the Board of Directors.
- D. The Treasurer shall keep a current inventory of all corporation property together with names, addresses and dates when property was bought or sold.
- E. The Treasurer shall verify all deposits and accounting of the Market Manager.

- F. The Treasurer shall prepare and report on the state of the corporate treasury at each annual meeting and at each quarterly meeting of the Board of Directors and when requested to do so in writing by the President. The Treasurer's report shall show the status of each budget account, outstanding checks, banking and credit charges and such other financial information as will assist the Board of Directors, the general membership and the President to make informed financial decisions.
- G. The Treasurer shall prepare copies of a preliminary budget to be presented at the annual meeting. The finalized and approved budget shall be entered into the minutes of the next meeting of the Board of Directors, and shall be incorporated into the accounting system for the current year.

#### **ARTICLE VIII• Administrative and Financial Provisions**

1. The fiscal year of the corporation shall commence on January one (1).
2. These By-laws may be altered, amended or repealed by a sixty (60) percent majority of the members entitled to vote and present at either a general or special membership meeting.
3. The Market Manager may or may not be a market member. But while serving as Market Manager, he/she may not also serve on the board of Directors. He/she will be expected to attend Board of Director's meetings as requested.
4. The Market Manager shall have the care of the physical market inventory and the collection of stall fees.