

# **Tonasket Farmers' Market**

## **BY-LAWS**

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### **Article I: Identification**

The name of the corporation shall be the Tonasket Farmers' Market Association, an unincorporated co-operative association and referred to herein as the "Market". Its physical location shall be Tonasket Triangle Park Hwy 97 N., Tonasket, Washington, 98855, unless changed by a majority vote of the Directors.

### **Article II: Purpose**

The purpose of the organization is to promote and encourage the development of local small-scale agriculture; and to provide and administer a seasonal marketplace for local producers of agricultural products, food, and handmade crafts.

### **Article III: Board of Directors**

1. A board of directors, comprised of seven members, one of whom may be a non-vendor community member, shall manage the business and property of the Market. After the initial rotation of electing Directors is accomplished the term of office of the directors shall be three years, starting January 1 and ending Dec 31. Initial rotation for electing Directors shall be; Election for two Directors chosen after the first year of establishment, two Directors after the second year of establishment, and three directors after the third year of establishment and continue it in this rotation thereafter.
2. The Directors shall be elected by a majority vote of the qualifying members having received ballots and returned in a timely manner.
3. Each member of the Board of Directors shall hold one vote in matters coming before the Board. Voting shall be by each qualified member (in good standing) and voting by proxy shall not be allowed.
4. Four Directors shall constitute a quorum for the transaction of business.
5. Any director who is present at a meeting of the Directors at which actions on any corporate matter is taken shall be presumed to have assented to that action unless his/her dissent is entered into the minutes of the meeting.
6. Whenever a vacancy occurs in the Board of Directors other than from the expiration of a term of office, the remaining Directors shall appoint a member to fill the vacancy until the next annual election.

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7. A Director may be removed from office for cause, by a majority vote of the remaining board members. Cause may include, but not limited to, non-performance of duty as determined by the majority of board members.
8. Directors may be reimbursed by the Market for actual expenses incurred in performance of market duties, as approved by the Board. No Director shall receive compensation from the market by reason of his/her position as Director.

### **Article IV: Duties of Directors**

1. The Directors shall be empowered to create committees, select officers and delegate authority as needed to conduct the business of the Market. The Directors shall report such actions to the membership and shall call any regular or special meetings of the membership to provide opportunity for member's input. The Directors shall communicate to applicants in the spring a description of changes in the coming year to by-laws, the policy manual or other matters.
2. The Directors shall establish and keep current a book of Market policies, which shall be consistent with these by-laws and will be the guidelines for the operation of the Market upon its premises. The policy book shall continue in force until amended by the Board of Directors, thereby guaranteeing ongoing policies for the weekly operation of the Market. A current policy book shall be attached to these by-laws as Appendix A.
3. The Directors may hire a paid administrative coordinator and/or market master to assist the Directors in the business and operation of the Market. The duties of said administrative coordinator and market master shall be established by the Directors and attached herein as Appendix B and Appendix C.
4. The Directors shall establish a grievance procedure and shall be the final authority in resolving grievances. This procedure shall be included in the policy book.

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## **Article V: Duties of Officers**

1. The Chairperson shall preside at all meetings of the Market and Board of Directors or appoint an alternate facilitator. The Chairperson shall be the spokesperson for the organization.
2. The Co-Chairperson shall, in the absence, or at the discretion, of the Chairperson, preside at all meetings and/or perform all duties otherwise performed by the Chairperson.
3. The Secretary or Administrative Coordinator shall keep records of all proceeding, activities, and correspondence of the organization, and perform other duties as the Directors may request.
4. The Treasurer shall receive and be accountable for all funds belonging to the Market, pay all obligations and disbursements when payment is authorized by the Board of Directors, render periodic financial reports and notices, keep all financial records in good order and perform other duties as the Directors may request. The Treasurer in such banks as approved by the Directors shall deposit all funds of the organization.

## **Article VI: Membership and Voting**

1. Conditions and categories of membership shall be established by the Board of Directors and posted in the current policy book (Appendix A).
2. For purposes of these By-Laws and eligibility to vote, a qualifying member shall be a member in good standing who has paid membership dues and the weekly space fee and participated as a vendor for at least five weeks of the present or previous Market season.
3. In the case of families, businesses, etc., no vendor shall have more than one vote.
4. All Directors are qualified to vote in general membership matters.

## **Article VII: Meetings**

1. The Board of Directors shall call at least one regular, annual membership meeting prior to the close of Market each year. This meeting shall be held on the Market premises or another location chosen by a majority of Board members, at a time determined by the Directors. All qualifying members

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shall be notified verbally or in writing at least one week prior to the date of said meeting by either the market master or market coordinator. Any person may have the privilege of attending regular membership meetings, but only qualified members may vote. The market coordinator will maintain a list of qualifying members.

2. The Board of Directors shall meet regularly. Special meetings may be called as determined by a majority of the Directors. Any interested person may attend Board of Directors meetings, but only Directors may vote.
3. Order of Business at all meetings of the Directors or general membership shall be determined by the meeting facilitator (or as prescribed by the most recent edition of Roberts Rules of Order, or: a) Call to Order; b) Approval of Minutes from previous meeting; c) Reports of Officers, committees and employees ; d) Public Hearing; e) Unfinished Business; f) New Business (new business at the annual membership meeting shall include nomination and/or election of Directors if applicable); g) Open Discussion; and h) Adjournment.
4. Special meetings may be called by a majority of the Directors or by the Chairman upon receipt of a written request signed by not less than 10% of the qualifying members of the Market or to a grievance reconciliation matter.
5. The secretary or other assigned individual shall keep minutes and record proceedings at all meetings. Such meetings shall include a list of all in attendance and in the case of the Directors' meetings, those Directors not in attendance.
6. Any resolution passed at a membership meeting that amends the by-laws or the policy manual shall be reviewed at a subsequent Board of Directors meeting. The Board shall either endorse the resolution, with minor modifications permitted, or else shall put the matter to a mailed ballot vote for the general membership.

### **Article VIII**

### **Elections**

1. At or before the annual meeting of the Market membership each year prior to the close of Market for the year (or in a special mailing if so deemed by the Board of Directors) the qualifying members shall nominate from their numbers Directors for open or vacant positions on the Board

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either as a result of the completion of a term of office or of resignation or termination of his/her office plus two alternatives who may be appointed by the board to fill in vacancies on the board due to resignation or termination.

2. Elections may take place via mail-in ballot with the results brought to the next membership meeting.
3. In the event that nominated candidates number the same as vacant director seats, no voting will be necessary and candidates will become seated when the current term expires.
4. If no board alternatives are in place at the time that a board position becomes open, the board can appoint an interim member from the general membership.

### **Article IX** **Indemnification**

To the full extent permitted by Washington law, the Market shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the Market or otherwise) by reason of the fact that he/she is or was a Director or Officer of the Market, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding; and the Board of Directors may (at any time) approve indemnification of any person which the Market has the power to indemnify under Washington law. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

### **Article X** **Amendments**

These By-Laws may be amended from time-to-time by resolution of the Board of Directors passed by a majority of said Directors either at a regular or special meeting thereof and approved by a mailed ballot vote of the general membership.

### **Article XI** **Non-Discrimination Provision**

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Members of the Market, Market employees and persons selling at the Market or participating in Market functions, whether dealing with customers of the Market or with other market members, shall not discriminate against any individual in regard to selling of products, hiring, promotion, discipline, or other matters because of age, sex, race, creed, color, national origin, sexual orientation, or the presence of any physical, mental, or sensory disability.

Adopted by the Board of Directors of the Tonasket Farmers' Market, by majority of the vote thereof, February 2, 2014 and signed that day by board chair Wayne Verbeck and board secretary M. Clare Paris. Signed copies are available for viewing from any current board member and the Market Handbook.