

# **Bylaws of Bremerton Community Farmers Market**

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## **Article 1: Mission & Purpose**

Our mission is to operate a community supported farmer's market that provides viable economic outlets for farmers and producers, access to locally crafted and farm-fresh products, quality food access for low-income families, and education concerning food and sustainable agriculture.

## **Article 2: Type of Organization**

2.1 The Bremerton Community Farmers Market is a nonprofit corporation in the State of Washington and may be referred to in these by-laws as: The Corporation.

2.2 The Corporation is organized for the benefit of its members. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, or individual.

2.3 The corporation shall be nonsectarian and non partisan and shall not participate in political or religious activities.

## **Article 3: Members**

### **3.1 Members**

The Corporation's members shall be:

#### **3.1.1 Active Members**

Active Members have been accepted by the market manager to participate in the Bremerton Community Farmers Market. Acceptance shall be based on market forces as determined by the Market Manager. Upon Acceptance, Active Members pay annual dues. Active Members are eligible to vote. The board may remove an Active Member whenever it's in the interest of The Corporation.

#### **3.1.2 At Large Members**

Persons other than Active Members who want to further the interests of the Bremerton Community Farmers Market and have been approved by the board. At Large Members do not pay annual dues and are not eligible to vote.

#### **3.1.3 Qualifications**

Membership is open to the public of The Kitsap Peninsula on a priority basis without regard to race, creed, color, religion, gender, sexual orientation, or age.

## **Article 4: Membership Dues and Market Fees**

4.1 Annual dues and market fees are determined by a vote of the Board of Directors.

4.2 Dues are payable after the application for membership is approved. Upon payment of dues and acceptance of the application, the applicant will be considered a member in good standing and will receive meeting notices.

4.3 The membership year shall run from April 1 through March 31 of the following year.

## **Article 5: Members' Meetings**

### **5.1 Timing & Purpose**

Meetings of the members shall take place once a year, prior to the opening of the farmers market season. The annual meeting shall be for the purpose of introducing the Market plan, rules for that year, electing officers and for reviewing annual reports. Any person may attend Member Meetings.

### **5.2 Location**

Meetings of the members may take place at any location, including virtually, determined by the Board of Directors. The location of the meeting shall be stated in the notice of the meeting.

### **5.3 Order of Business**

At the annual meeting of members, the order of business shall be as follows: (a) Calling the meeting to order (b) Reports of Officers (c) New / Unfinished Business, and (d) anything properly called before the meeting for discussion.

### **5.4 Special Meetings**

Special meetings of the members for any purpose may be called at any time by the President or Board of Directors or by presentation to the board of a petition signed by 10 or more members in good standing. Only business described in the meeting notice, may be conducted at a special meeting.

### **5.5 Notice**

Notice of the time and place of Member Meetings will be emailed, mailed or texted to the last recorded contact information of each member and posted on the Bremerton Community Farmers Market Website. Notification shall be at least ten (10) days prior to the meeting. Notice of a special meeting shall include a description of the purpose for which the meeting is called.

### **5.6 Voting**

Members in good standing shall be entitled to vote in person at a Member Meeting. A family or partnership which has paid for one membership shall be considered a unit with one vote. Proxies will not be recognized at any Member Meeting. A simple majority vote of members in attendance will decide action at Member Meetings.

### **5.7 Quorum**

20% of the voting members present at a member meeting shall constitute a quorum for the transaction of business. Elections to the board of directors shall not be postponed for lack of a quorum.

## **Article 6: Board of Directors**

### **6.1 Number and Powers**

The management of all the affairs, property, and interests of the Corporation shall be vested in a Board of Directors. At the annual Member Meeting, Directors shall be elected by Members by a majority vote for a term of one (1) year to succeed the Directors whose terms expire at such meeting. The Board of Directors is responsible for setting goals and evaluating performance and for the operational and strategic planning of the Corporation. The board is responsible for identifying interested and qualified candidates to serve as future board members, in order to present a slate of candidates at the annual Member Meeting. The Board may delegate this responsibility to an individual or committee. In addition to the responsibilities

specifically listed here, the Board of Directors may exercise any and all other lawful powers as they see fit in the management of the corporation.

The Board of Directors shall consist of not less than \_\_\_3\_\_\_ nor more than \_\_\_\_\_11\_\_\_ Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

#### 6.2 Representation

Board members must represent but are not limited to local business representatives, community leaders, and others who support the vision of the market.

#### 6.3 Vacancies

The Board may fill the unexpired term of a board member with a majority affirmative vote of the remaining board members.

#### 6.4 Removal

Any Board Member elected by vote or appointed by the board may be removed with a majority vote of the remaining board members whenever it's in the best interest of the corporation.

#### 6.5 Meetings

Board Meetings shall be held monthly during the calendar year at a location determined by the board, and notice of such meetings will be emailed to the board and active members at least seven days prior to the meeting. Any person may attend board meetings. Only board members are eligible to vote. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a remote communication or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting

#### 6.6 Voting

A simple majority of the Board of Directors will decide actions at board meetings.

#### 6.7 Quorum

A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

#### 6.8 Action by Directors without a Meeting

Any action which could be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken is executed by all of the Directors entitled to vote with respect to the subject matter thereof. The consent must be unanimous. For purposes of this Section only, "each director entitled to vote" does not include an "interested director" who abstains in writing from providing consent, where (a) the Board has determined that (i) the Corporation is entering into the transaction for its own benefit; and (ii) the transaction is fair and reasonable to the Corporation when it enters into the transaction or the non-interested directors determine in good faith after reasonable investigation that the Corporation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances, at or before execution of the written consent; and (b) such determination is included in the written consent or in other records of the Corporation.

## 6.9 Term

A board member may not serve in the same position for more than two consecutive one-year terms. The Term for all board positions may be extended upon the approval of the membership at the annual Member Meeting.

## Article 7: Board of Directors Duties

### 7.1 Designations

The officers of the Board of Directors of the Corporation shall be a President, Vice President, Secretary and Treasurer. In addition to the roles specifically noted here, they may do other duties assigned to them and as appropriate to their role. They may delegate their responsibilities to each other. The officers of the Corporation shall be elected each year by the Board at the regular meeting of the Board following the annual meeting of the Members. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### 7.2 President

The President shall preside at all meetings of the Board of Directors, and shall have general supervision of the affairs of the Corporation.

### 7.3 Vice President

During the absence or disability of the President, the Vice President, shall exercise all the functions of the President. The Vice President is responsible for making sure the business of the Corporation is conducted in an orderly fashion and for assuring that decisions are made effectively and efficiently based on the will of the Majority, while giving all members the right to voice an opinion.

### 7.4 Secretary

The Secretary is responsible for notifying the Board members and Members of upcoming meetings. The Secretary shall create meeting agenda, keep minutes of all meetings, and record the actions of the board including term limits. The Secretary shall be responsible for filing, or causing to be filed, paperwork with the State of Washington, and other paperwork as may be required to conduct the business of the corporation.

### 7.5 Treasurer

The Treasurer shall have the custody of all monies and securities of the Corporation and shall keep regular books of account. The Treasurer shall present reports to the Board of Directors providing an account of all transactions undertaken as Treasurer and of the financial condition of the Corporation. The Treasurer is responsible for developing a budget, with input and approval from the Board. The budget shall be approved no later than 60 days prior to the start of each market season.

### 7.6 Delegation

If any officer of the Corporation is absent or unable to act, the Board of Directors may, from time to time, delegate the powers or duties of such officer to any other officer or any other person it may select.

### 7.7 At Large Members

At Large Members are responsible for attending board meetings and participating in the strategic planning and governance of the Corporation and for other duties that may be assigned or delegated to them.

## **Article 8: Board and Advisory Committees**

### **8.1 Board Committees**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such Board committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another Corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon the Board or any individual Director by law.

### **8.2 Advisory Committees**

The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other members or other individuals to give advice and counsel to the Board. The Board shall establish the charge and tasks for the committee and appoint its chair and members.

### **8.3 Quorum; Manner of Acting**

A majority of the number of members of any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

### **8.4 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **8.5 Removal of Committee Member**

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

## **Article 9: Farmers Market Manager**

The Board may select a Farmers Market Manager, who shall be responsible for the administration and conduct of the business and affairs of the Corporation pursuant to guidelines established by the Board. The Farmers Market Manager is authorized to enforce the rules of the Farmers Market, including but not limited to expelling vendors from the market who fail to abide by the rules of the market as provided with the market application. The Farmers Market Manager will be compensated for their services in such amount and manner as the Board of Directors shall determine and shall serve at the will of the Board.

## **Article 10: Finances**

10.1 The Corporation shall only use its funds for the purpose of furthering its mission.

10.2 The Corporation shall have a fiscal year beginning January 1 and ending December 31 of each calendar year.

10.3 No obligation of expense shall be incurred without the approval of the Board of Directors

10.4 Upon Approval of an Annual Budget, the Treasurer, Market Manager or other person authorized by the Board of Directors shall have authority to make purchases and pay expenses provided for in the budget without additional approval of the Board of Directors

10.5 Non Budget disbursement over \$100 shall be approved by the board.

10.6 The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks determined by the Board of Directors

10.7 The Board may cause an audit to be conducted of the Corporation's books and accounts. Such Audits are to be conducted by a certified public accountant.

## **Article 11: Books and Records**

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep it held in a location voted by the Board of Directors

## **Article 12: Indemnification**

The Corporation shall indemnify its Officers, Directors, employees, and agents to the greatest extent permitted by law.

## **Article 13: Conflict of Interest**

A "Conflict of Interest" is defined as an interest in a transaction or action by the board whereby a director stands to gain significant beneficial financial interest or is so closely linked to the transaction that a reasonable person would expect the interest to influence the Director's judgment if the Director were called upon to vote on the transaction. Directors are required to disclose to the board any potential conflict of interest and absent from voting on the specific transaction or action.

## **Article 14: Distributions Upon Dissolution**

Upon dissolution of this Corporation, all of its assets remaining after payment to creditors shall be distributed to one or more organizations selected by the Board of Directors as sharing a similar mission and which are qualified as exempt from taxation by the State of Washington. In no event shall any of the Corporation's assets be distributed to the officers, directors, or members of the Corporation.

## Article 15: Amendments

These By-Laws may be altered or amended by a majority vote of the membership present at a member meeting where proper notice has been provided and the intention to amend.

Adopted this 26 day of September, 2022, by affirmative vote of the Board of Directors of the Bremerton Community Farmers Market.

Signature:  Sarah Baker

Title: Secretary of the Board of Directors

09/26/22