

Wood River Farmers' Market Association By-Laws

Article I, Name

The name of this not for profit Association shall be the **WOOD RIVER FARMERS' MARKET ASSOCIATION**.

Article II, Purpose

The purpose for which the Association organized is to engage in any activity in connection with the marketing or selling of agricultural produce, prepared foods, plants and flowers, and handicraft products of its members. The Association intends to promote the sale of products grown and produced locally by the vendor in the State of Idaho. The exact proximity to the Ketchum/Hailey area will be specified in the WRFMA Market Rules. No resale will be allowed at the Wood River Farmers' Markets. The Association will promote sustainability in agriculture, consumer and community education. Furthermore, this Association will provide a governing board for the Wood River Farmers' Markets.

Article III, Region of Influence

This not for profit Association will operate on a limited regional basis serving the interests of the Vendors and the Wood River Valley community at the Wood River Farmers' Markets. The geographic extent of this region may only be changed as specified in the WRFMA Market Rules to benefit the community and patrons it serves.

Article IV, Members

Membership

Members shall be admitted to the Association upon the Association's receipt of written application form and membership dues which will constitute the yearly membership fee for participation in the Wood River Farmers' Market Association.

Rights and Obligations

All members have the right to have grievances addressed. They have the right to solicit constructive change or modification of Association policies, market rules, or activities. They have the right to request and receive a copy of the current By-laws, financial statement, market rules, and policies. They have the obligation to follow the Association's By-laws and market rules. They have the obligation to refrain from acting in a manner detrimental to the function of the Association when engaged in market activities as a member.

Voting Rights

Each member shall have one vote at any membership meeting. No proxies are accepted for membership meetings. Members are not entitled to vote at Board of Directors meetings

Termination, Suspension, or Expulsion

The Board of Directors, by affirmative vote of two-thirds of all board members, may suspend or expel a member for cause after an appropriate hearing, and may, by majority vote of those present at any regularly constituted meeting, terminate, suspend or expel any member who shall be in default in the payment of dues, or in violation of the Association By-laws or Market rules. Members shall have 2 weeks to appeal the action of the Board of Directors in person or in writing.

Article V, Meetings

Membership Meeting

All members of the Association are entitled to notice of intended membership meetings. The secretary shall notify all members of annual or special membership meetings no less than 10 days or more than 60 days prior to those meetings or in case of crisis situation, in less than 24 hours. Notice may be given by mail,

email or telephone. The date and location of membership meetings shall be determined by the president. The Board of Directors shall conduct an annual membership meeting no later than March 30th of each year. Special membership meetings may be requested by any member or director. Special membership meetings must be approved by the Board of Directors.

Board of Directors Meeting

The Association shall conduct an annual Board of Directors meeting no later than December 20 of each year. Special Board of Directors meetings may be requested by any director by contacting the president. The secretary shall notify all Directors of annual or special Board of Directors meetings no less than 10 days or more than 60 days prior to those meetings. Notice may be given by mail, email or telephone. Interim business may be conducted by telephone or email. The date and location of Board of Directors meetings shall be determined by the president.

Article VI, Directors

General Powers

The business and the affairs of the Association and the Wood River Farmers' Markets shall be managed by its Board of Directors. The Board of Directors shall consist of not less than five persons or more than nine persons. The Directors shall act at all times in the interest of the mission of the organization and of the membership. The Directors shall hire a Market Manager, whose duties and compensation shall be determined by the Board of Directors acting on behalf of the Association membership. If a Market Manager cannot be hired, management duties shall be delegated to Board of Directors.

Election of Directors

Directors shall be nominated at the annual meeting by the Membership. Each director shall hold office until the next annual meeting.

Quorum

A Quorum shall consist of a simple majority of elected or appointed and acting Board members. Alternates may vote only if needed to make a quorum or majority.

Voting Rights

All directors shall have one vote each, regardless of how many offices they hold on the Board of Directors. Each director may accept a proxy from any other director, with that proxy valid only for the specific meeting date that it is granted for. In the event of extended incapacitation of any director, the president shall hold that director's proxy until such time as the situation is resolved. In the event of extended incapacitation of the president, the secretary shall hold the president's proxy until such time as the situation is resolved. No other members of the Association shall have voting power unless they are appointed a temporary position on the Board of Directors.

Removal of Directors

A director may be removed only for cause, for the following reasons:

- Failure to attend a reasonable number of meetings without an effort to appoint a proxy and stay informed on matters of the Association.
- Behavior detrimental to the Association when performing Association duties. Directors may be removed only by a minimum of five out of seven member votes.

Resignation of Directors

Any director may resign from the Board of Directors at any time by giving written notice to the Board of Directors.

Article VII, Officers

Offices of the Association

Offices of the Association may be held only by Directors of the Association. Officers that shall be chosen by the Board of Directors at its first meeting shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may elect other officers as it shall deem necessary and may define their powers and duties. Any number of offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person.

Duties of Officers

The president shall preside over meetings and represent the Association to members and to the public. The vice-president assumes the responsibilities of the president when the president is not present. The secretary shall keep all non-financial records of the Association and take the minutes of all meetings of the Board of Directors. The treasurer shall keep all financial records of the Association, rendering a statement of accounts at each board meeting. The Board of Directors as a single entity shall perform duties and make decisions necessary for the maintenance of the Association and the benefit of its members. Each director shall perform the tasks necessary to maintain the Association as assigned to them by the president or full Board of Directors.

Terms of Office

The officers shall hold office until their successors are chosen and qualified.

Removal of Officers

An officer may be removed only for failure to perform duties in a manner acceptable to the Board of Directors. Officers may be removed only by a two-thirds majority vote.

Resignation of Officers

Any officer may resign from office at any time by giving thirty days' written notice to the Board of Directors, subject to acceptance by the Board of Directors.

Article VIII, Indemnification

The Association shall indemnify, to the extent permitted by law, any person who is or was a director, officer, agent, fiduciary, or employee of the Association against any claim, liability or expense arising against or incurred by such person as a result of actions reasonably taken by him/her in the direction of the Association. The Association shall further have the authority to the full extent permitted by law to indemnify its Directors, officers, agents, fiduciaries and employees against any claim, liability, or expense arising against or incurred by them in all other circumstances and to maintain insurance for such persons to the full extent as permitted by law.

Article IX, Amendments

Amendments to these Association By-laws shall be determined by a majority vote of the entire Board of Directors. Notice of these changes must be sent to the Association members within 30 days.

Article X, Reservations

The Association reserves the right to prohibit anyone from selling or any product being sold at the Wood River Farmers' Markets. There will be no discrimination on the basis of race, color, creed, sex, religion, physical ability, sexual orientation, age or nationality.

Article XI, Executive and other Committees

Section 1. Executive Committee – The Board of Directors may establish an Executive Committee, which shall consist of three officers of the association elected by the Board. The Executive Committee may have and exercise the authority of the Board of Directors in the management of the association subject to review and approval of the Board at its next meeting.

Section 2. Other Committees – The Board may appoint such standing and ad-hoc committees as it deems advisable. Membership of these committees shall include Board members and other interested individuals. Power and responsibilities of such committees shall be determined by the Board.

Article XII, Minutes

Minutes should be recorded by the Secretary at all meetings of the WRFM Association and at all Board of Directors meetings. Committees shall keep minutes of their meetings and report to the Board at the next regular Board of Directors meeting.