

Wood River Farmers Market Association Inc By-laws

Article I Name, Business Entity Structure, and Ownership

The name of this Association shall be WOOD RIVER FARMERS MARKET ASSOCIATION INC. The Association is a benefit corporation organized in the State of Idaho. The Association is authorized to issue one voting share which represents the combined current membership of the Association in any given year, defined as January 1st through December 31st. The one share may not be divided or split but must remain in its entirety. The markets are operated by the current membership of the Association and governed by a Board of Directors.

Article II Purpose and Vision

The Wood River Farmers Market Association is organized to provide a venue where local farmers, producers, and other businesses can market their products to the local community. The Association upholds the age-old tradition of allowing the consumer to meet the producer while encouraging the production and consumption of locally produced agricultural products, horticultural products, baked goods, edibles, handicraft items, and certain nonedible items. The Association is designed and operated to promote local ecological, agricultural, and economic sustainability for the benefit of its members and the community. The market encourages members to enhance social interaction with the community and provide educational venues to customers to further the vision of the Association.

Article III Authority of the Board of Directors

The Association will be governed by a Board of Directors. The Board of Directors will have the authority to regulate, act, and make decisions for the betterment of the Association, the markets, and the community. The Board of Directors will maintain continuity and membership throughout their term of office.

Article IV Discrimination

All actions and decisions by the Association and the Board of Directors relating to any aspect of the operation or activity of the Association and markets shall not be based, in whole or in part, on any form of discrimination as relating to race, color, creed, sex, religion, physical ability, sexual orientation, age, or nationality.

Article V Region of Influence

The Association will operate on a limited regional basis serving the interests of the members and the Wood River Valley community. Association members must live within a 100 mile radius of the Ketchum and Hailey farmers markets. Exceptions to this rule may be made if a significant need is apparent in the products sold by local vendors and only with Board of Director approval.

Article VI Association Membership

A. Member Selection - The Association reserves the right to regulate membership, vendors, and products to ensure compliance with the Association's vision, By-Laws, rules, and written policies. The Board of Directors reserves the right to deny participation to anyone without cause. The Board of Directors reserves the right to prohibit anyone from selling any product at the Wood River Farmers Markets. The Association attempts to adhere to a 75% food (producers, baked goods, and edibles) and a 25% handicraft and non-edible vendor ratio. Members are selected on a first come, first serve basis; however, established members in good standing are given priority and seniority. We also seek to not have too many of the same items offered. Therefore, even vendors who meet our criteria may not be accepted for membership if other vendors offer similar wares or styles of goods.

B. Membership - Applicants shall be considered for membership to the Association by the Board of Directors upon the Association's receipt of a written application and payment of membership dues

which will constitute the annual membership fee for participation in the Wood River Farmers Markets. Each business will be considered as one vendor or one member. The term of membership for each member shall be from the date the application is accepted through December 31st of the current year. If a vendor is not accepted as a member for that year, any dues or fees will be reimbursed. Any member who is currently serving on the Board of Directors must apply for and be accepted as a member of the Association by December 31st of the year preceding the next market year.

C. Rights and Obligations - All members have the right to solicit constructive change or modification of Association rules, written policies, or activities. They have the right to request and receive a copy of the current Association By-laws, Association rules, and Association financial statements. They have the obligation to follow the Association's By-laws, Association rules, and written policies established by the Board of Directors. They have the obligation to follow all federal, state, and local laws. They have the obligation to refrain from acting in a manner detrimental to the function of the Association while a member of the Association.

D. Voting Rights - Each member shall have one vote at any Association meeting. No proxies are accepted for Association meetings. Members who are not directors may not vote at Board of Director meetings.

E. Annual Association Meeting – The Board of Directors shall conduct an annual Association meeting no later than May 15th of each year. The Board of Directors may delay the Association meeting beyond May 15th if circumstances dictate. Attendance at this meeting is mandatory for all members. Members who have significant extenuating circumstances preventing their attendance may be excused from attending this meeting. The member must notify a Director of their absence and reasons prior to the meeting. The Board of Directors will decide if the absence is justifiable.

F. Special Association Meetings – Special Association meetings may be requested by any member. Special Association meetings must be approved by the Board of Directors.

G. Notification of Association Meetings - The Secretary or President shall notify all members of annual or special Association meetings no less than 10 days or more than 60 days prior to those meetings or in the case of an emergency or crisis situation, no less than 24 hours. Notice may be given by mail, email, or telephone. The date and location of Association meetings shall be determined by the President.

Article VII Association Board of Directors

A. General Powers and Duties - 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, as a single entity, shall perform duties and make decisions necessary for the maintenance of the Association, the operation of the markets, and the benefit of its members. The Directors shall act, at all times, in the interest of the Association and its membership. The Directors shall provide Association rules and Association policies to provide guidance for the Association and its membership.

B. Election of Directors and Terms of Office - Directors shall be nominated and elected at the annual Association meeting by the membership in attendance when a director's term has expired or other circumstances arise which warrant election of new directors. No more than two directors may be elected each year in order to maintain stability and continuity of the Board of Directors. All nominees must have attended the market as a full time vendor during the previous market year. Members on probation or suspension cannot be nominated or elected to the Board of Directors. If the nomination and election of new directors is not feasible at the annual Association meeting, the Board of Directors shall arrange a fair and equitable method for its members to nominate and elect individuals to the Board of Directors within a reasonable time frame. Each director shall hold office for a term of five years. One market season must expire before a director is eligible to be reelected to the Board of Directors. If no members are available and elected as a Director, the Board of Directors may, by majority vote, extend

the five year term of any currently serving Director until a new member is elected as a Director. If the Association is in a crucial or decisive situation, especially a difficult or unstable situation, the Board of Directors may suspend the election of new directors until the situation has stabilized, at which time, an election for new directors will be held. If this condition occurs, the Board of Directors is obligated and required to inform the members of the Association of the situation and the suspension of the election of new directors.

C. Composition of the Board of Directors - The Board of Directors shall be elected from the current membership of the Association. The Board of Directors shall consist of not less than five persons or more than nine persons. The number of directors shall be determined by the Board of Directors as the need arises. The Association recognizes three categories of vendors – producers, baked goods/edibles, and crafts/nonedibles. The Board of Directors shall primarily consist of producers per the ideology of the Association. The voting members of the Board of Directors shall consist of the following categories of vendors.

Five member Board of Directors – 4 producers, and 1 baked goods/edibles or crafts/nonedibles

Six member Board of Directors – 4 producers, 1 baked goods/edibles, and 1 crafts/nonedibles

Seven member Board of Directors – 5 producers, 1 baked goods/edibles, and 1 crafts/nonedibles

Eight member Board of Directors – 6 producers, 1 baked goods/edibles, and 1 crafts/nonedibles

Nine member Board of Directors - 6 producers, 1 or 2 baked goods/edibles, and 1 or 2 crafts/nonedibles

If the composition of the Board of Directors cannot be filled per the above guidelines due to unavailability of potential directors, Director positions may be filled from alternate categories at the discretion of the Board of Directors. During subsequent elections, the Board of Directors will first attempt to fill the position with a member from the appropriate category.

D. Voting Rights - All voting directors, including the President of the Board of 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 and voting privileges 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 and voting privileges until such time as the situation is resolved. Voting by the Directors can be held through telephone, email, remote access meetings, or at onsite meetings. No other members of the Association shall have voting power on the Board of Directors.

E. Annual Board of Directors Meeting - The Association shall conduct an annual Board of Directors meeting no later than December 20 of each year. The date and location of Board of Directors meetings shall be determined by the President. Meetings may be held through remote access if this method is deemed appropriate. A quorum shall consist of a simple majority of elected or appointed Directors.

F. Special Board of Directors Meetings – Special Board of Director meetings may be requested by any Director by contacting the President. The President will schedule special meetings if deemed necessary. A quorum shall consist of a simple majority of elected or appointed Directors.

G. Notification of Board of Director Meetings - The Secretary or President shall notify the Directors of the time, date, and purpose of any Board of Director meetings. This notification must be no less than 10 days or more than 60 days prior to those meetings or in case of an emergency or crisis situations, no less than 24 hours. Notice may be given by mail, email, or telephone.

H. Removal of Directors - Directors may be removed only by a super majority of voting members of the Board of Directors as outlined in Article XIII. A Director may be removed 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

Repeatedly or flagrantly violating the Association By-Laws, rules, and written policies

Exhibiting behavior detrimental to the Association when performing Association duties

Abusive favoritism

I. Resignation of Directors - Any Director may resign from the Board of Directors at any time by giving written notice to the Board of Directors. If a Director resigns or becomes unable to finish his/her term, the Board of Directors may appoint a member to fill the remaining term, preferably within the appropriate category of vendors.

J. Remuneration – The members of the Board of Directors are volunteers and no regular periodical remuneration may be offered to a Director. Reimbursement of expenses and mileage costs may be paid to a Director if the Board of Directors deems it is appropriate. The Association also recognizes that occasionally a Director may be given a monetary expression of appreciation for exceptional performance of their duties.

Article VIII Association Officers

A. General Powers and Duties – Officers that shall be chosen by the Board of Directors shall be a President, Vice-President, Secretary, and Treasurer. 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 or available. The Secretary shall keep all non-financial records of the Association and take the minutes of all meetings of the Board of Directors and the Association. The Treasurer shall keep all financial records of the Association, rendering a statement of accounts, as needed or requested, at each Board of Director meeting. Each officer shall perform the tasks necessary to maintain the Association as assigned to them by the President or Board of Directors.

B. Election of Officers and Terms of Office – Officers will be elected by majority vote of the Board of Directors. The President and Vice-President of the Association may be held only by voting Directors of the Association. 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. Realizing the challenges and responsibilities of officers, the Board of Directors, by majority vote, may select an appropriate individual, who is not an Association member or director, to fill the office of Secretary or Treasurer. The Secretary and Treasurer will only hold voting rights if they are active voting Board of Director member. The officers shall hold office until their successors are chosen and qualified.

C. Removal of Officers – The Board of Directors reserves the right to ask an individual who is not an Association member to step down from their duties without cause. An officer may be removed for failure to perform duties in a manner acceptable to the Board of Directors. Officers may be removed only by a majority vote of the Board of Directors.

D. Resignation of Officers - Any officer may resign from office at any time by giving thirty days' written notice to the Board of Directors.

E. Remuneration – The officers of the Association are volunteers and no regular periodical remuneration may be offered to an officer. If a non-member secretary or treasurer is an officer, a fair and equitable remuneration may be offered. Reimbursement of expenses and mileage costs may be paid to an officer if the Board of Directors deems it is appropriate. The Association also recognizes that occasionally an officer may be given a monetary expression of appreciation for exceptional performance of their duties.

Article IX Committees

A. Executive Committee – The Board of Directors may establish an Executive Committee, which shall consist of three officers of the association elected by the Board of Directors. 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 of Directors at its next meeting.

B. Other Committees – The Board of Directors may appoint committees as it deems advisable. Membership of these committees shall include Board of Director members and other interested members or individuals from the community. Power and responsibilities of such committees shall be determined by the Board of Directors.

Article X Market Managers

The Directors shall hire one or more market managers, whose duties, responsibilities, 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 the Board of Directors. The Board of Directors will provide written guidance outlining the duties and responsibilities of market managers.

Article XI Procedures to Ensure Member Compliance and Suitability for the Markets

The Board of Directors will have the responsibility and obligation to ensure each member follows the ideology of the market, accepts and abides by the Association By-laws, accepts and abides by the Association rules, and abides by all written policies. The Board of Directors will have the authority to limit or stop participation of members at the markets at any point in time, and regulate member's privileges by enforcing the Association By-laws, Association rules, and written policies.

A. Initial Suitability – Members who have not attended the market during the two prior years are subject to an initial suitability period during the first three markets the member attends. During the initial suitability period, the member may be asked to stop attending the markets. This action may be for any reason, at any time, and with or without cause. Members do not have the right to formally have their grievances addressed during their initial suitability period. No portion of the member's association dues or booth fees will be refunded under this guideline.

B. Enforcement - Any vendor violating any of the Association By-Laws, rules, or written policies will be issued a warning via email by the market manager and/or Board of Director member. Written warnings for any infraction are cumulative and are carried over from year to year. If an email warning is received by a vendor, the vendor must respond and acknowledge the warning. If a second violation occurs, and at the discretion of the Board of Directors, the vendor will be fined \$50.00, which must be paid before attending another market. If continued violations occur, and at the discretion of the Board of Directors, the vendor may be placed on probation, their membership may be suspended, or their membership may be terminated.

C. Probation – Members who have not attended the market during the two prior years are subject to a one year probationary period. Members on probation are subject to suspension or termination of their membership during the probationary period. At the end of the probationary period, the Board of Directors will make a decision to determine the fitness of the member to the market's ideology and

compliance with the Association's By-Laws, rules, and written policies. The member will be notified in writing if their membership will be revoked. All decisions by the Board of Directors can be made with or without cause, and no appeal may be made to the Board of Directors following the decision. The member may reapply for acceptance as a member of the Association for the next market season.

Certain other members may be placed on probation for a period of time for continued violation of the Association's By-Laws, rules, and written policies. The term of probation may not be less than one month or more than one year as determined by the Board of Directors. Members do not have the right to formally have their grievances addressed during the probationary period. Members on probation are subject to suspension or termination of their membership. At any time during the probationary period, the Board of Directors, by a majority vote may either lift the probationary period, suspend the vendor's membership, or terminate the vendor's membership.

Any member on probation may not be elected to the Board of Directors or hold any lesser position of responsibility.

D. Suspension - The Board of Directors, by majority vote, may suspend a vendor's membership for violations of the Association By-Laws, rules, and written policies incurred at any point during the member's attendance in prior or current years. The term of suspension will be at the discretion of the Board of Directors. The member will be notified of the suspension and the reason for the suspension via written notice, at which time attendance at the markets must cease. The member may request a meeting with the Board of Directors to review the decision to suspend membership. The request must be in writing and within two weeks of the date of suspension. The Board of Directors will schedule a formal meeting with the member in which the member may present information pertinent to the issue at hand, ask questions relating to the issue at hand, and request the Board of Directors to reconsider the decision. At the conclusion of the formal meeting, voting by the Board of Directors will be held in the presence of the member, and the decision of the Board of Directors will be final. The suspended member may not request a return of dues and fees from the Association.

E. Termination - The Board of Directors, by majority vote, may terminate a vendor's membership for violations of the Association By-Laws, rules, and written policies incurred at any point during the member's attendance in prior or current years. Members will be notified of the termination and the reason for the termination via written notice, at which time attendance at the markets must cease. The member may request a meeting with the Board of Directors to review the decision to terminate membership. The request must be in writing and within two weeks of the date of termination. The Board of Directors will schedule a formal meeting with the member in which the member may present information pertinent to the issue at hand, ask questions relating to the issue at hand, and request the Board of Directors to reconsider the decision. At the conclusion of the formal meeting, voting by the Board of Directors will be held in the presence of the member, and the decision of the Board of Directors will be final. The suspended member may not request a return of dues and fees from the Association.

Article XII 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 XIII Amendments to By-Laws

Amendments to these Association By-laws shall be determined by a super majority vote of the Board of

Directors according to the following guidelines.

Five member Board of Directors – Minimum of four Directors for an 80% approval vote
Six member Board of Directors – Minimum of five Directors for an 83% approval vote
Seven member Board of Directors – Minimum of five Directors for a 71% approval vote
Eight member Board of Directors – Minimum of six Directors for a 75% approval vote
Nine member Board of Directors – Minimum of seven Directors for a 78% approval vote

No votes by proxy are allowed. Notice of any amendments to the Association By-Laws must be sent to the Association members within 30 days.

Article XIV Dissolution of Association

The Association may only be dissolved by a two-thirds majority vote of its current and responding membership. The Board of Directors must prepare a letter of dissolution and deliver the letter to all Association members a minimum of 14 days prior to a vote of dissolution. Each member will be asked to provide a response in writing. Each member voting for dissolution, each member voting against dissolution, and any member who did not submit a vote must be recorded by the Secretary. The President or Secretary will have the responsibility of submitting a statement of dissolution to the Idaho Secretary of State.

Article XV Minutes

Minutes will be recorded by the Secretary at all meetings of the Association and at all Board of Directors meetings. If the Secretary is unavailable at any meeting, the President will assign a Director to temporarily act as Secretary in order to record the minutes. Committees shall keep minutes of their meetings and report to the Board of Directors at the next regular Board of Directors meeting.