

# **2017 Lewisburg Farmers Market, Inc.**

## **By-Laws**

### **Article I – Name**

The name of this association shall be the *Lewisburg Farmers Market, Inc.*; and referred to as the LFM throughout these by-laws.

### **Article II – Location**

The LFM will be located at a site agreed to by the membership. The selection of the site will need to be determined annually.

### **Article III – Purpose**

As an alternative to large corporation produced food, the LFM was founded as a not for profit organization with the concept of marketing the highest quality West Virginia produced food for fresh consumption, promotion of family farming, and the direct marketing of farm products to the community. The LFM is an association of small independent producers working collaboratively for the common good of all who participate in the market. The LFM recognizes and encourages the important and valuable connection between customer and producer and is thus a *Producer Only Market*.

### **Article IV – Membership**

Membership is open to any individual, partnership, or small to midsize incorporated family farm, with final approval of the Board. Members will receive use of the LFM logo/label, and vending privileges at the LFM. Members in good standing shall be

able to vote at Membership Meetings. Members agree to be governed by all LFM rules and by-laws.

### **Section I – Active Membership**

1. **Voting Member** – A *Voting Member* shall be defined as the producer of farm products who has paid the yearly Membership Fee and maintains 25% market attendance. Voting Members must complete and sign the Market Application and pay an annual fee of \$75.00. Producers that apply after the January deadline are responsible for the full yearly fee and will be treated on a first come, first serve basis, with preferential spaces going to returning Members of long standing and those who meet the deadline. Each producer may have a single membership and this entitles each vendor/member a single vote in voting situations.
2. **Young Farmers** - In an effort to encourage *Young Farmers* to participate the LFM will allow FFA, 4H and students aged 18 and under to set up and sell with a market fee of (\$0). Young Farmers are required to complete and sign the Market Application. This is a special class of Membership, subject to all market rules. *Young Farmers* may attend Membership Meetings, participate in discussion, but may not vote.
3. **Sponsor** – A *Sponsor* shall be any business or organization that wishes to support LFM. In exchange for a sponsorship fee, as determined in the yearly budget sponsors may attend the Membership Meetings, may take part in discussion, but may not vote. They will receive a listing in the sponsor section of the market brochure, a business card size ad in other appropriate sized marketing (i.e. posters, calendars, cookbooks, etc.), and displayed at the market information booth. Sponsors may also have the ability to set up a booth at the market on one or more occasions with Board approval.

4. **Friend** – A “Friend” of the LFM is an individual who shares the purpose and the philosophy of the market and wishes to be further involved. Friends of the Lewisburg Farmers Market may attend Membership Meetings, may participate in discussion, but may not vote.
5. **Provisional Vendor** – The Board may approve provisional vendors setting up for a \$10 fee each time. Provisional vendor status allows for participation by smaller producers on an as needed basis. These vendors agree to follow all rules and bylaws and do not vote.

## **Section II – Membership**

- a. **Membership Approval** – The Board will review and approve all market applications based on: space availability, marketability, returning members, and fit with the LFM market purpose. Applicants and members will not be denied membership or the ability to sell their product because their product may compete with other applicants or members. Products to be sold must be listed on the application, and if a vendor wants to add a product not listed on the application, Market Manager approval will be required to ensure the product’s fit with the By-Laws and Market Rules. Accepted applicants will receive an information packet for the coming season at the preseason meeting. All yearly fees are due at the preseason meeting.
- b. **Revoking Membership** - The voting membership of the market reserves the right to prohibit anyone from selling at the LFM and to cancel privileges of any member, who in the opinion of the voting membership has violated the rules governing the market. A vote to revoke a membership will require a two-thirds majority of the voting membership in order to call the meeting. A member finding themselves in this position has the right to respond in writing and to include an explanation of how the violations in question will be remedied and present their case at the meeting. The voting membership

reserves the right to make a final decision on the response. Two-thirds majority vote of the membership is required to revoke membership.

Membership fees will not be refunded in any case.

- c. **Producer Visits** - The LFM reserves the right to visit the facilities of any producer at an agreeable time within three (3) business days of the initial request to visit to ensure compliance with the LFM rules. A decision regarding the visit must be rendered in writing within six (6) days from completion of the inspection.

## **Article V – Officers and Organization**

### **Section I – Officers**

The officers of this association shall be President, Vice President, Secretary, and Treasurer. These are unpaid, volunteer positions.

- a. **President** - The President's duties and authorities are as outlined in Robert's Rules of Order Newly Revised.
- b. **Vice President** – The Vice President's duties and authorities are as outlined in Robert's Rules of Order Newly Revised.
- c. **Secretary** - The Secretary's duties and authorities are as outlined in Robert's Rules of Order Newly Revised and to serve as custodian of all records and documents which are to be kept at a place to be designated by the voting membership.
- d. **Treasurer** – The Treasurer shall have the duties and authorities as outlined in Robert's Rule of Order Newly Revised. The Treasurer shall render a statement of the financial accounts of the corporation to the voting members at membership meetings and at such time as may be requested.

- e. **City Council Appointee/Community Member** – This position will function as required by the current LFM lease with the city and their necessity will be reviewed as the lease is renewed annually.

## **Section II – Term of Office**

1. Officers will be elected by the voting membership at the annual meeting, with terms beginning immediately. No person shall be eligible to serve more than four (4) consecutive terms in the same office.
  - a. **Vacancies** - In the event of any vacant office, an emergency meeting of the membership will be called to elect a new officer to serve out the remainder of the term.
  - b. **Absences** - Any officer missing any membership meeting without good cause or emergency may be removed by a two-thirds vote of the membership.
  - c. **Resignation** – Any officer may resign at any time by delivering a written resignation to the President or Secretary. The ascension process as outlined in Robert's Rules will be followed.
  - d. **Compensation** – The officers of the LFM shall serve without salary, but two-thirds of the board may authorize payment by the corporation of the reasonable expenses incurred by the officers in the performance of their duties and a reasonable compensation for special services rendered by any officers. The membership shall fix any compensation given to any officer, agent or employee of the corporation. No officer of the corporation shall receive directly or indirectly any salary or compensation from the corporation except as provided in this section. No officer shall vote on any matter pertaining to her or his compensation.
  - e. **Loans** – No loans shall be made by the corporation to its officers.

## **Section II – Committees:**

1. **Formation and Delegation** – The general membership may establish any necessary committees and their parameters by a resolution supported by a simple majority of a quorum of the voting members at a meeting. Heads of committees shall attend all board meetings as equal participants and voting privileges as officers. Heads of committees for any extra mid-season needs will be selected by the board.

## **Section III - Standing Committees**

1. In addition to whatever other committees the general membership nominates and votes into place, there shall be the following two standing committees:
  - a. **The Marketing Committee** which is responsible for advertising and public relations. The committee shall submit a marketing plan for approval by the board.
  - b. **The Fundraising/Special Events Committee** which is responsible for preparing a yearly fundraising plan for the market and appointing chairpersons for fundraisers and special events.
2. **Committee budgets** – Each committee is responsible for developing and overseeing its own budget subject to the general budget and approval of the board.
3. **Size of Committees** – Each Committee shall consist of two (2) or more members. The chair will organize each committee. Any committee may be abolished or any member removed without cause at any time by the voting membership.

## **Section IV – Market Manager**

The Market Manager is a person appointed by the voting membership. The responsibilities and details of the Market Manager position shall be outlined in a separate document. The Market Manager shall participate in all board meetings with the same voting privileges as officers and committee heads.

## **Article VI – Expenditure of Funds**

1. **Proceeds** from membership and sponsorship fees, one day fees, grants, and fundraisers will be administered by the voting membership who will determine and authorize funding for operating and marketing expenses of the LFM. The Treasurer will prepare an annual budget subject to a two-thirds majority approval by the board at the annual January membership meeting. The Treasurer will retain the right to amend the budget as needed by as much as 25% with board approval.
2. **Deposits** – All funds of the corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depository as the finance committee determines.
3. **Loans** – No loans or advances shall be contracted on behalf of the corporation, and no note or other evidence of indebtedness shall be issued in its name.
4. **Contracts** – Officers specifically authorized by the voting membership may, in the name of and on behalf of the corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by two-thirds of voting membership. Without the express and specific authorization of the voting membership, no officer or other agent of the corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

## **Article VII – Fiscal Year**

1. The fiscal year shall begin on January 1 and end on December 31.

## **Article VIII – Meetings**

### **Section I – Membership Meetings:**

1. A membership meeting shall be held in January at such a date, time and place as fixed by the President. Notice shall be submitted to the membership at least 30 days in advance of the meeting. Membership applications are due at this meeting. Election of officers for the following market year will take place here.
2. A “Preseason” meeting will be held in March at such a date, time, and place as fixed by the President. Yearly fees will be due at this meeting.
3. An “End of Season Dinner” meeting shall be held at such a date, time, and place as fixed by the President.
4. At all membership meetings a quorum shall be a two-thirds majority of the voting members in good standing present at such meeting.
5. LFM will not have proxy voting. Members must be present to vote.
6. All vendor/members are welcome to attend and participate in all meetings, but are not allowed to vote during board meetings.

### **Section II – Special Meetings**

1. Special meetings may be called by the president of the association. A special meeting may also be called by any voting member via petition representing 50% of the voting membership.



**Section III – Meeting Rules**

1. All meetings and business of the market will be governed by “Robert’s Rules of Order Newly Revised”.

**Article IX – Records**

1. Every member shall have the right to examine the books, records, roster of membership, and other appropriate records of the LFM.

**Article X – Amendments**

1. Except as otherwise provided herein these by-laws may be altered, amended or repealed and new by-laws may be adopted at a membership meeting by a two-thirds vote of active voting members present at such meeting. The membership must be provided a written 30 day notice in advance of the meeting.

**Article XI – Surrender of Charter**

1. Should the charter of this association be surrendered, its assets shall be turned over to a charitable institution as designated by 50% of the voting membership.

**Article XII – Relationship of By-Laws to Articles of Incorporation**

1. The bylaws are subject to, and governed by the Articles of Incorporation.

These By-Laws approved and adopted at a duly held meeting of the Lewisburg Farmers Market, Inc., this \_\_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
President