

GUIDING PRINCIPLES OF THE BELLINGHAM FARMERS MARKET ASSOCIATION

1. Prioritize, in all decision-making, the interests of local, sustainable agriculture
2. Provide an accessible, profitable venue for small-scale businesses that produce and distribute their products locally.
3. Present a diversity of the highest quality local vendors and handmade products in a vibrant marketplace.
4. Encourage environmentally, economically, and socially sustainable practices in organizational and vendor operations
5. Foster member involvement in the organization
6. Create an environment for our community to gather and participate in local culture and commerce.

BY-LAWS OF THE BELLINGHAM FARMERS MARKET ASSOCIATION Revised April 2009

ARTICLE I. Purpose and Powers

Section 1.1: Name

The name of the corporation shall be Bellingham Farmers Market Association, a non-profit Corporation organized by the citizens of Whatcom County and Skagit County.

Section 1.2: Object

The object of this corporation shall be for the mutual benefit of the members of the corporation to provide for management and promotion of the Bellingham Farmers Market; to provide a forum from which local growers, food processors, and crafters can offer their products to the public; to educate the public about agricultural products and concerns; to study the needs of the members and promote the general welfare of the corporation, and to do all things legally necessary and proper to the conduct and furtherance of the business of the Bellingham Farmers Market. The Bellingham Farmers Market is committed to an agriculturally based market and, as such, reserves 50% of all stalls for farmers.

Section 1.3 Mission Statement

"The Bellingham Farmers Market supports local sustainable agriculture by connecting the public with local farmers, artisans, and other producers in an economically viable marketplace."

Section 1.4: Government

The government and the management of the funds, properties and affairs of the corporation shall be vested in the Market, comprised of paid and honorary members of the corporation.

ARTICLE II: Membership

Section 2.1: Qualifications

Membership is open to the public of Whatcom and Skagit Counties at large without regard to race, creed, color, religion, gender, sexual orientation, or age.

Section 2.2: Membership Classification

The members will be classified as follows:

A. VENDOR MEMBERS WILL HAVE VOTING PRIVILEGES

1. PRODUCERS

a. FARMERS

Farmers are persons from Whatcom and Skagit Counties who raise produce (vegetables, fruits) herbs, flowers or nursery crops from seed or plants and care for, cultivate and harvest the crops. This also includes beekeepers, egg farmers, fish or shellfish growers, and poultry and livestock producers.

- b. PROCESSORS
Processed Food Vendors are vendors offering fresh food product that they have processed themselves into the product being offered for sale at the market. These products are prepackaged.
- c. RE-SELLERS
Eastern Washington Produce Resellers are vendor selling fruits and vegetables from Eastern Washington that locally can not be grown reliable in quantity; limited to not more than two stalls.
- d. SEAFOOD VENDORS
- e. EASTERN WASHINGTON PROVIDERS
- 2. OTHERS
 - a. CRAFTERS
Crafters are persons from Whatcom and Skagit Counties who craft with their own hands the products they offer for sale at the Farmers' Market.
 - b. PREPARED FOOD VENDOR
Prepared Food Vendors are vendors offering fresh food products that they have processed themselves into products being offered for sale at the market.
 - c. SERVICE PROVIDER AND ALL OTHER MISCELLANEOUS
Service Providers and all other Miscellaneous are vendors offering special services and other non-food items to customers at the Market (i.e. Massage, face painting, plant fertilizer, etc.).
- 3. Limitations:
The Board has the power to limit the number of vendor members.

B. General Members will not have voting privileges.

1. Honorary Members:

Persons who have rendered notable service to the Bellingham Farmers' Market Association, to agricultural interests in general and who may, by unanimous vote of the members present at any regular or duly called meeting, shall be elected to honorary membership. Honorary members shall pay no dues to the Bellingham Farmers' Market.

2. Supporter Members:

Sponsors from businesses and corporations who paid annual dues.

3. Patron and Friend of the Market Members:

Interested persons willing to support the Market and have paid annual dues.

Section 2.3: Suspension or Termination

A. The Market Director is empowered to expel members who do not abide by the rules of the market as defined in the Bellingham Farmers Market Handbook. The decision of the Market Director to expel a member may be reversed by a majority vote of the Board of Directors at any meeting of the corporation.

B. Failure to pay membership fees will result in membership termination.

Section 2.4: Length of Membership

Membership is renewable annually on January 31 of each year.

Section 2.5: General Membership Applications

Prospective general members must fill out an application form and pay dues. Applications are accepted year around.

Section 2.6: Vendor Membership Applications

Prospective vendor members must fill out an application form and pay dues. This application will be reviewed and accepted or rejected by a majority vote of the Board by the end of February. In case of rejected application, any dues paid will be returned or refunded.

ARTICLE III. : Dues

Section 3.1: Application for Membership

Dues are payable at the time of application for membership. Upon payment of dues and approval by the Board, applicant is considered a member in good standing and will receive meeting notices.

Section 3.2: Amount of Dues

Annual dues shall be such as determined by the Board of Directors. Dues shall be delinquent after January 31, at which time delinquent members shall be suspended by the Board.

ARTICLE IV. : Meetings of Members

Section 4.1: Annual Meeting

The annual meeting of the members of this Association shall be held in the County of Whatcom, State of Washington, within sixty (100) days of the close of the Market season of each year.

Section 4.2: Special Meetings

Special meeting of the members of the Association may be called at any time by order of the Board of Directors.

Section 4.3: Notice of Meetings

Verbal, written, or printed notice of every regular and special meeting of members shall be transmitted to the last recorded address or phone of each vendor member not less than ten (10) days before such meeting. Such notice shall state the object or objects thereof and the time and place of the meeting. No business shall be transacted at special meetings other than that referred to in the meeting notice. Any person shall have the privilege of attending the meetings of the corporation.

Section 4.4: Voting Members

All vendors shall be entitled to a vote at any annual, regular, or special meeting of the corporation. 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 meeting of the corporation. A simple majority vote will decide all actions.

Section 4.5: Quorum

The quorum for the annual meeting shall be 40% of the voting membership actually present; provided, however, elections to the Board shall not be postponed for lack of a quorum.

Section 4.6: Order of Business

- A. The order of business for annual meetings shall be as follows:
1. Call to order
 2. Action on Minutes
 3. Treasurer's Report
 4. Receiving Communications
 5. Reports of Officers
 6. Reports of Committees
 7. Unfinished Business
 8. New Business
 9. Any Other Business
- B. The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules shall govern all debates, when not in conflict with these bylaws (using Robert's Rules of Order Revised).

ARTICLE V: Directors and Officers

Sec 5.1: Number and Qualification of Directors

The Association shall have a Board of Directors of ten (10) members with at least 51 percent elected from farmer members. One position of the (10) ten regular board seats will be reserved for a craft vendor member, and one position of the ten regular seats will be reserved for a prepared food vendor member. If no crafter runs for a board position, the next candidate with the most votes, regardless of his or her vendor category, will be awarded the seat, provided the Farmer majority of 51% has been met. The same procedure will apply should no prepared food vendor members run for a position.

Sec 5.2: Election of Directors

Directors shall be elected annually at the Spring Membership Meeting. The newly elected directors will assume their responsibilities upon the completion of the annual meeting at which they are elected.

5.2.1: Election Process

1. The Market Director will announce to the general membership that elections to the Board of Directors will take place at the annual meeting. Members will be invited to submit nominations for themselves or other candidates, either to the Market Director or to the board appointed

nominating committee (ad hoc).

2. Each candidate will be asked to submit a personal and professional biography of themselves. These documents will be sent to the Market Director for dissemination to the membership by mail.

Candidate Biography to include:

- a. Vendors business name & type
 - b. Years in business and years at the Farmers Market
 - c. Primary product
 - d. A brief description of the candidate's reasons for running for the board and what contributions they hope to make.
 - e. Any special skills (legal, writing, advertising/marketing, accounting, etc) that they will be able to apply to the position of board member.
3. Candidates for the board are encouraged to attend fall the annual membership meeting to give 2 min presentation to the general membership.
4. The Market Director will prepare a ballot listing all nominated candidates (including those for community positions), with space for write in candidates. One ballot per business entity will be allocated; ballots will not be given until the business owner or designated proxy signs in. Upon completion of the balloting, the Market Director or designated staff or community volunteer, plus two board members not up for election, will count the ballots, record the results on an elections tally form, and report the results to the membership prior to the completion of the meeting.
5. Ballots will be counted twice; in case of a tie, a coin toss will determine the winner.
6. These documents will be saved for no less than three years by the Farmers' Market organization

Sec 5.2.2: Election of Officers

At the next regularly scheduled Board Meeting, the Board of Directors shall elect, by ballot, a President, Vice President, Secretary, and Treasurer, each of whom shall hold office until the election and qualification of his or her successor unless earlier removed by death, resignation, or for cause. Vacancies in such offices shall be filled by an election of the members of the Board of Directors.

Sec 5.3: Special Board Positions

In addition to the 10 member board, two Special Board Positions may be filled, if a need has been clearly identified for specific skills, that would benefit the Board of Directors or the Farmers Market as a whole. These Special Board Positions are for 1-year terms. The membership will vote for or against the candidates, not between candidates.

- A. A nominating committee shall be formed to seek out and recruit individuals for these positions. The committee shall consist of board members who are not seeking re-election for the upcoming term and participants from the general membership. If appropriate candidates are found, they will be presented to the general membership. The membership will vote for or against the candidates, not between candidates.
- B. If in filling one or both Special Board Positions, there is no longer a farmer majority, then special farmer veto rules apply.

Section 5.4: Special Farmer Veto Rules

The special farmer veto rules apply only, when due to filling the Special Board Positions, a farmer majority no longer exists. Any motion may be vetoed by a simple majority of farmer board members. If there are insufficient farmer board members present to constitute a simple majority, any individual farmer may table a motion until the next regularly scheduled board meeting. Motions may be tabled for one meeting only.

Section 5.4: Vacancies

Whenever a vacancy occurs in the Board of Directors, other than from the expiration of a term of office, the remaining Director shall appoint a member to fill the vacancy until the next annual meeting of the members.

Section 5.6: Board Meetings

In addition to the meetings mentioned above, regular meetings of the Board of Directors shall be held quarterly, or at such other times and at such places as the Board and/or President may determine.

Section 5.7: Special Meetings

A special meeting of the Board of Directors shall be held whenever called for by the President or by a majority of the Directors. Any and all business may be transacted at a special meeting. Each call for a special meeting shall be written or through oral contact.

Section 5.8: Notice of Emergency Board Meetings

Oral or written notice of each meeting of the Board of Directors shall be given to each Director by or under the supervision of the Secretary of the Association not less than 48 hours prior to the time of the meeting, but such notice may be waived by all the Directors, and appearance at a meeting shall constitute a waiver of notice thereof.

Section 5.9: Compensation

The compensation, if any, of the members of the Board of Directors shall be determined by the members of the Association at any annual or special meeting of the Association.

Section 5.10: Quorum

A quorum will be reached when 51% of the Board members are present.

Section 5.11: Removal of Board Members

Fifty-one percent (51%) of the Board of Directors, at a board meeting, can suspend a Board member until the next special meeting where the general membership votes. The suspended Board member has the right to be present and heard at the meeting at which his or her removal is considered.

Section 5.12: Removal of a Non-Performing Board Member

The Board can remove, by simple majority of those present, a board member who misses two consecutive board meetings.

ARTICLE VI. : Duties of Directors

Section 6.1: Management of Business

- A. The Board of Directors shall have general supervision and control of the business and the affairs of the Association and shall make all rules and regulations not inconsistent with law or with these bylaws for the management of the business and the guidance of the members, officers, employees, and agents of the association. A majority vote of members of the Association can override decisions made by the Board.
- B. The Board shall have installed an accounting system which shall be adequate to the requirements of the business and it shall be its duty to require proper records to be kept of all business transactions.
- C. The Board shall have the power to employ, or contract with a Market Director and decide her/his duties and fix her/his compensation.

Section 6.2: Fiscal Review

At least once in each year, the Treasurer shall secure the services of a competent and disinterested public auditor or accountant, who shall make an accurate review of the books and accounts of the Association and render a report in writing thereon, which report shall be submitted to the members of the Association in a newsletter. This report shall include at least: (1) a balance sheet showing the true assets and liabilities of the Association; (2) an operation statement for the fiscal period under review which shall show the revenues, costs of services, and include a statement of all expenses for the period under review.

Section 6.3: Financial Management

The Board of Director shall have the power to select one or more banks to act as depositories of the funds of the Association and to determine the manner of receiving, depositing, and disbursing the funds of the Association and the form of checks and the person or persons by whom they shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will.

ARTICLE VII: Duties of Officers

Section 7.1: Duties of President

The President shall: (1) Preside over all meetings of the Association and the Board of Directors; (2) call all meetings of the Board of Directors; (3) perform all acts and duties usually performed by an executive and presiding officer; and (4) sign all papers of the Association as she/he may be authorized or directed to sign by the Board of Directors. The President shall perform such other duties as may be prescribed by the Board of Directors.

Section 7.2: Duties of the Vice President

In the absence or disability of the President, the Vice President shall perform the duties of the President and shall chair the long-range planning committee.

Section 7.3: Duties of the Secretary

The Secretary shall: (1) take all minutes of all Annual, Special, and Board meetings; (2) co-sign all papers of the Association as she/he may be authorized or directed to co-sign by the Board of Directors.

Section 7.4: Duties of the Treasurer

The Treasurer will make periodic inspections of the books and records of the financial transactions of the association. He/she will present a summary of the financial standings of the Association to the Board of Directors at regular meetings. The Treasurer will ensure that the services of an outside auditor or accountant are secured for annual impartial inspections of the financial records.

ARTICLE VIII: Committees

Section 8.1: Formation of Committees

The Board of Directors may, in its discretion, appoint such committees as may be necessary.

Section 8.2: Executive Committee

The Board of Directors may designate an Executive Committee to exercise interim or other stated authority of the Board except as to matters involving long-range policies or unusually large expenditures. The committee must consist of at least four Board of Directors, including the President, Secretary, and Treasurer. Any action by the Executive Committee shall require the affirmative vote of at least three of its members and must be reported to, and ratified by, the Board of Directors at their next meeting. The Executive Committee shall not operate to relieve the Board of general supervisory responsibilities in the management of the Market.

ARTICLE IX: Capitalization Fund

This Association shall establish and maintain a revolving fund for the purpose of acquiring and maintaining adequate capital to finance its business.

ARTICLE X: Fiscal Year

The fiscal year of this Association shall commence on the first day of January each year and shall end of the last day of December.

ARTICLE XI: Amendments

If notice of the character of the amendment proposed has been given thirty (30) days prior to the date at which the amendment will be considered, these bylaws may be altered or amended at any regular or special meeting of the members by the affirmation vote of a majority of members present.

ARTICLE XII: Notices

Section 12.1: Form; Delivery

Whenever, under the provisions of law, the Articles of Incorporation, or these Bylaws, notice is required to be given to any Director or member such notice may be given in writing, by mail, addressed to such Director or member at his or her post office address as it appears on the records of the corporation. Such notice shall be deemed to be given at the time it is deposited in the United States mail, postage prepaid. Notices may also be given personally, or by telephone or telegram.

Section 12.2: Waiver

Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent to such notice. In addition, any member who attends a meeting without protesting at the commencement of such meeting the lack of notice thereof to him or her, shall be conclusively deemed to have waived notice of such meeting.

ARTICLE XIII: Corporate Finances

Section 13.1: Deposit of Funds

All funds of the corporation not otherwise employed shall be deposited in such banks or trust companies as the Board shall determine.

Section 13.2: Checks

All checks, drafts, notes, and evidences of indebtedness of the corporation shall be signed by the Treasurer, or in his or her absence, by the President plus one other Board-approved person.

ARTICLE XIV: Compensation; Contracts

Section 14.1: Compensation

Any director or officer or employee or contractor of the corporation is authorized to receive reasonable compensation from the corporation for services rendered to the corporation when authorized by the Board. No director of the corporation may receive compensation merely for acting as a member of the Board; provided, however, directors may be reimbursed for their actual expenses incurred while serving the corporation or carrying out their duties.

Section 14.2: Contracts with Directors and Officers

No director or officer of the corporation shall be interested, directly or indirectly in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract shall be authorized by the Board of Directors and unless the fact of such interest shall have been disclosed or known to the Board at the meeting at which such contract is so authorized. The interested director shall not vote on any such contract, but his or her presence shall be counted for purpose of determining the existence of a quorum.

ARTICLE XV: Corporate Seal

The corporate seal of the corporation shall be circular in form and bear the words and figures "Bellingham Farmers Market Association, 1998". The form of such seal shall be subject to alteration by the Board.

Adopted this _____ day of _____, 19____, by affirmative vote of the Board of Directors of the Bellingham Farmers' Market Association.

President

Secretary

CERTIFICATION

I certify that the foregoing document consisting of _____ pages was duly adopted by the Board of Directors of the **BELLINGHAM FARMERS MARKET ASSOCIATION** at a proper meeting duly called for such purpose and at which a quorum was presented.

Dated: _____

Secretary