

GUIDING PRINCIPLES OF THE BELLINGHAM FARMERS MARKET ASSOCIATION

1. Prioritize, in all decision-making, the interests of local, sustainable agriculture, and educate the public about agricultural concerns.
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. Study the needs of Association members, and promote their general welfare and mutual benefit.
6. Foster member participation in the organization at all levels to encourage a broad and transparent conversation about the mission and direction of the Association.
7. Create an environment for our community to gather and participate in local culture and commerce.

BYLAWS OF THE BELLINGHAM FARMERS MARKET ASSOCIATION Revised March, 2019

ARTICLE I. Mission

The purpose of this Association is to further the mission of the Bellingham Farmers Market:

"The Bellingham Farmers Market supports local sustainable agriculture by connecting the public with

local farmers, artisans, and other producers in an economically viable marketplace."

ARTICLE II. Form of Organization and Membership

Section 2.1: The Association is a membership organization established under the laws of Washington State as a non-profit corporation. Membership is open to residents of Whatcom and Skagit Counties without regard to race, creed, color, religion, gender, sexual orientation, disability or age.

Section 2.2: Membership

The members will be classified as follows:

A. VENDOR MEMBERS

FARMERS

Farmers are those selling fresh products, including fresh fruits and vegetables, herbs, nuts, honey, dairy products, eggs, poultry, mushrooms, meats, fish and other seafood, fresh flowers, nursery stock, wreaths and plants. Farmers may also sell food products made from raw ingredients grown, foraged or fished by the seller.

PROCESSED FOOD VENDORS

Processed Food Vendors are vendors offering food products that they have processed themselves. These products may be prepackaged or sold for immediate consumption.

CRAFTERS

Crafters are those who craft with their own hands the products they offer for sale at the Farmers' Market.

SERVICE PROVIDERS AND MISCELLANEOUS

Service Providers and Miscellaneous are vendors offering special services and other non-food items to customers, such as massage, face painting, etc.

All vendor members have voting privileges

B. OTHER MEMBERS.

1. Honorary members:

Persons who have rendered notable service to the Bellingham Farmers' Market Association, to agricultural interests in general and who, by unanimous vote of the members present at any annual or special

membership meeting, shall be elected to honorary membership. Honorary members shall pay no dues to the Bellingham Farmers' Market.

2. Supporters, Patrons and Friends of the Market members:

Sponsors from businesses, and other interested persons willing to support the Market and pay annual dues.

3. Membership is also open to a limited number of farms selling fruits and vegetables from other Washington counties that cannot be grown in Whatcom or Skagit counties in reliable quantity. These members pay annual dues.

Other Members do not have voting privileges.

Section 2.3: Suspension or Termination

Members who do not abide by the rules of the market as defined in the Bellingham Farmers Market Vendors Handbook, or who fail to pay membership fees and dues may be suspended or terminated.

Section 2.4: Length of Membership

Membership is renewable annually on January 31 of each year.

ARTICLE III. Dues

Section 3.1: Application for Membership

Dues are payable at the time of application for and renewal of 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 determined by the Board of Directors. Dues shall be delinquent after January 31, at which time delinquent members shall be suspended.

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.

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 electronic notice of every annual and special meeting of members shall be transmitted to the last recorded contact address 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.

Section 4.4: Voting Members

All vendor members shall be entitled to a vote at any annual or special meeting of the membership. 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 members. A simple majority vote will decide all actions.

Section 4.5: Quorum

The quorum for the annual or any special meeting of the membership shall be 30% of the voting membership actually present; provided, however, elections to the Board shall not be postponed for lack of a quorum. Once a quorum has been established, the quorum will be presumed for the remainder of the meeting, even if some members depart.

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. Reports of Officers
5. Reports of Committees
6. Unfinished Business

7. New Business
 8. 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 (using Robert's Rules of Order Revised) shall govern all debates, when not in conflict with these bylaws.

ARTICLE V: Directors and Officers

Section 5.1 Number and Qualification of Directors

The Association shall have a Board of Directors consisting of nine (9) members with at least (5) directors being vendors, and of these five vendor directors, at least three (3) being farmers. The remaining four (4) Board positions shall be considered at large and may be filled by vendors or community representatives (nonvendors).

Section 5.2: Election of Directors and Terms of Office

Directors shall be elected at the Annual Meeting. The newly elected directors will assume their responsibilities upon the completion of the annual meeting at which they are elected. Directors shall be elected for terms of three years. The terms of office of the directors shall be staggered on a three-year cycle with 3 terms expiring in YR1, 3 in YR2, and 3 in YR3.

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.
2. Each candidate will be asked to submit a brief biography. These will be sent to the Market Director for dissemination to the membership in advance of the meeting.
3. Candidates for the board should attend and give a brief presentation at the meeting.
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 individual representing the business entity 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. Election documents will be saved for no less than three years by the Association

Section 5.3: 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 of his or her successor, unless earlier removed by death, resignation, or for cause.

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 Directors shall appoint a member to fill the vacancy until the next annual meeting of the members.

Section 5.5: Board Meetings

Board of Directors meetings shall be held at least four times a year. In addition to regularly scheduled Board meetings, special emergency meetings may be held whenever called for by the President or by a majority of the Board.

Section 5.6: Notice

Oral, written or electronic notice of each regularly scheduled or special emergency meeting of the Board of Directors shall be given to each Director not less than 48 hours prior to the time of the meeting, but appearance at a meeting shall constitute a waiver of notice thereof.

Section 5.7: Quorum

A quorum will be reached when the majority of the Board members, including at least three (3) vendors, is present.

Section 5.8: Suspension and Removal of Board Members

A majority vote of the Board of Directors may suspend a Board member until the next annual 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. The Board may remove by majority vote, 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 consistent with law and 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 maintain an accounting system which shall be adequate to the requirements of the business and it shall be the Board's duty to require proper records to be kept of all business transactions.
- C. The Board shall have the power to hire a Market Director, 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 published to the members of the Association. 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.

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) perform all acts and duties usually performed by an executive and presiding officer; and (3) 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.

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 a competent and disinterested public auditor or accountant are secured for annual review and report on 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 Executive Committee shall consist of the President, Vice-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: Reserve Fund

This Association shall establish and maintain a reserve fund for the purpose of 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

These bylaws may be amended at any regular or special meeting of the members by the vote of a majority of members present. Notice of the amendment proposed shall be given thirty (30) days prior to the date at which the amendment will be considered.

ARTICLE XII: Notices

Section 12.1: Form; Delivery

Whenever, under the provisions of law 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 address as it appears on the records of the Association. 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 electronically.

Section 12.2: Waiver

Whenever any notice is required to be given under the provisions of law 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: Financial Management

Section 13.1: Deposit of Funds

All funds of the Association 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 Association 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 Association is authorized to receive reasonable compensation from the Association for services rendered to the Association when authorized by the Board. No director of the Association 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 Association or carrying out their duties.

Section 14.2: Contracts with Directors and Officers

No director or officer of the Association 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.

Adopted this 25th day of March 2019, by a majority vote of the membership of the Bellingham Farmers Market Association.