

BYLAWS

WINCHESTER/CLARK COUNTY FARMERS' MARKET

Updated Bylaws 2018

ARTICLE I: NAME AND PURPOSE

The name of the organization shall be the Winchester/Clark County Farmers' Market, Inc. d.b.a. The Winchester/Clark County Farmers' Market (WCCFM).

The purpose of this association shall be to stimulate and facilitate the production and marketing of quality, locally-grown and/or produced, and/or value-added agricultural products to the Winchester / Clark County community for the economic benefit of WCCFM membership and general welfare of the community.

ARTICLE II: MEMBERSHIP

2.1 **Categories:** Any person, family, business, or organization in support of the WCCFM may become a member. Membership is of three categories: Clark County Producers (Producers), Neighbor-Producers (Neighbors), and Friends-Supporters of the Market (Friends). Producers will consist of growers, farmers, producers, and gardeners who grow and/or produce their products in Clark County, Kentucky. Neighbors meet the requirements of Producers, except they grow and/or produce their products in a county contiguous to Clark County. Friends consist of anyone or any organization in support of WCCFM.

The Board of Directors of WCCFM shall establish procedures, subject to approval at a membership meeting, for reviewing and approving applications of membership. The organization shall not discriminate by gender, race, color, age, disability, sexual preference, religion, or national origin.

2.2 **Rights of Membership:** Rights apply only to members in good standing. Producers have full privileges: voting, marketing, office holding, and committee service. Each producer may cast one (1) vote.

Neighbors may vote, market, and serve on committees but not hold office. Friends may serve on committees and provide support and advice to the organization, but have no rights of voting or marketing.

Each member (Producers, Neighbors, or Friends) shall receive reports of each Board or membership meeting, including any financial reports made at the meeting.

Any Producer that has been in good standing for one (1) year may run for election to the Board of Directors or to an office. No member may have more than one (1) member of his/her family (*related by blood or marriage*) serving on the Board of Directors at the same time. In "good standing" shall be defined as current on dues and compliant with rules.

2.3 **Responsibilities:** Members shall be attentive to official communications from the organization. Producers and Neighbors will sign and agree to comply with market rules before marketing.

The Board of Directors shall set membership fees and dues, subject to a majority vote of members in attendance at a membership meeting.

2.4 **Termination and Reinstatement:** The Board of Directors shall establish grounds for discipline, expulsion, and reinstatement of members.

ARTICLE III: MEMBERSHIP MEETINGS

3.1 **Meetings:** The Board of Directors (Board) shall convene an annual membership meeting of WCCFM in January or February of each year. The Board may convene other regular membership meetings, with

due notification to the membership, which includes the agenda. The President shall convene, with due notification of the membership, a special membership meeting after receiving a written petition from 20% of the members; said meeting shall be held within one (1) month of receiving the petition unless clearly stated otherwise in the petition. No other business shall be transacted at such special meetings other than that specifically stated in the written petition and call for the meeting.

All meetings require written minutes. Those minutes must include place, date, time, attendance (*by name*), disposal of minutes, agenda, nominations of actions and seconds, votes, summary of actions taken with nominations, committee and officer reports, recesses, and adjournment. Any business may be conducted at annual and regular membership meetings, with any changes to the agenda approved by majority vote of those attending.

- 3.2 **Quorum:** A membership meeting must have in attendance the majority of the Board of Directors plus at least sufficient other members to carry a majority vote over a block-vote by the Board. Proxy cannot be used to satisfy the quorum. Any official business of WCCFM requiring a vote for action cannot be conducted without the quorum present. Should the quorum be lost after the meeting has been convened, the meeting must be adjourned immediately; with the minutes reflecting the adjournment was due to loss of quorum.
- 3.3 **Meeting Notification:** Notice of each meeting shall be sent to the last known electronic or postal address of each member at least one week in advance of the meeting, earlier when feasible.
- 3.4 **Decision Making:** The Board of Directors and membership shall strive to achieve consensus on all decisions but the majority of those voting shall constitute approval of decisions except as otherwise provided in these Bylaws.

ARTICLE IV: ELECTION OF BOARD OF DIRECTORS AND OFFICERS

- 4.1 **Numbers and Nomination:** The WCCFM will have a Board of Directors (Board) consisting of four (4) officers (President, Vice President, and Secretary and Treasurer). The Board shall solicit nominations for the Board at least one (1) month prior to each annual meeting. The Board may have advisors from the membership (Producers, Neighbors, and Friends) or others. These advisors have no voting rights on the Board.
- 4.2 **Selection and Terms:** To be eligible to serve as Director, a Board Member must be a Producer Member in the WCCFM in good standing. No person on the Board of Directors may serve with another member of her/his family (*marriage or blood*).

Officers of WCCFM (President, Vice-President, and Secretary and Treasurer) will be nominated from among Producer Members and elected by a majority of those members voting at the annual meeting. Each Officer's term shall be one (1) year, beginning immediately following the election and ending at the following annual meeting. There is no limit on the number of sequential terms for Officers or Board Members.

ARTICLE V: BOARD OF DIRECTORS (BOARD)

- 5.1 **Duties and Authority:** The Board of Directors shall coordinate and direct the operations of the organization. The Board shall develop proposals for policies for management of the WCCFM. These policies, and subsequent changes in policies, shall be submitted for approval by vote at a membership meeting.

The Board may establish standing and temporary committees by appointing members or non-members of the WCCFM.
- 5.2 **Composition:** The Board of Directors shall consist of four (4) officers (President, Vice President, Secretary, and Treasurer).

- 5.3 **Meeting Quorum:** The Board of Directors shall convene either a board meeting or a membership meeting at least three (3) times per year, in addition to the annual meeting. A meeting of the Board must have a quorum of all four (4) Directors in direct, real-time communication, either by person or by conference call/speaker phone. Minutes of all board meetings must be maintained.
- 5.4 **Removal of Directors - Filling Vacancies:** Any member of the Board of Directors who is absent from two consecutive board meetings without a justified excuse may be removed from their position by the Board of Directors. Removal will require notification of the full membership in writing within two weeks of the Board's action. Any Board position vacated for any reason during the term shall be filled expediently by appointment by the Board of Directors of the organization for the length of the expired term.
- 5.5 **Indemnification:** Directors and former directors shall have the full range of indemnification authorized under county, commonwealth, and federal law. The Corporation shall also be authorized to purchase and maintain insurance for further protection of its Directors and former Directors.

ARTICLE VI: OFFICERS

The officers of the WCCFM shall be President, Vice President and Secretary, and Treasurer. The officers shall be selected from among the Produce Members with approval of the majority membership voting at the annual meeting.

6.1 **President shall:**

- Convene Board and membership meetings, as required in section 3.1 and 5.3 of these Bylaws.
- Prepare agendas for and preside over all meetings of the organization.
- Ensure that the Articles of Incorporation and Bylaws are executed and that all officers of the organization properly discharge their duties.
- Serve as the official media and public relations representative for the organization.
- And, may delegate responsibilities for specific events or time periods (*with approval of the delegated*), yet the President remains responsible for the actions of said delegate.

6.2 **Vice President shall:**

- Assist the President and act as presiding officer in the absence or disability of the President.
- In the event of a vacancy of the office of President for any reason, the Vice President shall assume the office of President to complete the term, with the Board appointing a new Vice President.

6.3 **Secretary shall:**

- Maintain all records of the organization and documentation of administrative, and program business of the Board of Directors.
- Provide meetings reports to the Board and remind the Board of unfinished business indicated in those records.
- Provide reports to the membership of organizational functions and actions of the Board of Directors.
- Maintain a list of members in good standing, with their current information (*names, addresses: postal and/or electronic, phone numbers, and membership category and status*).

6.4 **Treasurer shall:**

- Maintain all financial records of the organization and documentation of administrative, and program business of the Board of Directors.
- Keep the Board of Directors informed of the organization's financial status with full financial reports at least quarterly.
- Prepare and present a full financial report at the annual meeting, and at other meetings if directed by the Board of Directors.
- Notify those members who are in arrears with dues and fees.
- Be responsible for the filing of tax and other legal documentation of the organization.

If the office of Secretary or Treasurer becomes vacant for any reason during the term, the Board shall fill it expediently for the length of the expired term by appointment of an eligible Producer Member.

ARTICLE VII: AMENDMENTS

The Bylaws of this organization may be amended at a membership meeting by a two-thirds majority vote of the voting members. The meeting's call and advance agenda must clearly state that the bylaws are subject to change at the forthcoming meeting. Members absent from the membership meeting shall be allowed to vote in advance of said meeting by signed ballot or signed proxy, but all advanced votes and proxies are to be announced after the votes of those present at the meeting.