

Washington State Farmers Market Association (WSFMA) BYLAWS

ARTICLE 1: PURPOSE

The purpose of the WSFMA is to encourage and establish successful farmers markets in Washington State. We feel that farmers markets are significant means to two social ends. A farmers market where a grower can sell directly to the consumer is perhaps the small farmer's best opportunity to profit from their land and efforts, and a farmers market where consumers can talk directly to the grower, get the freshest produce possible, and experience the health-giving effects of that freshness, is the consumer's best access to quality.

ARTICLE 2: MEMBERSHIP

SECTION 1: Farmers Markets – The Association shall have as its members farmers markets (a farmers market is defined as a group of at least five farmers who meet regularly to sell to the public their fresh products, and who are actively seeking to include more farmers) that pay annual dues as established by the corporation, and observe the standards of the corporation. Each member market shall have one vote.

SECTION 2: Associate Members – An associate member is a person or organization other than a farmers market that pays annual dues as established by the corporation and supports the goals of the Washington State Farmers Market Association. The associate member shall not be a voting member, unless elected to the Board of Directors.

SECTION 3: Regular Annual Meeting – The Annual Meeting of the membership shall be held during the first three months of each year.

SECTION 4: Notice of Meetings – Written or printed notice of every regular and special meeting of members shall be mailed to each member not less than ten (10) days before such meeting. Such notice shall state the object(s) 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.

ARTICLE 3: BOARD OF DIRECTORS

SECTION 1: Powers - The Board shall be responsible for establishing policies of program development and overseeing the management of the business affairs of the corporation.

SECTION 2: Number and Term – The Board of Directors shall consist of nine members. All Board members must be members or Associate members in good standing of the Association, as defined in Article 2. A maximum of three (3) Board seats may be filled by Associate members. Each director shall serve a term of three years. The terms will be staggered so that three members will be elected each year. Two (2) alternates will be elected to serve one year terms. Each director shall serve until his or her successor has been elected and qualified.

SECTION 3: Election of Directors – All Directors shall be elected by a majority vote of the membership present at the Annual Meeting. Directors may themselves nominate prospective new board members. Nominations may be submitted by members by mail two weeks prior to the annual meeting, or at the meeting.

SECTION 4: Removal of Directors – Directors may be removed from office for cause and replaced until the next election by the Board of Directors. Three (3) unexcused absences by a member of the Board of Directors from duly called meetings of the Board of Directors in a 12-month period shall be cause for removal.

SECTION 5: Board Meetings –The Board of Directors shall meet a minimum of five times annually, or as deemed necessary. Special meetings may be called by the President of the Board of Directors.

SECTION 6: Quorum – Quorum shall consist of a simple majority of elected or appointed and acting Board members. Alternates may vote only if needed to make a quorum or majority.

SECTION 7: An Action of Directors without a Meeting – Any action required or permitted to be taken by the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by a majority of the Board. Any such written consent shall be inserted in the minutes.

SECTION 8: Vacancies – In the event that a seat on the Board becomes vacant, the Board shall have the authority to temporarily fill that vacancy until the next Annual Meeting. At the next Annual Meeting, the temporarily filled vacant seat shall be filled by a vote of the Membership for the duration of its term.

ARTICLE 4: EXECUTIVE AND OTHER COMMITTEES

SECTION 1: Executive Committee – The Board of Directors may establish an executive committee. The executive committee shall consist of three officers of the corporation elected by the Board. The executive committee may have and exercise the authority of the Board of Directors in the management of the corporation subject to review and approval of the Board at its next meeting.

SECTION 2: Other Committees – The Board may from time to time appoint such standing and ad-hoc committees as it deems advisable. Membership of these committees shall include Board members and other interested individuals. Power and responsibilities of such committees shall be determined by the Board.

SECTION 3: Minutes – Committees shall keep minutes of their meetings, report at regular Board meetings, and file their committee minutes as attachments to the minutes of the next regular Board meeting's minutes.

ARTICLE 5: OFFICERS

SECTION 1: Number – The officers of the corporation shall be a President, a Vice-President, and Secretary and Treasurer. The offices of Secretary and Treasurer may be combined into one office.

SECTION 2: Election and Term of Office – The offices of the corporation shall be elected annually by the Board at the first meeting of the Board after the Annual Meeting. Each officer shall hold office until the next Annual Meeting and until his or her successor shall have been elected and qualified unless he or she resigns or is removed.

SECTION 3: Removal – Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby.

SECTION 4: Vacancies – A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the President for the unexpired portion of the term.

SECTION 5: President – The President shall be the principal executive officer of the corporation subject to the Board's control, and shall supervise and control the business and affairs of the corporation.

SECTION 6: Vice President – The Vice President, in the event of death, disability or absence of the President, shall have all the duties and authority normally vested in the President of a corporation.

SECTION 7: Secretary – The Secretary shall keep a record of all the meetings of the Board of Directors.

SECTION 8: Treasurer – The Treasurer shall supervise the financial affairs of the corporation.

ARTICLE 6: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director or Officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a Director or Officer of the corporation, and his representative heirs, executors and personal representative, shall be indemnified by the corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding, in which he or she is made a party by reason of being or having been such a director or officer, except in relation to matters to which he or she shall be adjudged in such suit, action or proceeding to be liable for negligence or misconduct in the performance of duty: but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any law, agreement, vote of Board of Directors or otherwise.

ARTICLE 7: AMENDMENT OF BY-LAWS

These By-Laws may be altered or amended by a two-thirds vote of the membership present at the annual meeting whereof the proposed change has been given as an item of agenda for said meeting. Members unable to be present at said meeting may submit in writing their proxy at least one week prior to the meeting. Notice of specific language of proposed amendments to By-Laws must be mailed to the membership at least 17 days prior to the annual meeting.

ARTICLE 8: ACCOUNTING YEAR

The fiscal year shall be the calendar year.