

# Capital City Farmers Market Bylaws

## Article I. NAME

### Section I.01 Name

- (a) The name of the organization shall be the Capital City Farmers Market, Inc.
- (b) It shall be referred to as the CCFM throughout this document.

## Article II. MEMBERSHIP AND MEETINGS OF MEMBERS

**Section II.01 Qualifications.** Membership consists of vendors accepted to participate in the Capital City Farmers Market (which includes the outdoor, indoor, and Thanksgiving market season). Any person of the CCFM who wants to maintain membership must apply annually.

### Section II.02 Membership Classification

(a) Members are defined as follows:

*(i) Voting members — New members gain voting rights by (1) attending at least 6 markets in a given year, starting in May and ending at the end of April and (2) pay the current member fee. Returning vendors gain voting rights by (1) attending at least 6 markets in the previous year, (2) vending a minimum of 6 markets in the current year, and (3) paying their current membership fee.*

*(ii) Nonvoting members — attend less than six (6) markets and pay the annual member fee.*

*(iii) Nonmembers — do not pay a member fee.*

**Section II.03 Suspension or Termination.** The CCFM Board may expel members who do not abide by the CCFM Rules. The decision of the CCFM Board to expel a member must be a majority vote of the CCFM Board at a CCFM Board meeting. **Section II.04** All vendors must follow CCFM Bylaws and Rules.

**Section II.05 Annual Meeting.** The annual meeting of the CCFM shall be held in November.

**Section II.06 Special Meetings.** The CCFM Board shall schedule a special meeting of the membership at its discretion or when petitioned by a minimum of 20% of the voting members and must be warned at least two weeks in advance. **Section II.07** Notice of Meetings.

- (a) The Board shall provide written notice of every regular and special meeting.

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**(b)** The Board will take minutes at each meeting and make them available to the membership (with the exception of Executive Sessions).

### Section II.08 Voting Members.

**(a)** All members shall be entitled to one vote at any annual or special meeting of the CCFM. A family or partnership, which has one membership, shall be entitled to one vote at any annual or special meeting of the CCFM.

### Section II.09 Quorum.

**(a)** 25% of the CCFM voting membership shall constitute a quorum at any membership meeting.

## Article III. BOARD OF DIRECTORS

### Section III.01 Officers.

**(a)** The CCFM shall have a Board of Directors of five (5) CCFM members and a nonvoting community member.

**(b)** The officers shall consist of a president, vice president, treasurer, and secretary, who with a member-at-large, plus a nonvoting community member (selected by the CCFM Board), shall be known as a "Board of Directors."

### Section III.02 Election and Terms of Officers

**(a)** Officers shall serve staggered two-year terms.

**(b)** Member-at-large shall serve a one-year term.

**(c)** Officers are elected at the November annual meeting by a majority vote of a quorum of the members and will take office upon election.

### Section III.03 Vacancies.

**(a)** If a vacancy occurs in the CCFM Board, other than from the expiration of a term of office, the Board shall notify the membership and may:

**(i)** appoint a member to fill the vacancy until the next annual meeting of the members;

**(ii)** opt to allow the office to remain vacant until the next annual meeting of the members.

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Meetings of the CCFM Board shall be held monthly, or at such other times and at such places as the CCFM Board may determine. Board meetings will be warned to the membership.

### **Management of Business**

(a) The primary function of the CCFM Board will be to create and carry out policies of the market consistent with the Rules and Bylaws of the membership, as formally adopted at duly notified annual meetings.

(b) The CCFM Board shall have general supervision and control of the operation of CCFM, not inconsistent with law or with these bylaws for the management of the business and the guidance of the members, officers, and employees.

(c) The CCFM Board shall have the power to employ, or contract with, a market manager and decide her/his duties and fix her/his compensation.

(d) The CCFM Board shall have 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.

### **Section III.05 Fiscal Review**

(a) Once in each year, the Board shall appoint an internal audit committee, which shall include one Board member and two or more CCFM members, who shall make an accurate review of the books and accounts of the CCFM and write a report and submit it to the CCFM Board.

(b) This report shall include at least a balance sheet showing the true assets and liabilities of the CCFM, and an income statement showing revenues and expenses.

### **Section III.06 Financial Management**

(a) CCFM Board shall have the power to (1) select one or more financial institutions to act as depositories of the funds of the CCFM, (2) determine the manner of receiving, depositing and disbursing the funds of the CCFM, and (3) determine which board members shall be signatories to accounts holding CCFM assets.

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### Article IV. DUTIES OF OFFICERS

#### Section IV.01 President

- (a)** The President shall preside over all meetings of the CCFM;
- (b)** call all meetings of the CCFM Board;
- (c)** sign all papers of the CCFM as she/he may be authorized or directed to sign by the CCFM Board.
- (d)** The President shall perform such other duties as may be prescribed by the CCFM Board.

#### Section IV.02 Vice President

- (a)** In the absence or disability of the President, the Vice President shall perform the duties of the President;
- (b)** assist the President in the operation of the CCFM;
- (c)** Cosign all papers of the CCFM as she/he may be authorized or directed to cosign by the CCFM Board.

#### Section IV.03 Secretary

- (a)** The Secretary shall take all minutes of all Annual, Special and Board meetings;
- (b)** maintain complete and up-to-date CCFM minutes, and make these available to the CCFM membership;
- (c)** Cosign all papers of the CCFM as she/he may be authorized or directed to cosign by the CCFM Board.

#### Section IV.04 Treasurer

- (a)** The Treasurer will make periodic inspections of the books and records of the

financial transactions of the corporation;

(b) Present a summary of the financial standings of the corporation to the Board of Directors at regular meetings;

#### Section 1 V.05 Member at Large

a) The Member at Large shall attend meetings and assist with other board duties.

b) In the absence or disability of the Secretary, the Member at Large shall take meeting minutes

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### Article V. MARKET MANAGER

#### Section V.01 Duties

(a) The Market Manager shall be responsible to the CCFM Board and shall manage and coordinate the operation of the market according to the CCFM Bylaws, Rules and Market Manager job description as written by the CCFM Board.

(b) The CCFM Board shall provide an annual review of the market manager and of the job description.

(c) The Market Manager shall attend CCFM Board and membership meetings.

(d) The Market Manager shall maintain updated lists and data containing information on membership, attendance, market rules broken, gross sales, and seniority points.

#### Section V.02 Authority

(a) The Market Manager shall have the authority to enforce the CCFM's duly adopted Rules and Bylaws on behalf of the CCFM membership and Board. (b) The Manager will collect vendor and membership fees.

### Article VI. COMMITTEES

#### Section VI.01 Formation of Committees

(a) The CCFM Board may, at its discretion, appoint, on an ad hoc basis, committees, as it may deem necessary.

## **Article VII. RULE BOOK**

**Section VII.01** The CCFM Board will publish the Rules and Bylaws annually. Rules and Bylaws may be made and/or changed at the annual membership meeting or a warned special membership meeting.

## **Article VIII. NONDISCRIMINATION POLICY**

**Section VIII.01** The CCFM does not discriminate on the basis of race, color, national origin, sex, disability, religion, and sexual orientation or age in its programs, activities or in its hiring and employment practices.

## **Article IX. ANTI-HARASSMENT POLICY**

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**Section IX.01** It is the policy of the CCFM not to tolerate any sexual, physical, psychological or verbal harassment of our members or customers. Members committing any of the following acts will be subject to an investigation by the CCFM Board and disciplinary action if warranted, up to and including termination.

(a) Harassment encompasses a broad range of physical or verbal behavior which can include, but is not limited to: sexual abuse, physical or mental abuse, racial insults, derogatory ethnic jokes, religious slurs, taunting, or intending to provoke another person.

(b) In the event that any of our members or customers feel that there is a violation of this policy, he or she should immediately bring it to the attention of the CCFM Board for investigation.

## **Article X. INDEMNIFICATION**

**Section X.01** The CCFM shall indemnify and reimburse each former, current, and future board representative and officer for any claims or liability (including expenses and attorney fees actually and reasonably incurred) to which such person may become subject by reason of being a board representative or officer or by reason of his or her acts or omissions as a board representative or officer. Such indemnification shall be made only if it is determined by the CCFM Board that the board representative or officer acted in good faith and reasonable belief that his or her action was in the best interest of the Capital City Farmers Market. The foregoing shall

not be exclusive of any other rights to which board representatives and officers may be lawfully entitled.

## **Article XI. AMENDMENTS OF BYLAWS**

**Section XI.01** These Bylaws may be amended by a simple majority vote of the members' quorum present and voting at meetings, provided notice of proposed amendments is provided in writing and mailed (by U.S. mail or email) to all members two weeks in advance.