

Grand Rapids Farmers' Market

A 501(c)(5) Non-Profit Corporation

Bylaws

Revised: August 2017

Grand Rapids Farmer's Market a 501(c) 5 Non-Profit Corporation operates under the jurisdiction of the Minnesota Department of Agriculture and all members must follow the guidelines set by the state.

Market Operations

The Grand Rapids Farmer's Market is operated by the Board of Directors (Board) for the Corporation. The Board will be made up of the President, Vice-President, Treasurer, Secretary, Publicity Director, and one At-Large member. Officers will serve 2-year terms, with the President, Treasurer, Publicity Director, and At-Large member elected in even numbered years and the Vice-President and Secretary elected in odd numbered years.

The President, Vice President, Treasurer, and At-Large positions are not compensated. Market Manager and Secretary positions are compensated at a rate approved by market membership.

The Market Manager shall be a hired or contracted position, with said hiring or contracting to be done by the Board. The Market Manager may be, but is not required to be, a market member. If the Market Manager is also a vendor, market management duties shall take priority over his or her own vendor operations. The Market Manager shall attend Board meetings and member meetings.

Market Member Eligibility and Categories

Application of eligibility standards: All members who join or have joined the market, do so under the eligibility terms that were in existence at the time of their joining. Subsequent changes in eligibility requirements do not disqualify an existing market member. Existing members who allow their membership to lapse for one full year (from beginning of one market season to beginning of the next market season) shall revert to new member status.

Transfer of vendor membership: Membership is transferable under certain conditions: 1) A market member can add additional people to membership documents. All new individuals added under the membership of an existing member must comply with current by-laws. An individual under another's membership can then take over the membership without going through the membership application process and vote by membership. The one-year probationary period will apply to the new member, beginning at the time the prior member's name leaves the membership documents. 2) A market member can transfer membership to a new individual or individuals not previously involved with the market member's operation. All new individual(s) taking over a membership from an existing market member must comply with current by-laws. The one-year probationary period will apply to the new member, beginning at the time of the transfer of membership.

If current member eligibility guidelines are not met by new individuals seeking to join the market through an existing membership, either those to be added to an existing membership or those to receive transfer of

an existing membership, those new individuals must: a) apply to the market as new members with a request for an exception to current eligibility guidelines; b) be subject to a vote of membership; and c) be subject to a one-year probation period.

Geographic eligibility for all categories: Member production, gathering, and processing sites, and studios or workshops must be within the 50 miles radius of the market as defined in the Rules and Guidelines document. A Member's meat, poultry or dairy product that was **raised** within the geographic area and processed at any USDA or Minnesota Equal-To inspected facility is allowed.

Producers: Those who sell products grown, gathered, or raised by the member within 50 miles of the market. Products may include, but are not limited to: vegetables, fruits, meat, dairy products, eggs, honey, maple syrup, wild berries, wild rice, flowers, plants. "Raised by the member," when referring to livestock, means: animals born or hatched and raised on your farm; or animals owned by you and present on your farm from the point of day-old chick; or animals owned by you and present on your farm for a minimum of 45 days prior to slaughter.

Artisans/Crafters: Those who design and create non-edible products within 50 miles of the market.

Processors: Those who make or process a food product in their own or leased/rented facilities within 50 miles of the market. The food product may or may not include their own grown, gathered, or raised product.

Supporting member: is an interested member of the community who is a non-vendor and wishes to support the market. This member does not have voting privileges.

Prospective members who desire an exception to the eligibility guidelines may make their case in their membership application.

Prospective members must submit their application for membership to a vote by the market members at a regular or special meeting. The market members may consider factors such as, but not limited to: uniqueness, quality, and appropriateness of the product; and current mix of vendors and products at the market.

All new farmers' market vendors are subject to a one year probationary period before they attain full member status. Their full member status must be approved or denied by the voting membership before the beginning of the next market season.

If a new member fails to appear as a vendor at the Grand Rapids Farmers' Market for at least one market day during their probation year, their probation will be extended by one year if they choose to re-join the market.

Board Member Eligibility

To be eligible to hold the office of President, Vice-President, Treasurer, or Secretary, an individual must be a member of the market who is not in their probationary period.

In the event an officer is unable to fulfill the duties of his/her term, the remaining board members may appoint a member to serve in that position until the next election.

Meetings

The annual meeting of the membership of the Grand Rapids Farmers Market shall be held at the hour and date set by the board of directors. Notice shall be given by the secretary to all members of this association for the annual meeting, and for all regularly called meetings and special meetings. Notice shall be given to members at least 7 days in advance of any official meeting.

The president shall cause a special meeting of the membership to be called upon a written request of at least ten percent of the voting members, or upon a majority vote of directors. The notice of time, place, and purpose of such a meeting shall be given to all members within ten (10) days after the presentation of a petition or vote by the board to hold a special meeting. The special meeting shall be held within thirty (30) days after the presentation of a petition or vote by the board to hold a special meeting. Only business specified in the notice of the special meeting shall receive final action at said meeting.

During the market season, necessary votes may be held by clipboard at the market when a quorum of vendors are present. The issue to be voted must be presented in writing to all members at least one week prior to the clipboard vote.

A quorum shall be voting memberships in a number equal to 40% of the maximum number of vendors present at the highest attended market day during the previous season.

The latest edition of Roberts Rules of Order shall be the authority used to govern proceedings of the association, except when otherwise provided in standing rules or special rules.

Voting

One vote per membership.

Members in their probationary period have voice, but no vote.

No absentee votes.

No two members of the same family may be officers or Board members at the same time.

Officers will be elected at the first meeting of the year.

Fiscal Year

The fiscal year runs January 1 - December 31.

Annual Audit

The market membership shall annually appoint an audit committee consisting of three members not in their probationary period, to meet with the treasurer and conduct an audit of the market finances.

Vendor Conduct

The market membership shall establish a Code of Conduct for vendors.

The Rules and Guidelines shall be an official document governing vendor activities at the market. The Rules and Guidelines may be altered by a majority vote of a quorum of members present at any regular or special meeting.

Violations

The Market Manager has ultimate on-site authority to enforce all rules of the market. Refer to the Rules and Guidelines document for rules of the market.

The Market Manager may take any action deemed appropriate if a vendor does not follow the rules. The Market Manager has the right to request any vendor to immediately remove any merchandise deemed unacceptable. Membership fees and stall fees will not be refunded if a member is disciplined for a rules violation.

If a member has a formal dispute or complaint, it must be submitted to the Market Manager and/or Board of Directors in writing. The Board of Directors will address all formal complaints.

Open and wanton disregard for either state or local market rules may result in immediate expulsion from the Market by the Market Manager. Anyone expelled may appeal to the Board of Directors. Membership fees and stall fees will not be refunded if a member is expelled.

The Board may appoint someone to inspect participating member farms, gardens, or facilities to verify products sold at market are grown or produced by the member(s) within the 50-mile radius of the market and not brought in from elsewhere or purchased wholesale for retail use.

Amendment Policy

These bylaws shall be reviewed every two years. Members will be notified of any recommendations for changes. Bylaws may be amended by 2/3 vote of a quorum present at the next Market Meeting following such notification

Duties and powers of the elected Board of Directors

The Board may appoint permanent or temporary committees to address various market issues and needs.

Board members are obligated to disclose any conflicts of interest they may have in matters that come before the board. Disclosure may be noted in the board minutes, or may be a separate written disclosure from the board member. A board member shall recuse herself/himself from voting on a matter in which he/she has a conflict of interest.

The Board may meet outside of regularly called member meetings, to conduct business and tasks required of the Board by the bylaws and the Rules and Guidelines. A quorum for Board meetings shall be a majority of the Board.

President:

- Preside at meetings of this organization.
- Announce in sequence the business that comes before the group.
- State and put to vote all motions that arise.
- Enforce rules of debate that relate to order and decorum within the group, and conduct the meeting fairly.

- Declare the meeting adjourned.
- Approve the general outline of all publicity for the organization and grant interviews for news articles.

Vice-President:

- Fill in for the President when absent.
- Perform any other duties delegated by the President provided they are in compliance with the rules of this organization.

Secretary:

- Keep the minutes of all group meetings.
- Keep on file all committee reports.
- Keep the membership roll with addresses both postal and electronic and phone numbers.
- Make the minutes and records available to members upon request. Minutes should include: date, place and time of meetings; all main motions; seconds to the motions; all points of order; outcomes of votes; adjournment.
- Handle all correspondence necessary for the functioning of the organization with the approval of the members.
- Maintain record books in which bylaws, rules and guidelines, and minutes are entered with amendments to these documents properly recorded, and to have the current records on hand at each meeting.
- Maintain files for insurance premiums, governmental forms and any other information pertinent to the organization.
- Notify membership of each meeting at least 7 days prior to meeting and conduct the general correspondence of the organization.

Treasurer:

- Handle the funds of the organization and maintain the checkbook.
- Pay all the bills upon the order of the organization.
- Make a financial report at meetings.
- Collect membership dues.
- Make a deposit of funds collected on a timely basis.

Market Manager

- Open, close and preside over the market.
- Collect stall fees.
- Enforce market rules and guidelines.
- Have information available for anyone interested in joining the market.
- Be available for customer concerns or complaints.
- Keep a list of members including addresses both postal and electronic and phone numbers.
- * Other duties as described in "Manager Job Description" document.