

# **CORVALLIS-ALBANY FARMERS' MARKETS**

## **A NONPROFIT CORPORATION**

### **BYLAWS**

#### **ARTICLE 1 PURPOSE**

The specific purpose of this corporation shall be:

- 1) to develop and manage centralized markets to enable organic and conventional farmers to sell their produce and farm products directly to consumers.
- 2) to assist farmers with facilities, sites and services to aid in the distribution and selling of their agricultural products.
- 3) to collect and disseminate information concerning the direct availability of farm products to the consumer.
- 4) to inform farmers of the best methods of marketing their products
- 5) to encourage and assist young people to learn about environmentally sound agricultural practices.
- 6) to promote and sponsor fairs, shows, exhibitions, conferences and workshops for the general betterment of agriculture.

#### **ARTICLE II NAME**

The name of the corporation shall be Corvallis-Albany Farmers' Markets. The principal office of the corporation shall be in Oregon.

#### **ARTICLE III MEMBERSHIP**

Section 1. **GENERAL MEMBERSHIP:** Any person interested in promoting the goals of the organization may become a member upon application and acceptance by the Board of Directors and the payment of annual membership dues. The membership period shall be Jan. 1 to Dec. 31.

Section 2. **MEMBERSHIP DUES** All membership dues are payable to the Treasurer of the corporation.

Section 3. **VIOLATIONS, DISCIPLINARY PROCEDURES, SUSPENSION AND EXPULSION OF MEMBERS:** It is the intent of these bylaws that most violations of market guidelines and written policies will be resolved by the market director or other employees working directly with members to correct violation(s) within a reasonable period of time, given the nature of the particular violation(s), without initiating formal disciplinary procedures. Three or more directors may initiate disciplinary procedures leading to suspension or expulsion. A member may be suspended or expelled by the Board of Directors on the affirmative vote of two-thirds of all directors in office, after giving the member at least 15 days written notice by first class or certified mail of the potential suspension or expulsion and the reason(s) for the suspension or expulsion, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the suspension or expulsion. Details of such proceedings are to be kept confidential, and the vote of the board is final.

Section 4. **RESIGNATION:** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay membership dues, assessments or other charges theretofore accrued and unpaid.

Section 5. **REINSTATEMENT:** Upon written request by the former member filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds of the entire Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

#### **ARTICLE IV DIRECTORS AND OFFICERS**

Section 1. **GENERAL POWERS:** The affairs of the corporation shall be managed by its Board of Directors. The directors must be residents of the State of Oregon. At least seven directors must be members of the corporation, and up to three directors may be nonmembers who are active in the community and/or have expertise of value to the Association. The Board of Directors shall consist of Chair, Vice-Chair, Secretary, Treasurer and no more than 6 additional directors at large. Officers shall be elected by the Board to one-year terms at the first Board meeting that follows the annual membership meeting. Up to two persons under 18 years of age may serve in an advisory capacity to the Board in addition to Directors.

## Section 2: ELECTIONS AND TERMS OF DIRECTORS:

a) The Board of Directors shall be elected by the members of the corporation at the annual meeting, which takes place during the first three months of the year. A majority of those voting shall be required to elect each and every Board member. Voting totals shall be determined by those present at the annual meeting. Those not attending the meeting are allowed to submit their vote in writing to the Secretary, before the annual meeting. Notification of the time and place of the meeting shall be mailed not less than 7 days prior to the meeting. All members who do not attend the annual meeting or who fail to submit their vote in writing forfeit their right to vote for Directors in that particular year. There shall be no voting by proxy.

b) Nomination for the members of the Board may come from either a nominating committee or from the floor.

Section 3. VACANCIES: Whenever a vacancy occurs in the Board of Directors, other than from the expiration of a term of office, the remaining Directors may select a replacement to serve until the next regular or special membership meeting.

Section 4. REGULAR BOARD MEETINGS: The regular meetings of the Board of Directors shall be held at such time and place as the Board may determine. Notification of the regular meetings shall be mailed to each Director. Such notice shall be given at least 7 days before a regular meeting.

Section 5. SPECIAL BOARD MEETINGS: A special meeting of the Board of Directors shall be held whenever called by the Chair or two Directors. Notification of special meetings shall be mailed to each Director. Such notice shall be given at least 3 days before a special meeting.

Section 6. QUORUM AND ACTION: A quorum at a Board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present. Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7. COMPENSATION: Directors shall serve without compensation. Any compensation for expenses shall be approved at the discretion of the majority of the Board.

Section 8. INFORMAL ACTION BY DIRECTORS: Any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action shall be signed by all the directors.

Section 9. REMOVAL: Any member of the Board of Directors may be removed by a two-thirds vote of the membership voting at a special or regular membership meeting. Any member may initiate a vote to remove, but such vote may be taken only after the membership of the corporation has had at least 30 days notice and not more than 60 days written notice of the member's intention to initiate a vote to remove. The duty of notification shall rest upon the member or members seeking the vote to remove.

## ARTICLE V DUTIES OF THE BOARD OF DIRECTORS

Section 1. MANAGEMENT OF BUSINESS: The Board of Directors shall have general supervision and control of affairs of the corporation and shall make all rules and regulations not inconsistent with the laws of the State of Oregon or with these bylaws for the management of the business and guidance of the members and employees of the corporation. This shall include the power to levy fees for any services provided by the corporation for its members. This shall include obtaining bonds and insurances as needed, forming contracts and conducting the appropriate business activities required for a market. The Board of Directors shall have the authority to promulgate market guidelines and other policies to regulate the activities of members that the corporation conducts. The Board of Directors shall require proper records to be kept of all business transactions.

Section 2. EMPLOYEES: The Board shall have the power to employ or to authorize the employment of such employees or to contract for services as may be deemed necessary and to fix their compensation at a fair market or reasonable amount for the services rendered. The Board will hire a market director, who may hire any additional employees if authorized by the Board. The market director and any additional employees will be barred from sitting on the Board of Directors. They will serve at the pleasure of the Board and for due cause be removed by a majority of the Board. The responsibilities and powers of all positions will be delineated in position descriptions approved by the Board.

Section 3. AUDITS: From time to time and at least once a year the Board of Directors shall review the financial

records of the corporation. The Treasurer shall deliver a written statement on the financial affairs. At least once a year the Board of Directors may secure the services of a competent and disinterested public accountant to perform an audit.

#### ARTICLE VI DUTIES OF OFFICERS

Section 1. Chair. The Chair shall preside over all meetings of the members and of the Board of Directors, serve as judge of elections and perform all duties usually required of an executive and presiding officer.

Section 2. Vice Chair. The Vice Chair shall in the absence or in the event of disability of the Chair serve in his/her stead.

Section 3. Secretary. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; and (d) maintaining current and accurate membership lists.

Section 4. Treasurer. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors.

#### ARTICLE VII DISPOSITION OF ASSETS UPON DISSOLUTION

Section 1. In the event of the dissolution of this Association or in the event it shall cease to carry out the objectives and purposes herein set forth all the business, property and assets of the Association shall be distributed to a nonprofit charitable corporation as may be selected by the Board of Directors of the Association. This distribution shall be made only after all debts of the Association shall have been satisfied. In no event shall any of the assets or property of the Association be distributed to members either for the reimbursement of any sums subscribed, donated or contributed by such members for any other such purpose.

#### ARTICLE VIII AMENDMENTS TO BYLAWS

Section 1. These bylaws may be amended by two-thirds vote of the Board of Directors where a quorum is present. Notice of a meeting for amendment must be given to all board members in writing at least 14 days in advance.

DATE ADOPTED: March 5, 2001

SIGNATURE OF CORPORATE OFFICER: \_\_\_\_\_