

**YAKIMA FARMERS' MARKET
ASSOCIATION BYLAWS**

**ADOPTED JUNE 29, 1999
REVISED February 9, 2005**

This organization is established to provide agricultural education to the general populace, to improve the general business climate of downtown and other areas of the city and county, and to increase the economic viability of vitality of farmers, artisans, and other small business operators of the Pacific Northwest, with special focus on those in the Yakima Valley. We seek marketplace development serving culinary, agricultural, artistic, educational, cultural, musical, entertainment, nonprofit and other related interests of the community.

**ARTICLE I
NAME AND OFFICES**

- 1.1 Name: The name of the corporation is Yakima Farmers' Market Association (hereinafter referred to as the "Association".) Its principal office is located at A.E. LARSON BUILDING, LLC, Six South Second Street, Room 404, Yakima, WA 98901.

**ARTICLE II
MISSION AND OBJECTIVES**

- 2.1 Mission: The mission and objectives for which the Association is organized are to engage in activity to support Yakima Valley and other small and family-run farms and other independent businesses, and to create a vibrant, educational marketplace for the community benefit.
- 2.2 Objectives: We will fulfill this mission through farmers' market development where farmers, specialty food producers, artisans, restaurateurs, entertainers, educators and the entire complex of community people can gather regularly.
- 2.3 Cooperation: This organization is an independent, non-profit, non-partisan group created to provide for community education and economic vitality for the Yakima Valley and other parts of the Pacific Northwest, with support for its mission provided by agencies, non-profit organizations, business, individuals and others on a voluntary basis. We will cooperate with other organizations and agencies to enhance their efforts if compatible with our mission.

**ARTICLE III
MEMBERSHIP**

- 3.1 General Membership: The general membership is annual and divided into two classifications. The board of directors from time to time shall review all membership policies and set membership fees.
- a. Basic Membership (non-voting) shall consist of any individual, organization, agency or business that subscribes to the mission of the

Corporation, applies for membership and contributes to the financial support of the Association through dues or contributions. This membership entitles the member to the quarterly newsletter mailing only.

b. Full Membership (voting) shall consist of any individual, organization, agency or business that subscribes to the mission of the Corporation, applies for membership and contributes to the financial support of the Association through dues or contributions.

3.2 Vendor Membership: Vender membership shall consist of any individual or entity that subscribes to the missions of the Corporation, applies for membership and contributes to the financial support of the Association through dues or contributions. This category includes farmers, ranchers, fisherman, artisans, specialty food and prepared food vendors intending to sell at the Yakima Farmers' Market.

3.3 Voting Rights: Voting members are individuals, organizations, agencies, businesses or vendors that are dues paying members in good standing. All classes of membership, with exception of the basic membership, shall be entitled to one vote. All votes may be verbal or by written ballot with no proxy voting.

ARTICLE IV BOARD OF DIRECTORS

4.1 Powers: The board of directors shall manage the business and affairs of the Association and all corporate powers shall be held by or under the direction of the board. The board may refer specific matters to the membership for discussion and recommendation. The board shall make a yearly report to the membership at the annual meeting.

4.2 Number and Qualifications: The officers and directors shall constitute the board of directors, Nine (9) to fifteen (15) in total. All officers and directors must be voting members (3.3). There shall be between three (3) and eight (8) vendor members on the board.

4.3 Election and Term: At the annual meeting of the membership, the directors shall be elected for a three (3) year term. All board candidates must be present to accept a nomination at the annual meeting or have submitted in writing their desire to serve as a director.

a. The board will maintain a staggered term of directors. The elected board shall maintain in the following manner. Membership shall elect to the board of directors upon termination and expiration of terms served.

4.4 Resignation: Any resignation from the board of directors shall be in writing and delivered to the President or Secretary.

4.5 Removal: Any director may be removed for any reason by a two-thirds (2/3) vote of the board, provided the director has received written

notification at least fourteen (14) days in advance and is given the right to be heard at a meeting. Any director missing two (2) consecutive meetings with out prior agreement may have their position declared vacant and filled by the board. Moreover, no director shall miss more then three (3) meeting in total in any given year.

- 4.6 Vacancies: Any vacancy on the board shall be filled by a majority vote of the directors at the next meeting after receipt of a resignation letter or board decision to remove a director. Any director shall serve until the annual or special meeting, at which time the membership shall elect the board member to fill the remaining year(s) in that term.

ARTICLE V OFFICERS

- 5.1 Election and Term: The officers shall be elected by secret ballot at the first board meeting following the election of new board members. Each officer shall hold office for a period of one (1) year. The officers shall be president, vice president, secretary, treasurer and member-at-large.
- 5.2 Duties: All officers shall perform the specific duties as listed and such other duties as prescribed by the board.
- a. President: The president shall be the chief executive officer of the Association; oversee and control all Association activities; execute instruments and documents on its behalf; preside at all meetings of the Association; call special meetings of the board membership as judged necessary other than regular board meetings or the annual meeting; appoint chairs of all committees; serve as ex-officio to all committees; and perform other duties as are usually inherent in the office or as prescribed by the board.
 - b. Vice President: The vice president, in the absence of the president or in the event of his or her inability to act, shall perform the duties of the president with the same powers and restrictions, and shall have the prime responsibility for the program agenda of the Association.
 - c. Secretary: The secretary shall record and keep accurate minutes of all regular and special meetings of board and membership at the registered office of the Association and such other place as the board designates, and shall sign the same upon board approval. These records shall contain the time and place of the meeting, type of meeting, authorization and notification procedure, names of those attending as members, board or guests, and the excused and unexcused absences. The secretary shall keep a register of names and addresses of the membership in cooperation with the treasurer and finance chair.
 - d. Treasurer: The treasurer shall keep and oversee the keeping of all financial records of the Association in accordance with standard accounting procedures including the receipt and disbursement of all funds; submit a written report at all board and regular meetings of the

membership; and present a financial report to the annual meeting.

- e. Member-at-Large: The member-at-large shall be present at all executive committee meetings.
- f. Past President: The immediate past president shall act as mentor and advisor to the new president and board of directors.

5.3 Records: All original records of the Association shall be kept by the Association shall be kept by the appropriate officers and board members and shall be presented to their successor at the first regular meeting after the annual meeting.

5.4 Removal: Any officer may be removed from their position as an officer by a two-thirds (2/3) vote of the board, with or without removing them from their position as director. The board shall then elect by the following meeting, the individual to fill the vacant officer position.

ARTICLE VI BOARD MEETINGS

6.1 Time and Place: The board of directors shall meet usually on a monthly basis at a regular time and place set by the board. The first meeting of the new board shall be held within thirty (30) days after the annual meeting. All board meeting are open meetings with date, time and place regularly announced.

6.2 Special Meetings: Special meetings of the board may be called by the president or any two (2) board members for any purpose and may be held upon receipt of forty-eight (48) hours notification in person or by telephone. The notice shall state the purpose of the special meeting and no other business shall be transacted unless by written consent of all directors.

6.3 Quorum: A majority of all directors shall constitute a quorum for the transaction of business.

6.4 Adjournment: A majority of all the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time, place and date of the adjourned meeting shall be given to the directors at least forty-eight (48) hours prior to the adjourned meeting unless a director waives or consents to the adjourned meeting.

6.5 Action Without A Meeting: Action on items that need to be handled on a time-sensitive basis may be conducted by phone poll vote of all members of the board of directors.

ARTICLE VII MEMBERSHIP MEETINGS

7.1 Annual Meeting: There shall be one annual meeting for the membership held during January or for the purpose of electing directors and reviewing the financial statement for the past year. Other business may be

transacted as stated on the mailed agenda. Any vendor or consumer member in good standing as of October 31 of the previous year may vote at the annual meeting.

- 7.2 Special Meetings: Special meetings may be called from time to time for presentation of a special program. A meeting for discussion for membership or Association concerns may be called at any time by the president, four (4) directors or seven (7) members. Any vendor or consumer member in good standing may vote at said meeting.
- 7.3 Meeting Notices: Written notice of all meetings stating the date, time, place and type of meeting shall be mailed at least ten (10) days in advance to all members. In the case of special meetings, the notice shall contain the purpose of the meeting.
- 7.4 Quorum: At any membership meeting for which sufficient notice is given, the members present shall constitute a quorum.
- 7.5 Authority: All acts or decisions taken or made by the members present and voting at a membership meeting for which sufficient notice is given shall be binding act or decision for the membership.

ARTICLE VIII COMMITTEES

- 8.1 Standing Committees: Standing committees of the Association shall be: Finance, Membership, Personnel, Program, Publicity and Newsletter. The president shall appoint chairs of all standing committees by the first board meeting after the annual meeting. The chairs of said committees are responsible for recruiting committee members. The officers may also vote to appoint members to standing committees.
- a. Finance: The finance committee shall be responsible for establishing an association budget and a fund-raising calendar.
 - b. Membership: The membership committee shall be responsible for all membership activities and recruitment including an annual membership drive.
 - c. Personnel: The personnel committee shall be responsible for hiring and oversight of the manager; review of the manager job performance at least annually; and for making recommendations to the board on staffing levels. They shall also serve as a policy committee reviewing market rules and Association procedures and policies.
 - d. Program: The program committee shall be responsible for planning and presenting at the annual meeting and special membership meetings. They shall also be responsible for planning and executing market special events with staff help.
 - e. Publicity: The publicity committee shall be responsible for all media information and publicity of the Association activities and events

working with the chairs of the membership, personnel and program committees.

f. Newsletter: The newsletter committee shall be responsible for compiling, editing, labeling, and mailing of a regular newsletter.

8.2 Ad Hoc Committee: Ad hoc or special committees shall be appointed from time to time by the president or by majority vote of the board of directors.

8.3 Committee Duties: All standing or special committees shall meet on a schedule designed to facilitate the accomplishment of their responsibilities at all board and membership meetings when appropriate.

8.4 Nominations Committee: A nominations committee shall consist of two (2) appointed board members and three (3) other members, including on each of vendor, consumer and supporting members. They shall be responsible for recruiting a slate of directors at the annual meeting, and for presenting candidates to the board or the annual meeting when a director vacancy occurs.

ARTICLE IX EXECUTIVE COMMITTEE

9.1 Authority: The executive committee shall have the power to act on the business and affairs of the Association when time for action is a factor. Any action taken by the executive committee shall be reported at the next board meeting for ratification by the full board.

9.2 Number and Qualifications: The officers and one (1) director determined by the board shall constitute the executive committee.

9.3 Meeting and Quorum: The executive committee shall meet upon the call of the president or the vice-president if the president is unavailable. At least three (3) members shall constitute a quorum.

ARTICLE X INSURANCE AND INDEMNIFICATION OF DIRECTORS

10.1 Insurance: The Association shall purchase liability insurance for its activities. The board may also purchase errors and omissions insurance that protects the officers and directors in their roles as decision makers.

10.2 Indemnification: The Corporation shall indemnify and hold harmless each of its agents against expenses, fines, judgments, settlements and other amounts actually and reasonably incurred in connection with any proceedings arising from the fact that any such person is or was acting as an agent for the Corporation. An agent is defined as any officer, director, employee or other individual who is or was serving at the request of the Association.

10.3 Limitation: If any agent of the Association is found guilty of illegal action or unauthorized acts, the Association shall not indemnify against

expenses, fines, judgments, settlements or other amount incurred by such wrong doing.

**ARTICLE XI
FISCAL YEAR**

11.1 Fiscal Year: The fiscal year of the Association shall be from January 1 - December 31.

**ARTICLE XII
AMENDMENTS AND PARLIAMENTARY AUTHORITY**

12.1 Amendments: The board of directors shall have the authority to amend these bylaws by a two-thirds (2/3) vote of a quorum at any regular or special board meeting upon thirty (30) days notice of the amendment to the board. Ten (10) members may also propose amendment in writing at least thirty (30) days; in advance of an annual or special meeting, and an approved majority. Upon adoption of a new bylaw or amendment, it shall be recorded in the meeting minutes and a copy of the change shall be attached to the original bylaws as initially adopted until a revised bylaw is written.

12.2 Authority: The latest Roberts Rules of Order Revised shall govern the Association and the Board of Directors in all cases in which they are applicable and consistent with the Revised Code of Washington, RCW 24.03, The Articles of Incorporation, these bylaws and any rules of the Association.

12.3 Conflicts: In case of conflict, the Revised Code of Washington, RCW 24.03, the Articles of Incorporation, these bylaws and any rules of the Association take precedence to Roberts Rules.

Signed: _____ Attested: _____
Pete Pescador, President Donald W. Eastridge, Secretary

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