

Portneuf Valley Farmers Market Bylaws March 10, 2010

1. BYLAWS OF
PORTNEUF VALLEY FARMERS MARKET.

ARTICLE I

1. NAME AND OFFICES

- 1.1.Name: The name of the Corporation is Portneuf Valley Farmers Market, Inc.
- 1.2.Offices: The Corporation shall maintain in the state of Idaho a registered office and a registered agent.
- a) The principle offices of the Corporation shall be located at North Main, Pocatello, Idaho 83204.
 - b) The registered agent shall be the Treasurer.

ARTICLE II

2. PURPOSE

- 2.1.The Corporation shall be organized to engage in any lawful activity in connection with the marketing or selling of the agricultural and craft products of its members.
- 2.2.To promote the sale of agricultural products grown in the State of Idaho.
- 2.3.To provide a positive market experience and gathering place for market shoppers & vendors

ARTICLE III

3. MEMBERSHIP

3.1. Membership is vested in the business entities at the market. Each business entity has one vote

3.2. Classification of Membership:

a) The Association shall have two classes of members: Participating and temporary.

- Participating: A participating member may serve on the Board of Directors or on an adjunct committee. Participating members may attend the annual meeting and are entitled to vote.
- Temporary:
 - Temporary members may not serve on the Board of Directors.
 - Temporary members are not voting members.

3.3. Admission: Members shall be admitted to the Association upon acceptance of a completed and signed vendor participation agreement and membership dues in such amount as the Board of Directors may determine.

a) Acceptance may depend on ratios of vendor types, I.E. Crafter, Hot food, Baked or prepared food, or Produce; as set by the Board of Directors.

3.4. Transfer of Membership: Membership is not transferable or assignable.

3.5. Resignation: Any member may resign, but such resignation shall not relieve resigning member of the obligation to pay dues, assessments, or other charges therefore accrued and unpaid, and the Corporation shall not be liable to return any dues, assessments, or other charges in the event of resignation.

3.6. Suspension or Termination: Members are expected to provide high quality products and customer service. Because of the importance and necessity of these standards the Market Manager and Board of Directors will deal with violations of the Membership Agreement, Market Rules, Bylaws, State and Federal Regulations, failure to pay dues and fees, and/or failure to provide service time to the market. Membership may be suspended or terminated by a two-thirds vote of the Board of Directors.

3.7. Membership Meetings:

a) Annual meeting: There will be one annual meeting held after the regular Season of the Market. Typically within one month of the close of the market, I. E. in November. This is the meeting where the board of directors is elected and any amendments to the bylaws are voted upon.

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- b) **Special Meetings:** Special meetings of the General Membership may be called by the President or by written request signed by one-third of the directors then in office, or by written request signed by one tenth of the general members in good standing. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each member personally by telephone, by mail, or by email not less than fourteen days prior to the special meeting.
- c) **Spring Meeting:** A spring meeting prior to the start of the season may be scheduled. Notice of this meeting will be sent at least thirty days prior to the meeting.

ARTICLE IV

4. BOARD OF DIRECTORS

- 4.1. **Powers:** The affairs of the Corporation shall be governed by its Board of Directors.
 - a) The Board of Directors shall have power to hire, supervise and terminate the corporation's contractors and employees.
- 4.2. **Number:** The number of directors of the Corporation will consist of not less than five and not more than nine voting members, the exact number to be determined from time to time by the Board of Directors.
- 4.3. **Nomination and Election:** Directors shall be nominated by the general membership of the Corporation.
 - a) Directors shall be elected or re-elected by majority vote of the membership attending its annual meeting.
 - b) One third of the Directors shall be elected each year,
- 4.4. **Term:** The term of office for a director elected at the annual meeting shall be 3 years beginning in the January following election.
- 4.5. **Removal:** Any director may be removed, with or without cause, at a meeting called for that purpose, by a vote of two-thirds of the directors then in office.
- 4.6. **Resignation:** A director may resign by delivering his or her resignation to the president.
- 4.7. **Vacancies:** Any vacancy, including any directorship to be filled by reason of an increase in the number of directors, by resignation, removal, disqualification or death of a director, shall be filled by the affirmative vote of a majority of the

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- remaining directors and may be filled at a time other than the annual meeting.
- 4.8. Temporary Leave: A director may apply to the Board for temporary leave not to exceed six months. Temporary leave must be approved by a majority of a quorum of the Board. A temporary leave does not extend the length of the term of a director.
- 4.9. No Salary: Directors shall not receive any salaries for their Board services but may be reimbursed for expenses related to Board services.
- 4.10. Quorum and Action: A quorum at a Board meeting shall be a majority of all directors in office, excluding vacancies and directors on leave. If a quorum is present, action is taken by the affirmative vote of a majority of directors present. Where the law requires the affirmative vote of a majority of directors in office to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, such action is to be taken by that majority as required by law.
- 4.11. Voting by Proxy: There shall be no voting by proxy.
- 4.12. Regular Meetings: Regular meetings of the Board of Directors will be held no less than four times each year at such time and place as shall from time to time be determined by the Board of Directors.
- 4.13. Annual Meeting: The annual meeting of the Board of Directors shall be held each November or at a time designated by the President and at a place designated by the President.
- a) Elections of officers shall occur at this meeting.
 - b) This meeting can be held just after the general membership meeting .
- 4.14. Special Meetings. Special meetings of the Board of Directors may be called by the President or by written request signed by one-third of the directors then in office. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each director personally by telephone, by mail, or by email not less than ten days prior to the special meeting.

ARTICLE V
5. OFFICERS

- 5.1. Titles: The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer.
- 5.2. Nomination and Election: Officers shall be nominated by the Board Of Directors and shall be elected or re-elected by a majority vote of a quorum of the Board at the annual meeting in November.
- 5.3. Term: Officers shall serve for a term of one year or until their successors are duly elected, except that no officer shall be elected to the same office for more than five consecutive terms. Terms of officers begin in January following election.
- 5.4. Corporate documents: Upon leaving office all officers shall surrender any and all documents (other than copies) in their possession to their replacement.
- 5.5. Vacancy: A vacancy of the office of President, Vice President, Secretary, Treasurer or any other elected officer shall be filled not later than the first regular meeting of the Board of Directors following the meeting at which the vacancy was reported.
- 5.6. Other Officers: The Board of Directors may elect or appoint other officers and agents as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.
- 5.7. Removal: Any person elected or appointed by the Board may be removed from office by vote of a majority of the Board members then serving on the Board. Removal as an officer shall not necessarily mean removal as a Board member.
- 5.8. President: The President shall oversee the governance of the corporation,
- a) shall preside at all meetings of the Board and the Executive Committee
 - b) shall appoint the chair of each committee
 - c) shall appoint each Board member to a committee or committees
 - d) shall approve the appointment of any non-Board member to a committee
 - e) shall coordinate the Board's hiring, supervision, and termination of the Market Manager
 - f) shall see that all orders and resolutions of the Board of Directors are carried into effect.
 - g) shall be responsible for completing and submitting all necessary paperwork concerning the Corporation with the State of Idaho and the Federal

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Government, other than taxes.

- h) The President shall have the powers and duties that may be prescribed by the Board of Directors.

5.9. Vice President: In the absence of the President or in the event of her/his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of the President.

- a) The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

5.10. Secretary:

- a) The secretary shall cause to be recorded the minutes of all proceedings in a book to be kept for that purpose, and shall give, or cause to be given, notice of all Board meetings.
- b) The secretary shall keep a separate record of all motions made to the board other than to close the meeting.

5.11. Treasurer:

- a) The Treasurer shall have the responsibility for corporate funds and shall cause to be maintained full and accurate accounts of receipts and disbursements in books belonging to the Corporation.
- b) The Treasurer or her/his delegated agent shall have the responsibility for depositing all monies and other valuable effects in the name and to the credit of the Corporation in such places as may be designated by the Board of Directors. S/he shall perform all duties generally incident to the office of Treasurer and shall disburse or cause disbursement of funds of the Corporation when proper to do so.
- c) The Treasurer shall render to the President and Board of Directors at the regular meetings of the Board of Directors or whenever they require it an account of all the transactions as Treasurer and of the financial condition of the Corporation.
- d) The Treasurer shall chair the Finance Committee.
- e) The Treasurer shall be responsible for all end of year tax filings and associated paperwork. Including but not limited to:
- Federal tax filings
 - State tax filings
 - employee W-2's
 - contractor 1099's

ARTICLE VI
6. COMMITTEES

6.1. All committees shall have a Director as their chairperson.

- a) Committee members may be any:
- member, participating or temporary
 - interested person from the community.

6.2. Standing Committees:

- a) Executive Committee: The members of the Executive Committee shall be the President, Vice President, Treasurer and the immediate past President, who shall serve for no more than one year.
- The President may appoint one or more additional directors for a period not to exceed one year.
 - The Executive Committee shall have the power to exercise all of the powers of the Board between Board meetings, except those powers specified in Idaho Code 30-3-79 ; shall advise and counsel the Executive Director; shall initiate and coordinate performance reviews of the Market employees and or contractors; shall cause strategic, long-range planning to be done; and shall act as a Personnel Committee as needed.
 - A quorum of the Executive Committee is a majority of all Committee members.
 - Action may be taken by an affirmative vote of a majority of Committee members.
 - Executive Committee actions shall be reported in full to the Board of Directors at its next regular meeting.
- b) Finance Committee:
- The Finance Committee shall, among other duties, recommend the annual budget to the Board of Directors for its approval,
 - shall review the annual audit or year-end financial statement of the Corporation
 - shall recommend financial policies to the Board of Directors.
- c) The Finance Committee shall be chaired by the Treasurer.

6.3. Advertisizing committee.

6.4. Special events committee

6.5. Market Location committee

6.6. Crafts committee.

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- a) The crafts committee will consist of :
- at least Two Board members (one of which shall be a produce vender)
 - the market manager
 - other members as designated by the board.

6.7.Other Committees: The Board may designate additional standing, temporary, advisory and support committees and may invest such committees with such powers and responsibilities as it sees fit. All committees shall report periodically to the Board of Directors.

6.8.Committee Chairs: With the exception of the Finance Committee, the President, in consultation with the Board of Directors, shall appoint the chair of each committee. Each standing committee shall be chaired by a director.

6.9.Committee Members: Each standing committee shall have no less than two directors as members.

- a) In consultation with the committee chair, the President shall appoint the Board members of each committee.
- b) With the exception of the Executive Committee, committee chairs may recruit non-Board members to their committees subject to the approval of the President.

6.10.Terms: The term of a committee chair and a committee member shall be one year.

- Chairs and members may be appointed to successive terms.

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ARTICLE VII

7. MARKET MANAGER

7.1. Farmers Market Manager Duties, Responsibilities, and Authority.

- a) Determine layout of market
- b) Assign spaces
- c) Deal with complaints and concerns of vendors
- d) Handle market day issues
- e) The Market Manager shall have the Authority to remove or cause to be removed any Vendor, Customer, or person on the Market property.
- f) The Market Manager shall have the Authority to disallow any Vendor from selling at the Market (for the day, or pending Action from the Board of Directors), but only for cause.
- g) Open and close the Market.
- h) Be responsible for market day finances and provide the same with documentation to the treasurer.
- i) Receive daily and annual fees, safekeeping of those monies, m delivery of those monies and appropriate documentation to the treasurer.
- j) Other responsibilities as assigned by the Board Executive committee & communicated by the president or his designee. These will typically be listed in the Market Manager job description.

ARTICLE VIII

8. AMENDMENTS TO BYLAWS

8.1. These bylaws may be amended or repealed, and new bylaws adopted by the Board of Directors by an affirmative vote of at least two-thirds of all of the directors.

- a) All directors shall be provided notice of any proposed amendment to the bylaws no later than 10 days prior to the meeting at which the amendment will be considered.
- b) Such notice shall include a copy of the amendment.

ARTICLE IX

9. CORPORATE INDEMNITY

- 9.1. This corporation will indemnify its officers and directors to the fullest extent allowed by Idaho law as set forth in section Idaho Code 30-3-88 (as may be amended from time to time).

ARTICLE X

10. CORPORATE RECORDS AND REPORTS

- 10.1. Records. The Corporation shall maintain adequate and correct books, records and accounts of its business and properties. Except as otherwise provided by law, all such books, records and accounts shall be kept at the offices of the Corporation.
- 10.2. Certification and Inspection of Bylaws. The original or a copy of the bylaws and any amendments thereto, certified by the President, shall be open to inspection by the Board members in the manner and to the extent prescribed by law.
- 10.3. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.
- 10.4. Execution of Documents. The Board of Directors may, except as otherwise provided in the bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purposes or for any amount.

ARTICLE XI

11. TRANSACTIONS BETWEEN CORPORATION AND ITS DIRECTORS

- 11.1. Conflict of Interest Defined. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect economic or financial interest.
- 11.2. Transactions. No contract or other transaction between the Corporation and one or more of its Board members or any other corporation, firm, association or entity in which one or more of its Board members are members or officers or are

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financially interested, shall be either void or voidable because of such relationship or interest because such Board member or members are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because the votes are counted for such purpose if:

- a) The fact of such relationship is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; and
- b) The contract or transaction is fair and reasonable to the Corporation.
- c) The transaction otherwise complies with Idaho Code 30-3-81(as may be amended from time to time).

11.3.Quorum. Interested directors shall not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes or ratifies such contract or transaction.