

# PORT ANGELES FARMERS' MARKET BY-LAWS

## ARTICLE 1: PURPOSE

*The purposes and objectives of the Port Angeles Farmers' Market corporation, hereafter known as the corporation, are:*

To provide and support a functioning Farmers' Market in Port Angeles, where local farmers and artisans can offer their goods for sale directly to local consumers, and where consumers can buy farm and forest products and handmade crafts directly from those who produce them.

To foster small-scale entrepreneurial endeavors and utilization of our local resources.

To provide and support opportunities to educate the community about the immediate and long-range benefits deriving from community support of local agriculture.

To provide and support opportunities at the marketplace for other non-profit organizations to meet and inform the community they serve.

The Port Angeles Farmers' Market exists solely for the benefit of the community as a whole, and is organized as a non-profit corporation under the laws of the State of Washington.

## ARTICLE 2: MEMBERSHIP

**SECTION 1: Market Vendors.** The corporation shall have as its members those market vendors who pay annual dues as established by the Board of Directors and observe the standards as specified in the Vendor Guidelines. Each member shall have one vote.

**SECTION 2: Associate Members.** An associate member is a person or organization other than a vendor who pays annual dues or donates a minimum of ten hours of volunteer time to the corporation, and supports the purpose of the corporation. The associate member shall have one vote.

**SECTION 3: Regular Annual Meeting.** The Annual Meeting shall be held during the month of November each year.

**SECTION 4: Notice of Meetings.** Notice of regular and special meeting of members shall be mailed to each member not less than ten days before such meeting. Such notice shall state the object of the meeting, the time and place. No business shall be transacted at special meetings other than that referred to in the meeting notice.

## ARTICLE 3: BOARD OF DIRECTORS

**SECTION 1: Powers.** The Board shall be responsible for establishing policies and overseeing the management of the business affairs of the corporation, and is empowered to take all actions necessary to implement these responsibilities. The Board may hire such agents or assistants

as it deems necessary or advisable for the effective management of the corporation. Any decision by the Board becomes a binding action with two or more signatures of officers of the Board.

**SECTION 2: Number and Term.** The Board of Directors shall consist of at least nine and not more than fifteen Directors elected at the Annual Meeting of the membership, and up to nine additional at-large Directors invited to serve on the Board by the elected Board members. All Directors, elected and invited, shall serve a staggered term of three years. Any Director may be reelected for additional terms. Each Director shall serve until his or her successor has been elected and qualified. A Director may be removed from office for cause and replaced until the next election by the Board of Directors. The Executive Committee may declare the place of any Director vacant if the Director is absent from more than three consecutive meetings of the Board.

**SECTION 3: Nomination and Election of Directors.** All elected Directors shall be elected by a majority vote of the membership present at the Annual Meeting. Directors may themselves nominate prospective new members. Nominations may be submitted by members by mail two weeks prior to the annual meeting or from the floor. No salaried employee of the corporation shall be eligible for election to the Board and no Director shall receive compensation for his services as a Director.

**SECTION 4: Board Meetings.** The Board of Directors shall meet as often as deemed necessary by the Executive Committee, but not less than two times a year.

**SECTION 5: Minutes.** Minutes shall be kept at all meetings.

**SECTION 6: Quorum.** Quorum shall consist of a simple majority of elected or appointed and acting Board members.

**SECTION 7: An Action of Directors Without a Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by a majority of the Board. Any such written consent shall be inserted in the minutes.

#### **ARTICLE 4: EXECUTIVE AND OTHER COMMITTEES**

**SECTION 1: Executive Committee.** The Executive Committee shall consist of the officers of the Board and one other Board member elected by the Board at large. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the corporation.

**SECTION 2: Other Committees.** The Board may from time to time appoint such standing and ad-hoc committees as it deems advisable. Membership of these committees may include Board members and other interested individuals. Power and responsibilities of such committees shall be determined by the Board.

**SECTION 3: Minutes.** Committees shall keep minutes of their meetings, report at regular Board meetings, and file their committee minutes as attachments to the minutes of the next regular Board meeting's minutes.

## ARTICLE 5: OFFICERS

SECTION 1: **Number.** The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer.

SECTION 2: **Election and Term.** The officers of the corporation shall be elected annually by the Board at a meeting of the Board immediately following the Annual Meeting. Each officer shall hold office until the next Annual Meeting and until his or her successor shall have been elected and qualified.

SECTION 3: **Removal.** Any officer or agent elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the corporation would be served thereby.

SECTION 4: **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Committee for the unexpired portion of the term.

SECTION 5: **President.** The President shall be the principal executive officer of the corporation subject to the Board's control, and shall supervise and control the business and affairs of the corporation.

SECTION 6: **Vice President.** The Vice-President, in the event of death, disability or absence of the President, shall have all the duties and authority vested in the President.

SECTION 7: **Secretary.** The Secretary shall keep a record of all the meetings of the Board of Directors and of the business activities of the corporation. The Secretary shall keep and maintain complete and accurate records of the membership of the corporation.

SECTION 8: **Treasurer.** The Treasurer shall supervise the financial affairs of the corporation and shall maintain full and complete records of all financial transactions.

## ARTICLE 6: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and Officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a Director or Officer of the corporation shall be indemnified against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding, in which he or she is made a party by reason of being or having been such a Director or Officer, except in relation to matters to which he or she shall be adjudged in such suit, action or proceeding to be liable for negligence or misconduct in the performance of duty: but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any law, agreement, vote of Board of Directors or otherwise.

## ARTICLE 7: AMENDMENT OF BY-LAWS

These By-Laws may be altered or amended by a two-thirds vote of the membership present at the Annual Meeting at which the proposed change has been listed as an item of agenda for said meeting, or at a special meeting of the members called for that purpose. Notice of specific

language of proposed amendments to By-Laws must be mailed to the membership at least ten days prior to the meeting.

#### **ARTICLE 8: ACCOUNTING YEAR**

The fiscal year shall be the calendar year.

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