

Missouri Farmers Market Association
By-Laws
Revised March 2015, Amended in October 2015

ARTICLE I

NAME AND PURPOSE

Section 1. Name

The name of the corporation is the Missouri Farmers Market Association

Section 2. Purpose

The purpose for which the corporation is formed is exclusively educational and charitable including the promotion of interest and knowledge of Farmers Markets in the State of Missouri, the sharing of information among individual farmers, Farmers Markets and consumers. The aims of this corporation shall be pursued exclusively for educational and charitable purposes, which are tax exempt under appropriate sections of the Internal Revenue Service code, Section 501c 3, as set forth in the Articles of Incorporation.

ARTICLE II

MEMBERSHIP AND DIRECTORS

Section 1. Classes of Members

Membership in this corporation shall be open to all Markets and individuals interested in and in sympathy with the purpose of the corporation.

- (a) Farmers Market Membership: Farmers Markets in the State of Missouri, may be members upon payment of the membership fee. Farmers Markets have voting privileges. A Farmers Market is defined as any organized group of farm product producers, whether incorporated or not, that gathers together to sell agricultural products, including but not limited to, value added produce products as well as items made from wood, metal, cloth or any other material. Each Farmers Market shall have one vote.
- (b) Individual Membership: Individuals, regardless of age, may be members upon payment of the membership fee. Individual members do not have voting rights.
- (c) Family Membership: A family is defined as any combination of people living together who share expenses and income, regardless of any legal or blood relationship but must include at least one person who is 18 years of age or over. Families, regardless of the number of people included, may be members upon payment of the membership fee. People of any age within a family may choose to join as an individual and not be included in the family membership. Individuals included in Family memberships do not have voting rights.

- (d) Supporting or Associate Membership: Organizations and businesses in common cause of our stated purpose may apply to support said organization. Membership to be submitted to Board of Directors for acceptance. Associate members do not have voting privileges.
- (e) Other Membership Classes: The Board of Directors may determine other classes of membership as deemed necessary.
- (f) Membership Dues: Membership dues for all classes of membership shall be set annually by the Board of Directors during the November meeting. The membership year shall be from January 1 to December 31.
- (g) General Powers of Voting Members: Members shall elect the Board of Directors. Any ten (10) members may call for a special election for the purpose of 1) over-riding a decision of the Board of Directors or 2) recalling a board member or officer.
- (h) Voting Eligibility: Each Farmers Market has one vote. Voting privileges begin immediately following the payment of membership dues. Each Farmers Market shall select, by any means they desire, one person to represent them at meetings and vote as the occasion arises. This does not preclude other members of individual Farmers Markets from attending and voicing their views.
- (i) Membership Privileges: Individual members and individuals within a Family membership shall enjoy the same privileges and benefits accorded to Farmers Market members except for voting privileges.

Section 2:

Directors

- (a) General Powers: The affairs of the corporation shall be managed by its Board of Directors.
- (b) Number of Directors: The number of Directors shall be up to 13, but in no event less than 5.
- (c) Nominations and Qualifications: To be a member of the Board of Directors or an officer, a person must be the primary contact or alternate contact of the Missouri Farmers Market Association or an individual member in good standing at the time of the election. This will be verified by the secretary just prior to elections. Nominations for the board members may be made by any individual or Farmers Market member. The secretary shall send a nomination form to each current member either by email or regular mail by the fourth Thursday of October of each year. Returned nominations must be returned by the date stated on the nomination mailing (the third Thursday of November). The secretary shall then contact each nominee to determine whether they accept the nomination. Only those accepting the nomination shall be placed on the ballot.
- (d) Election and Term of Office: Ballots to be mailed either by email or regular mail by first Thursday of December. Voting period will end and all ballots

returned to secretary either by email or regular mail by 5:00 p.m. on the third Thursday of December. The term of office of each director shall be deemed to commence on January 1st of the following year. The term of office of each Director shall be two years or the election and qualification of the Director's successor. There will be no limit on the number of terms of office a board member may hold. Election of the Board of Directors will be concluded by the third Thursday of December. The President shall appoint a 3 person election committee to consist of at least 2 board members and a member at large to tabulate, verify and announce the results of the election of the Board of Directors by the following Monday.

- (e) Annual and Regular Meetings: An annual meeting of the Board of Directors and the members of the corporation shall be held each November, the date, time and place to be determined by the Board of Directors. The Board of Directors may also provide, by resolution, the time and place for holding additional regular meetings. All meetings, except those dealing with personnel matters or legal issues, are open to the members and the public. The Board of Directors may, by a majority vote, go into a closed session to deal with personnel matters or legal issues.
- (f) Special Meetings: A special meeting of the Board of Directors may be called by or at the request of the President or any three (3) Directors at a time and place designated by the President or Directors. Any Ten (10) Farmers Markets who have voting privileges may call a special meeting only for the purpose of over-riding a decision of the Board of Directors or to hold a special recall election of a Director. For a special meeting to be called by members, at least ten (10) voting Farmers Markets leaders must sign a letter directed to the President with copies to the other board members requesting the meeting and stating the reason for the meeting. The President shall schedule the special meeting within ten (10) days of receiving the request from the members and direct the secretary to notify the other board members and members of the special meeting and purpose of said meeting.
- (g) Notice: Notice of any special meeting of the Board of Directors shall be given at least five days prior to the called meeting by written notice delivered personally, by United States Mail or by email to each director and member at their address as shown on the records of the corporation. Any Director may *wave* notice of any meeting. The attendance of any director or member at any meeting shall constitute a waiver of notice of such meeting, except where a director or member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these by-laws.
- (h) Quorum: Five (5) members of the Board of Directors, or a simple majority of the Board of Directors, whichever is less, shall constitute a quorum for the transaction of any business of the board, but if less than a quorum of directors is present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

- (i) Board Decisions: The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.
- (j) Vacancies: Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase of directors shall be selected by members eligible to vote at the next general election.
- (k) Compensation: Directors as such shall not receive any stated salary for their services. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receive compensation therefore.
- (l) Removal: Any Director of officer elected by the membership may be removed by the voting eligible membership at a special election if two-thirds of those voting, vote for removal. Such removal shall be without prejudice to the contract rights, if any, of the director so removed.
- (m) Board Duties: Active Participation of all board members involving attendance and committee work is required.

ARTICLE III

OFFICERS

Section 1: Officers

The officers of the corporation, which shall also be members of the Board of Directors, shall be president, one or more vice-presidents (the number of vice-presidents to be determined by the Board of Directors), a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2: Election and Term of Office

All nominees must be current board members and have served on the Board of Directors for a minimum of two years in order to be considered for office. By the 7th of January, the newly elected Board Officers will meet in order to elect officers for the following year. Officers for new year to be announced and introduced at the annual meeting. The term of office for each officer shall be one year. There will be no limit on the number of terms of office an officer may hold.

Section 3: Removal

Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever it is its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the officer so removed. Any officer may be removed by the membership at a special election with a two-thirds majority of those voting. Vote for removal, shall be without prejudice to the contract rights, if any of the officer so removed.

Section 4: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5: Powers and Duties

The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolution or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

ARTICLE IV

COMMITTEES

Section 1: Standing Committees

The Board of Directors shall determine the necessary standing committees. The president may appoint, on an annual basis, at least one member of the Board of Directors and at least four members to serve on those standing committees.

Prior to making committee appointments, the president may ask for volunteers to serve on each committee. The president may then select committee members from those lists. The president is not required to appoint everyone who volunteers. Any member, regardless of age, may serve on a committee. Younger members, in particular, are encouraged to participate in the operation of the corporation.

The president may also designate the chairperson of the listed standing committees. The committees, when formed, shall be self-organizing and shall elect a secretary and shall perform the function and discharge the duties as directed and outlined by the Board of Directors.

Section 2: Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by the majority of the directors present at a meeting at which a quorum is present. The president shall have the authority and discretion to remove any committee person whenever, in his/her judgment, the best interests of the corporation shall be served by such removal.

ARTICLE V

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section I: Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section II: Checks, Drafts or Other Orders

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or assistant treasurer and countersigned by the president or vice president of the corporation.

Section III: Deposits

All funds of the corporation shall be deposited from time to time so the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section IV: Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for any purpose of the corporation.

ARTICLE VI

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, Committees having and exercising any of the authority of the Board of Directors, and shall keep at the principle office a record giving the names and addresses of the members of the Board of Directors. All books and records of the corporation may be inspected by any director, member or their agent or attorney for any proper propose at any reasonable time.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of March in each year and end at midnight on the last day of February each year.

ARTICLE VIII

SEAL

There shall be no corporate seal.

ARTICLE IX

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of applicable sections of the Missouri Statutes or under provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

AMENDMENT OF BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any meeting specifically called for this purpose, if written notice is given by email, fax or postage service of intention to alter, amend or repeal or to adopt new by-laws at such meeting. Those changes shall not go into effect until approved by the membership. Copies of the proposed changes adopted by the Board of Directors shall be sent to each member Farmers Markets eligible to vote and shall also be supplied with a ballot to vote yes or no to each alteration, amendment or repeal. The voting Farmers Markets shall be given ten (10) business days to return their ballot. A simple majority of those voting is necessary for final adoption.

ARTICLE XI

NONDISCRIMINATION INFORMATION

The Missouri Farmers' Market Association does not discriminate on the basis of race, color, religion, national origin, sex, sexual orientation, gender identity, age, genetics information, disability, or status as a protected veteran.