

## **BYLAWS MINNESOTA FARMERS' MARKET ASSOCIATION**

This instrument constitutes the Bylaws of Minnesota Farmers' Market Association.

### NAME AND MISSION

Bylaw 1. Name. The name of this organization is Minnesota Farmers' Market Association, a nonprofit corporation duly organized under laws of the State of Minnesota. Minnesota Farmers' Market Association is also named in these bylaws as *MFMA* and as the *Association*.

Bylaw 2. Mission. The mission of Minnesota Farmers' Market Association is to offer services and programs that support and promote Minnesota farmers' markets.

In fulfilling its mission, the Association may engage in at least the following activities:

- a. Seek to increase farmers' income potential through farmers' markets;
- b. Promote the sale of Minnesota grown agricultural and value-added agricultural products;
- c. Provide information and education for its member markets;
- d. Engage in cooperative purchasing for its member markets;
- e. Seek to improve the variety, freshness, taste, safety, and nutritional value of fresh produce available to customers;
- f. Educate consumers about farmers' markets and products grown in Minnesota;
- g. Engage in legislative and other activities that improve the marketing and other food- and agriculture-related well being of its members and their customers.

### MEMBERSHIP

Bylaw 3. Definitions.

a. A Minnesota farmers' market is an association or group of local farmers who assemble at a defined public location for the purpose of selling their agricultural products directly to consumers.

b. A farmer is a natural person who is an adult and who brings to a farmers' market one or more products of his or her own yield raised on land owned or rented by him or her.

Bylaw 4. Membership eligibility.

a. Market membership. Full membership in MFMA is open to all Minnesota farmers' markets, as defined by Bylaw 3a, that establish written bylaws and a defined dues structure within their own farmers' markets and that pay annual membership dues as set by MFMA's Board of Directors.

b. Associate membership. Individuals whose markets do not have an MFMA membership, educational institutions, supporting community representatives, and industrial or agricultural organizations that do not qualify for full membership may apply to join MFMA as Associates. Associate members are not voting members. The annual Associate fee will be set by the Board of Directors.

Bylaw 5. Annual meeting. The annual meeting will be held at a time designated by the Board of Directors. The date for this meeting will be announced at least twenty-one (21) calendar days in advance of the meeting time. The President will provide a summary report of the Association's activity for the year. The Treasurer will provide a yearly financial report. At this meeting, members will elect directors of the Board, as needed, and will transact such other business as may come before them.

Bylaw 6. Special meetings of members. Special meetings may be called by the President or the Board of Directors. Upon a written request signed by at least fifteen percent (15%) of MFMA members, the Board of Directors must call a special meeting. Announcement of all special meetings will state the time, place, and purpose of the meeting at least seven (7) calendar days before the meeting. No business will be transacted at a special meeting except for that stipulated in a notice of the meeting.

Bylaw 7. Place of meetings. Meetings of members will be held at suitable places designated by the Board of Directors.

Bylaw 8. Presiding officer. The President of the Board of Directors will preside at all meetings of the membership. In the absence of the President, the Vice-president will preside. In the absence of both persons, the Board will identify a president pro tem for that one meeting.

Bylaw 9. Notice of meetings. The Secretary of the Board will mail to the current members a notice of each annual or special membership meeting stating the purpose thereof as well as the time and place where the meeting is to be held. Such notice will be sent to members at their most recent address on record at least twenty-one (21) calendar days prior to the annual meeting and at least seven (7) calendar days before a special meeting.

Bylaw 10. Quorum. The members present at any properly announced meeting constitute a quorum.

Bylaw 11. Voting. Each market membership carries with it the privilege of one delegate vote. A simple majority of eligible votes cast determines the outcome of a vote.

## BOARD OF DIRECTORS

Bylaw 12. Number and qualifications. The Board of Directors will consist of seven (7) elected members, including the President, Vice-president, Secretary, and Treasurer, as well as non-voting ex-officio members as determined by the Board. Each elected director must be a natural person who is an adult and must come from a separate member market. Although co-directors from the same member market are possible, each member market represented will have only one vote.

Bylaw 13. Election procedures. Board directors are elected at MFMA's annual meeting of the membership. As much as is possible, terms of office are staggered with those of other directors. A nominating committee will identify a slate of prospective board members representing the Association's constituency. In addition, any delegate from a member market may nominate a candidate at the annual meeting.

Bylaw 14. Term of office. Each director's term is for three years. Directors may be re-elected if they are willing to serve another term. Directors will hold office until their successors

have assumed office, the time for which is the first Board meeting after the membership holds its annual election.

Bylaw 15. Governing powers. The Board of Directors will have the power and duties necessary for the overall direction and governance of MFMA. Directors may engage in such acts and do such things as accord with the organization's mission statement and are not prohibited by law or by these bylaws.

Bylaw 16. Vacancies. Vacancies in the Board may be filled by a majority vote of the remaining Board of Directors.

Bylaw 17. Removal of directors.

a. The Board of Directors may remove one or more directors for failure to do the work required of directors, for unexcused absences, or for refusal to act in accord with the Mission Statement or other bylaws. The term of office of a director removed by the Board will remain unfilled until the next meeting of the membership. Any director whose removal has been proposed will be given twenty-one (21) calendar days' notice of the intent to take such action and an opportunity to be heard at the next Board meeting.

b. After two consecutive unexcused absences, a director will be removed from the Board.

Bylaw 18. Compensation. No compensation will be paid to directors for their normal services to MFMA. If directors incur expenses in performing a special duty assigned by the Board, they may seek reimbursement for such expenses.

Bylaw 19. Annual meeting. Following the annual membership meeting, the Board of Directors will hold a meeting for the purpose of electing officers of the Board of Directors and for consideration of any other business that may be properly brought before it.

Bylaw 20. Regular meetings. The Board of Directors will meet to conduct business of the Association as deemed necessary by the President of the Board or as requested by three or more directors. The Secretary of the Board will notify each director at least seven (7) calendar days in advance of a meeting, specifying the time, place, and purpose of the meeting. If necessary, meetings may be conducted by conference call or by another medium deemed appropriate. Representatives from member markets and associate members may attend regular Board meetings. Such representatives may participate if invited to speak, but they may not vote.

Bylaw 21. Quorum. A majority of the Board of Directors will constitute a quorum.

Bylaw 22. Voting. Each elected directorship position carries with it the privilege of one vote. A simple majority of eligible votes cast determines the outcome of a vote.

Bylaw 23. Authority for meetings. The most recent edition of *Roberts' Rules of Order* will govern meetings on all matters unless otherwise specified in these bylaws.

## OFFICERS AND DUTIES

Bylaw 24. Election of officers. The officers of MFMA will be members of the Board and will be elected annually by the Board of Directors at its first meeting following the membership meeting at which Board directors are elected. These officers will be a president, a vice-president, a secretary, and a treasurer. Officers serve for a term of one year or until their

successors are elected. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of a term. The Board of Directors also has the authority to appoint such temporary or acting officers as may be necessary during the temporary absence or disability of regular officers.

Bylaw 25. Other officers. The Board of Directors will appoint such other officers and agents as it deems appropriate, who will hold their offices for such terms, exercise such powers, and perform such duties as are determined by the Board.

Bylaw 26. President. The President will be the principal officer of MFMA. Subject to the direction and control of the Board, the President will see that the resolutions and directives of the Board are carried into effect, and, in general, will discharge all duties incident to the office of the President and as prescribed by the Board. The President will preside at all meetings of the membership and of the Board of Directors, except in those instances in which the authority to execute is expressly delegated to another officer or agent of MFMA. If the Board of Directors has failed to do so, the President may appoint members to committees. If not already a member of an appointed committee, the President is free to attend committee meetings in a non-voting capacity.

Bylaw 27. Vice-president. It will be the duty of the Vice-president to act in the absence or disability of the President and to perform such duties as may be assigned to him or her by the President. He/she will perform such other duties as are designated by the Board of Directors.

Bylaw 28. Secretary. The Secretary will record and file the minutes of all proceedings of MFMA, the Board of Directors, and its committees. The Secretary will give, or cause to be given, all notices of meetings of the Board of Directors and other notices required by law or by these bylaws. The Secretary is responsible for keeping all official documents, correspondence, and other papers relating to the business of MFMA, except for such financial records as are kept by the Treasurer.

Bylaw 29. Treasurer. The Treasurer will account for all receipts and disbursements of the organization. The Treasurer will pay, or cause to be paid, MFMA bills that the Board of Directors has authorized. The Treasurer will prepare a proposed annual budget and will keep, or cause to be kept, financial records belonging to MFMA. The Treasurer will present a complete statement of the financial affairs of the organization at the annual meeting. He/she will perform all other duties incident to the office of Treasurer and as stipulated in these bylaws.

Bylaw 30. Disbursement of funds. Upon approval of the budget, authorized disbursement of funds may be made if provided for in the budget. No additional obligation of expense will be incurred and no money beyond a maximum sum set by the Board will be appropriated without prior approval of the Board. All checks issued for MFMA will be signed by the Treasurer. In the Treasurer's absence or disability, the President or another member of the Board of Directors, as designated by the Board, will take on the Treasurer's role.

Bylaw 31. Special duties. Any officer of MFMA, in addition to powers conferred on her or him by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

Bylaw 32. Removal of officers. The Board of Directors may remove one or more officers for failure to do the work required of them, for unexcused absences, or for refusal to act in accord with the Mission Statement or other bylaws. Any officer whose removal has been

proposed will be given twenty-one (21) calendar days' notice of the intent to take such action and an opportunity to be heard at the next Board meeting. If an officer is removed, the Board will elect a new officer from remaining directors to fill the term of the officer who was removed.

## COMMITTEES

Bylaw 33. Establishment of committees. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Committee members need not be directors except when specified by the Board. Any individual from an MFMA member market who is duly appointed may serve on such committees.

Bylaw 34. Authority. Each committee will have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each committee will at all times be subject to the control and direction of the Board of Directors. Unless the Board of Directors has designated someone to serve as the chair of a committee, each committee designates its own chair.

Bylaw 35. Meetings. Meetings of individual committees may be held at such time and place as may be determined by a majority of the committee, by the committee's chair, or by the Board of Directors. Notice of such meetings will be given to the committee's members at least seven (7) calendar days in advance of the meeting unless its members agree to a shorter notification. A simple majority of the committee's membership constitutes a quorum.

## FISCAL MANAGEMENT

Bylaw 36. Fiscal year. The fiscal year for Minnesota Farmers' Market Association will begin on the first day of January each year.

Bylaw 37. Financial books and accounts. Financial books and accounts for MFMA will be kept under the direction of the Treasurer of MFMA. An internal audit of such books and accounts will be conducted by a member of the Board of Directors other than the Treasurer or by another duly appointed person and reported to the Board of Directors before the annual membership meeting.

Bylaw 38. Execution of documents for MFMA. The President will sign in writing all contracts, deeds, conveyances, mortgages, bonds, and other instruments that may be required or authorized by MFMA's Board of Directors. Or, in lieu of the President's signature, the Board of Directors may authorize the President's agent(s) to enter into any contract or to execute and deliver any instrument in the name of and on behalf of MFMA. Such authority may be general or confined to specific instances. The Treasurer will also sign these same documents.

Bylaw 39. Loans. No loans will be contracted on behalf of MFMA nor evidences of indebtedness issued in its name unless authorized by resolution of the Board of Directors.

Bylaw 40. Deposits. All funds of MFMA not otherwise employed will be deposited from time to time to the credit of MFMA in such bank(s) or depositories as the Board of Directors may elect.

Bylaw 41. Conflict of interest. The Board will not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization, or (c) an organization in or of which a director of MFMA is a director, officer, or legal representative, or in some other way has a material financial interest unless

- 1) That interest is disclosed or known to the Board of Directors;
- 2) The Board approves, authorizes, or ratifies the action in good faith and at a meeting where a quorum is present (not counting the interested director); and
- 3) The approval is by a majority of directors (not counting the interested director).

The interested director may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters will clearly reflect that these requirements have been met.

Bylaw 42. Checks, drafts, etc. All checks, drafts, and other orders for payment of funds will be signed by the Treasurer or by such officers or such other persons as the Board of Directors designates in its approved financial policies.

Bylaw 43. Maintenance and inspection of records. Correct and complete copies of the Articles of Incorporation, Bylaws, accounting records other than those held by the Treasurer, and minutes of the Board and of committees of the corporation shall be kept at the registered office of the corporation. A member or director, or agent or attorney of a member or director, may inspect all books and records of the corporation for any proper purpose at any reasonable time.

#### AMENDMENTS

Bylaw 44. Amendments to bylaws. Except as otherwise required by statute or Articles of Incorporation, these bylaws may be amended or repealed by an affirmative vote of two-thirds of eligible votes cast at a membership meeting that has been duly convened and for which notice stating a proposed change in bylaws has been given. Notice of amended or repealed bylaws will also be made available to member markets within two months' time after such change. Bylaws will show the date of any changes.

#### DISSOLUTION

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Bylaw 45: Dissolution. Upon dissolution, after retiring all debts, MFMA's remaining assets will be distributed among those markets that are members of MFMA at the commencement of proceedings to dissolve the Association.

#### CERTIFICATION

These bylaws were approved at a meeting of the membership by a majority vote on March 28, 2008.

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Secretary

Date