



Bonnerr Ferry Farmers Market Bylaws

Last Revised: 1-28-2011

ARTICLE I - Organization

1. The name of this organization shall be called the **Bonnerr Ferry Farmers Market**.

ARTICLE II - Purpose

1. **Mission:** To promote and support local farmers and artisans to build a more sustainable community.
2. **Goals:**
 - a. To encourage a locally grown available food supply in the Boundary County area featuring variety, quality, freshness and sustainable agriculture.
 - b. To give local growers and producers of farm-related products alternative marketing opportunities by providing consumers and local farmers an opportunity for direct interaction.
 - c. To provide opportunities for local farms, food producers and artisans to test and refine their products and marketing skills.
 - d. To enhance the quality of life in the Boundary County area by providing a community activity which fosters social gathering, education and interaction.

ARTICLE III - Membership and Dues

1. This Farmers Market will be a producer-only market. Vendors shall sell only products that they themselves grow, harvest, create or produce. No resale, garage sale, flea market or wholesale items are allowed.
 - a. No one will be accepted into the market without a completed application and copies of all necessary state permits, licenses, proof of liability insurance (if applicable), and payment of annual dues.
2. Each member in good standing shall have one vote on group decisions.
3. Members cannot transfer their membership or voting right to another farmer/vendor/member.
4. Committees may be established as necessary by the Board. Each committee will be headed by a Board member.
5. **Rules and Regulations:** The Rules and Regulations and these by-laws have been established and will be enforced for the smooth operation of the Bonnerr Ferry Farmers Market. All members must observe these rules and by-laws or membership can be revoked by the Board.
6. **Membership Termination:** The Board may vote to suspend for a fixed period of time or to expel for the remainder of the year any member for cause. Members have the right to notice before any such action is taken. The BFFM works cooperatively with the ISDA, USDA, Idaho Tax Commission and the City of Bonnerr Ferry. Violations of any Federal, State or Local laws or regulations or rules of the BFFM will result in suspension of membership without reimbursement of fees.
7. The Board of Directors shall set the policies of the organization. This includes deciding the rules, location, hours of operation, dues and fee structure and membership requirements and enforcement procedures.
8. Weekly fees will be collected from each member selling on each market day by the Market Manager.

ARTICLE IV - Meetings

1. **General Membership Meeting:** There shall be an annual fall general meeting of the Bonnerr Ferry Farmers Market membership each year where nominations are accepted for members of the Board whose term has expired. This meeting shall be held before the end of October.
2. **Regular Board Meetings:** Regular Board Meetings will be held monthly as needed during the winter months of November, January and February. Rules will be reviewed along with fees, dues and budget for the upcoming year to be complete in time for our Spring Vendors/Recruiting meeting in March. All members may participate in the Regular meetings by scheduling to be included in the agenda.
3. **Vendor/Recruiting Meeting:** The annual vendors/recruiting meeting shall be on or before March 31st of every year.
 - a. Notice will be given at least fifteen days prior to the date of the annual vendors/recruiting meeting via e-mail, phone or written notice.

4. **Additional meetings:** Additional meetings may be called by the Board anytime. Each call for a special meeting will state the time, place, and the business of the meeting
5. **Order of Business:** Meetings will follow a standard order of business:
 - a. Officer role call and quorum determination
 - b. Reading and approval of the minutes
 - c. Officer Reports
 - d. Committee Reports
 - e. Unfinished Business
 - f. New Business
 - g. Announcements
 - h. Adjournment

ARTICLE V - Election of Officers

1. The nomination of officers shall take place at the October Vendors meeting.
2. Elections shall be by written ballot with each membership limited to one vote.
3. A simple majority of the present eligible voters is necessary to elect a candidate.

ARTICLE VI - Board Officers

1. The business of the market shall be managed by the Board, which shall consist of five Bonners Ferry Farmers Market members and two alternates who are nominated at the October fall meeting and voted on by written ballot. They shall begin their terms starting January of the following year. The alternate member(s) shall be a non-voting position at Board meetings unless there is an absence.
2. **Terms:** Board members will serve two-year terms alternating years of election between Chair/Treasurer and Liaison/Secretary so that at no time does the Board consist of no one with experience. All positions have the option of being re-elected with a maximum of 3 consecutive terms.
3. **Quorum:** The Board shall consist of 5 members. A quorum for Regular Board Meetings shall consist of at least 3 board members. All Board members will have equal voting rights.
4. **Vacancies:** Vacant seats or unexpired terms shall be appointed from the appropriate membership by a vote of the Board.
5. **Committees:** The Board may form committees made up of volunteers from the membership and community, provided, however, each committee shall be lead by a member of the Board.
6. **Duties:** In general the duties of the officers will be as follows:
 - a. **Chair:** The Chair shall preside at over all meetings, determine meeting dates, time and place, and oversee the management, organization and execution of the business of the Bonners Ferry Farmers market.
 - b. **Liaison:** The Liaison shall act as an intermediary between the Board & Market Manager.
 - c. **Secretary:** The Secretary shall record the minutes of all proceedings of the market, maintain an ongoing list of all market members, and maintain up-to-date by-laws.
 - d. **Treasurer:** The Treasurer shall collect all membership fees and maintain a record thereof, allocate all expenses for the Market's purposes and keep record of those expenses, file tax reports, and make financial reports of the organization. The Treasurer shall be responsible for providing a regular accounting of the moneys and financial transactions. The Treasurer shall be responsible for making the financial transactions necessary to conduct the business of the Market.
 - e. **Advertising:** The advertiser shall handle the advertising of the market, including the market website.

ARTICLE VII - General Provisions

1. **Market Manager:** The Market Manager is to be contracted by the Board each year for a term of one year. The Board will set the pay for the Market Manager. The Market Manager may not be a member of the Board. The Managers contract will be reviewed yearly. The position may be terminated with a majority vote of the Board.
2. Other paid positions may be established as needed by the Board.

ARTICLE VIII - Indemnification

1. Each elected or appointed Board Member or Bonners Ferry Farmers Market Member shall be indemnified by the Market against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or the settlement of any proceeding to which he/she may be a party or may be involved by reason of his/her being or having been a Member or Officer of the Bonners Ferry Farmer's Market, whether or not he/she is a Member or Officer at the time such expenses are incurred, except when the Member or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Member or Officer may be entitled.

ARTICLE IX - Expenditures

1. Proceeds derived from membership fees and vendor fees shall be collected by the Treasurer and Market Manager and used to promote and manage the Bonners Ferry Farmers' Market.
2. Any funds accrued at the end of the year shall be carried over to the following year unless otherwise determined by majority vote of the active members.
3. The Bonners Ferry Farmers Market will remain intact as long as three vendors remain in good standing.
4. Failing that, or if facility or municipal arrangements close the market, the treasury is to be maintained for the period of time required to meet all outstanding bills, taxes, and obligations. All tax and reporting requirements must be satisfied, after which the remaining funds shall be distributed to organizations that serve the Bonners Ferry community.

ARTICLE X - Finances

1. The Market shall use its funds only to accomplish the purpose and objectives specified in these bylaws, and no part of said funds shall inure to the benefit of nor be distributed to the Members.
2. The Market shall have a fiscal year beginning January 1 and ending December 31 of each calendar year.
3. No obligation of expenses shall be incurred and no money appropriated without prior approval of the Board
4. Upon approval of an annual budget, the Treasurer or other persons as authorized by the Board shall have the authority to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board.
5. Disbursements shall be made by check signed by the Treasurer.

ARTICLE XI - Amending the By-Laws

6. The Board of Directors may amend these bylaws by a majority vote of five Board Members.
7. The membership will be informed of all bylaw amendments.
8. The membership may also amend these by-laws by using the following procedure:
 - a. Members may call for an amendment to the Bylaws by a petition signed by 25% of full members of the Association. The Board, on receipt of such petition, shall either accept such amendment or shall organize a ballot on the proposed amendment. The amendment shall be made if 70% of the full members of the Association support it.

ARTICLE XII - Removal of Board Members

1. Upon a majority vote of the full Board, the Board of Directors will remove a Board member from office for inability or failure to perform the function of a Board member as determined by the Board.
2. A Board member may be removed by the membership by petition signed by 25% of full members of the Association. The Board, on receipt of such petition shall either accept such removal or shall organize a ballot on the proposed removal. The removal shall be made if 70% of the full members of the Association support it.