

**BY-LAWS of the Wilmot Farmers' Market
PO Box 385, Wilmot, NH 03287**

Article I – NAME AND PURPOSE

Section 1 – Name: The name of this organization shall be Wilmot Farmers' Market (WFM). It shall be a non-profit organization in compliance with the laws of the State of New Hampshire.

Section 2 – Purpose: WFM is organized exclusively for charitable and educational purposes. The purpose of this organization is to:

1. Promote local agriculture and agricultural products;
2. Support local agricultural product producers and assist them in marketing their products to consumers;
3. Manage a weekly farmers' market for the benefit of the public and the members of the organization;
4. Promote the farmers' market and increase the public awareness of the market; and,
5. Provide educational experiences and entertainment to the general public during the market.

Article II – MEMBERSHIP

Section 1 – Eligibility for Membership: The following shall be eligible to apply to be a full-time or part-time regular vendor at the WFM:

1. Agricultural product vendors (over the age of 18) whose products are grown and produced within the State of New Hampshire by that vendor.
2. Prepared food or craft vendors (over the age of 18) whose products are produced within the State of New Hampshire by that vendor.

Membership may be granted only after completion and receipt of a membership application and annual dues and only upon approval of the Board of Directors, therefore the act of submitting an application does not guarantee acceptance.

Section 2 – Vendor Demographics: The Board of Directors shall make all reasonable efforts to maintain the following percentages of types of vendors at the WFM: A minimum of 70 percent of Vendors shall be agricultural product vendors and prepared food product vendors; 20% artisans and crafters; 10% non-profit organizations.

- "Agricultural" vendors include those who sell only products they grow/raise themselves, or those that sell items made from products or ingredients they grow/raise themselves which may include, but not be limited to; dairy products, produce, poultry and meat products, eggs, flowers, fresh fruits and berries, herbs, honey, syrup, wool, and plants, processed foods created from items the vendor grew/raised themselves, etc.
- "Prepared food" vendors include those who sell items they produce themselves such as baked goods, jams/jellies, processed foods, hot dogs, etc. made from ingredients they do not grow/raise themselves.
- "Craft" vendors must offer for sale a product that is substantially made or crafted by hand. Selling of commercially finished products is forbidden. The criteria used to determine if a product is handcrafted include: a) the starting materials must be significantly altered or enhanced by the craftsperson, and b) the handcrafted components must functionally and/or aesthetically dominate any non-handcrafted (commercial) components.
- 10% "Non-profit Organizations" shall be Wilmot-based and have a mission related to farming, gardening, conservation, community, education, youth and/or nutrition if and when space permits at the sole discretion of the Board (Due to IRS and other regulations regarding our own non-profit status, politically affiliated and lobbyist groups are ineligible to participate) (*Rev. 23 Jan 09*)

Section 3 – Annual Fees: The amount required for annual fees shall be determined by the Board of Directors prior to February 15th each year for both Full Time and Part Time vendors. Non-profit organizations are admitted free of charge as space is available. Continued vendor membership is contingent upon membership fees being paid in full.

Section 4 – Voting Rights: A FULL-TIME vendor shall become a "voting member" and be eligible to vote in association elections.

Section 4A – Definition: A “voting member” shall be defined as the sole business entity under which a vendor was admitted to the WFM as a Full Time vendor regardless the number of individuals that may own/co-own or be involved in the operations of that business. Part time, on-call, and non-profit organization vendors are not eligible to vote.

Section 4B – Number of Votes: Each voting member as defined in *Section 4A* above shall have one vote and shall appoint one voting representative to cast that vote in association elections.

Section 4C - Non-voting Membership: The Board of Directors shall have the authority to establish and define non-voting categories of membership. *Part-time, on-call, and non-profit vendors shall have no voting privileges.*

Section 5 – Resignation of WFM Members: Any member may resign by notifying a board member. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. Refunds of dues will not be made to members who resign from the WFM after the start of market season, except by special approval of the Board of Directors.

Section 6 – Termination of WFM Membership: A member can have their membership terminated by the Board of Directors. Non-compliance by a vendor with these by-laws or any written rules/guidelines of conduct following a written warning from a board member shall result in termination of the vendor’s membership. Termination shall not relieve a member of unpaid dues, or other charges previously accrued, and no refund of any dues paid shall be granted.

Section 6A – Right to Appeal: Any Vendor who has vending and membership rights terminated as a result of an investigation of product legitimacy may appeal the termination as set forth in the *WFM Market Guidelines*

Article III – MEETINGS OF WFM MEMBERS

Section 1 – Annual Meetings: An annual business meeting of the members shall take place at either the beginning and/or end of the market season at a time and location determined by the Board of Directors. Any necessary elections, reports on the activities of the Board or other committees, review of the By-laws or Market Guidelines, and any member feedback for the Board will be accomplished at this meeting.

Section 2 – Special Meetings: Special member meetings may be called by the Board of Directors as necessary at other times during the year. Members may petition the board in writing to call a special meeting.

Section 3 - Notice of Meetings: Notice of each member meeting shall be given to each voting member no less than one week prior to the meeting.

Section 4 – Quorum: The voting members present at any properly announced meeting shall constitute a quorum.

Section 5 – Voting: All issues to be voted upon by the members shall be decided by a simple majority of those members with voting privileges present at the meeting in which the vote takes place.

Article IV – BOARD OF DIRECTORS

Section 1 – Board Role, Size, Compensation: The board is responsible for overall policy and direction of the association. The board shall have five members. The board shall receive no compensation.

Section 2 – Board Member Terms: Board members shall serve, and their terms shall run, until their resignation from the board.

Section 3 – Board Meetings and Notice: The Board shall meet at least annually, at an agreed upon time and place. Any meeting of the Board may be held by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and such participation shall constitute presence at the meeting.

Section 4 – Board Elections: When an opening arises on the Board for any reason, a new director shall be elected by the current WFM members eligible to vote at the annual meeting. Directors will be elected by simple majority of eligible members present at the annual meeting.

Section 5 – Board Opening Nomination and Election Procedures: Any WFM member can nominate a candidate for a board vacancy, including themselves. Each voting member shall be eligible to appoint one representative to cast the member’s sole vote in association elections.

Section 6 – Quorum: Three (3) board members shall constitute a quorum for business transactions to take place and motions to pass.

Section 7 – Officers and Duties: There shall be three officers of the board, consisting of Chairman, Secretary, and Treasurer. The officers of the Board shall be selected by the Board. An individual may hold dual offices simultaneously. The duties of the Officers are as follows:

- The Chairman shall convene regularly scheduled board meetings; preside or arrange for other directors to preside at each meeting.
- The Secretary shall keep records of Board actions, send out applications, provide notice to members of meetings, maintain correspondence, up-to-date By-laws and Market Guidelines, and keep an on-going list of all members.
- The Treasurer shall make a report at each Board meeting, collect all dues paid and keep a record of such, allocate all expenses for the Market's purpose, keep a record of those expenses and file tax reports.

Section 8 – Board Vacancies: When a vacancy on the Board exists, it shall be filled during the annual meeting of the members, or during a special meeting called by the Board.

Section 9 – Board Member Resignation, Termination, Absences: Resignation from the board must be in writing and received by the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective. A Board member may be removed with cause by majority vote of the voting members.

Section 10 – Special Meetings of the Board: Special meetings of the board shall be called upon the request of the Chairman, or two other Board members.

Article V – COMMITTEES

Section 1 – Committee Formation: The board may create committees as needed. The Board Chairman appoints all committee chairs.

Article VI – RULES OF OPERATION OF MARKET

Section 1 – Rules of Operation: The Wilmot Farmers' Market operates under day-to-day and general rules as set forth in the *WFM Market Guidelines* as set by the Board of Directors. Current *Market Guidelines* shall be maintained in a permanent file by the Secretary of the organization and be available for viewing by any interested party upon reasonable request. (Rev. 1 Feb 08)

Section 2 – Amendments to Rules of Operation: The Market Guidelines may be altered, amended, or repealed from time to time, or as necessary, by a simple majority vote of the Board of Directors.

Article VII – FISCAL YEAR

Section 1 – Fiscal Year: The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year.

Article VIII – INDEMNIFICATION

Section 1 - Indemnification: The Corporation shall indemnify the directors, officers, agents and employees of the Corporation in the manner and to the full extent provided in the Law of the State of New Hampshire. Such indemnification may be in addition to any other rights to which any person seeking indemnification may be entitled under any agreement, vote of directors or members, and any provision of these By-Laws or otherwise. The directors, officers, employees and agents of the Corporation shall be fully protected individually in making or refusing to make any payment or in taking or refusing to take any other action under this Article VIII in reliance upon the advice of counsel. (Added 1 Feb 08)

Article IX – AMENDMENTS

Section 1 – Amendments: These by-laws may be altered, amended, or repealed from time to time by simple majority vote of the Board of Directors.