

Constitution and Bylaws

Lincoln County Farmers' Market Association

Governing Documents Ratified March 7th, 2024.

Updated 05/22/2024

CONSTITUTION

ARTICLE I – NAME

The name of this organization shall be Lincoln County Farmers' Market Association.

MISSION:

The Lincoln County Farmers' Market Association seeks to provide local farmers, artisans, and craftsmen with an outlet for the sale of fresh produce, agriculture products, prepared foods, and hand-crafted items, while educating the community about the source of their food and promoting local enterprise. The Lincoln Farmers' Market Association is organized exclusively for public purposes and is a not-for-profit organization.

ARTICLE II – PURPOSE

The purpose of the Lincoln Farmers' Market Association is to provide a service to the Community (Richfield, Dietrich, and Shoshone) in three ways:

- I. Provide an economic market place for area farmers to sell their agricultural farm products. The primary aim of the market is to promote small family farms.
2. Offer the local consumer a source of quality, locally grown produce, scratch-made baked goods and foods, and unique hand-crafted items made by area artisans, at an accessible price. The Association will work with governing agencies to accept SNAP benefits for all fresh produce, ensuring that the most disadvantaged in the community can still access nutritious and fresh produce.
3. Provide a center of activity & commerce in the community. Classes, distribution of literature, games, and other activities are planned to give families multiple reasons to walk through the Market and the surrounding community. This in turn stimulates other activities for the merchants in the area and benefits the community as a whole.

ARTICLE III – MEMBERSHIP

Lincoln County Farmers' Market Association is committed to supporting local farmers and artisans, and to supporting the resilience of our local food system. Vendor distribution shall be based on the following:

The market strives to have a minimum of 50% agricultural based vendors. Examples of this include, but are not limited to, meat, dairy, plant vendors, or produce growers.

The remaining vendors may sell value-added items. Examples of this include, but are not limited to, artisans and crafters, and sellers of items that are made from local produce.

Resale of purchased items is prohibited, except in cases approved by the Board of Directors.

The Board of Directors is the sole authority in determining membership eligibility and accepting new vendors.

ARTICLE IV–OFFICERS AND BOARD OF DIRECTORS

General Powers: The business and affairs of the market shall be managed solely by its Board of Directors, so long as the same are not inconsistent with the provisions of the articles of Incorporation or the policy guidelines established by the applicable federal and state agencies.

The Board of Directors shall be responsible for approving and rejecting all general membership applications based on membership requirements.

Numbers and Positions: The number of voting directors shall be five (5) and up to seven (7), and no less than three (3). The Board of Directors positions shall include a President, Vice President, Treasure/Secretary and up to four (4) “at large” positions.

The Board of Directors shall not be paid a salary, and are considered to be volunteers for the Association.

Qualifications: The directors must be elected from the general membership of the market association.

Elections and Terms of Office: The members of the Board of Directors shall be elected by the general membership of the Market Association at its annual meeting, and shall take office

immediately upon their election. Director shall serve a minimum of one (1) years. A vacancy occurring during a term may be filled through election by the general membership.

Market Manager: The Market Manager is an employee of the Association and shall be hired from the general public through an interview with the Board, following all standard & applicable employment laws. The Market Manager is not part of the Board, but is an employee & agent of the Association. The Manager will coordinate, plan, and execute the market, according to Market Bylaws & Rules. The Market Manager shall be paid a salary that equals the weekly Association proceeds from all stall sales (5% of total vendor sales). The Market Manager shall be hired from the general public through an interview with the Board.

Removal: Any director or market manager may be removed with or without cause by a majority vote of the directors. If any director is absent from the consecutive regular meetings of the Board, he or she will be deemed to have resigned from the board unless, by majority vote, the remaining directors reinstate him or her.

ARTICLE V–MEETINGS

Regular Meetings: Regular meetings of the Board of Directors, in addition to the annual meeting, may be called by the President or by the majority of the Board. All the meetings of the Board are open to current members except for discussions of personnel or disciplinary matters. Notification of regular Board meetings on the Lincoln County Farmers' Market Association website will occur at least one week prior to each scheduled meeting.

Place of Meetings: The Board of Directors may designate any place as the place of meeting for any annual, regular, or special meetings of the Association, given that notice has been provided.

ARTICLE VII–RECORDS

Every member shall have the right to examine, for any reasonable purpose, the books, records, roster of membership and other appropriate records of the Association. They may be examined by appointment only with the appropriate officer.

ARTICLE VIII–FISCAL YEAR

The fiscal year shall be January 1 through December 31st.

ARTICLE IX–SPENDING OF MONIES

Proceeds derived from annual membership fees and stall rental fees shall solely be used to pay expenses of the Association and the salary of the Market Manager. Should the Association dissolve or become inoperative, any remaining money shall be disposed of according to the recommendation of the Board of Directors with the approval of the membership and consistent with applicable laws.

ARTICLE X- RULES AND REGULATIONS

The Rules and Regulations, formulated by the Board of Directors and approved by a majority of the members present at a membership meeting, shall be in effect until changed or amended. They may be amended by the Board of Directors with subsequent approval of the membership by a majority vote of the members present at a regular Association meeting. The membership shall be notified that the changes will be discussed and acted upon at said meeting.

ARTICLE XI–AMENDMENTS

The Constitution and By-Laws may be amended at any membership meeting of the Association by a two-thirds vote of the members present, provided due notice of such proposed amendments be mailed, emailed or published in the newsletter by the Secretary to the entire membership not less than two weeks prior to the said meeting.

BY-LAWS

I. THE BOARD OF DIRECTORS

1. The duties of the Board of Directors shall be to transact all business of the Association, subject to membership approval where required.
2. The PRESIDENT shall call and preside over meetings, appoint and oversee committees, set agendas, be the official representative of the Association, and perform duties in the interest of the Association.
3. The VICE-PRESIDENT shall revise, maintain and enforce the Work-share guidelines, and perform duties of the President in his/her absence.
4. The SECRETARY shall keep a record of the proceedings of all meetings, a record of attendance at all meetings, send a written notice to all the members at least two weeks prior to

each membership meeting unless published in the Newsletter, attend to all correspondence of the Association, and perform any duties for the Association assigned by the Board of Directors. All ratified amendments to Association governing documents must be recorded by the secretary and incorporated into both the minutes and the governing documents. The date of the revision should be stated in both documents. The President/Manager/secretary shall be an insurance liaison with our insurance company.

5a. The TREASURER shall collect and hold all association money in bank accounts and pay all bills consistent with By-Law **Section I #7**.

5b. The Treasurer shall keep complete financial records and present a report to the President as requested, and to the members at each regular membership meeting of the Association. The Treasurer shall present a detailed year-end report to the Board of Directors and is responsible for preparing a preliminary budget for the upcoming year.

5c. The Treasurer shall also notify each member in writing of total stall fees, which shall be due in full by January 31st of the following year after the season.

5d. The Treasurer shall present all financial records annually to a financial review committee consisting of a minimum of two members appointed by the President. The review of finances should be completed with findings presented to the board by the March membership meeting.

6a. The MARKET MANAGER has complete authority to direct vendors, and interpret and implement policy at the market site. No other officer is to direct members while at the market, nor is any other member to attempt to direct another vendor. The Market Manager shall designate another member to act on their behalf when they are unable to attend a market. The Market Manager shall fill out incident reports as necessary.

6b. The Market Manager shall keep records of all markets, have possession of market attendance books when markets are ended, create new listings for the following year, have an up-to-date file of all members and the attendance at designated markets, and file the Idaho tax reports as required by law. The Market Manager shall send a copy of the constitution and bylaws to nonmembers seeking a membership application.

6c. The Market Manager shall coordinate advertising and publicity and shall be responsible for all special events, exhibits, games, entertainment, and demonstrations at the markets. The Market Manager may solicit volunteers to assist with special events, advertising, displays, exhibitions and demonstrations. The Market Manager shall also be responsible for directing individuals conducting or participating in special events.

7. Any member who has been assigned a budget is responsible for that budget, collecting the bills, approving them and presenting them to the Treasurer for payment. However, proposed projects must receive approval from the Board prior to implementation.
8. In the event of any vacancy on the Board of Directors, the President shall appoint any member of the Association in good standing to fill the vacancy until the term expires.
9. Robert's Rules of Order shall be followed at all meetings.
10. A committee shall be convened every three years to review and, if necessary, suggest amendments to the association's governing documents.

II SELLING AT THE MARKET

1. All vendors selling at the market must be willing to agree to Market rules and regulations. Each vendor must fill out an application and agree to membership fees before setting up the first time at the market. Vendors may share a space provided that each pays a separate market fee, subject to the approval of the Board of Directors. It is the vendor's responsibility to contact the Market Manager by the Monday before the market if they are not able to attend that market.

2. The season duration, days, times and locations for the markets will be established annually by the Board of Directors, subject to the approval of the membership.

3. Stall assignment criteria:

General:

- Length of time as a member.
- Spaces available at market.
- Type of product. Use of trailers/vehicles/generators.
- Full season vs. partial season market participant.

Negative:

- Inconsistent attendance at market.
- Consistent failure to notify market manager of impending absence.
- Consistent late arrival at market.
- Repeated failure to notify market manager of impending late arrival.
- Consistent early departure from market, with or without notifying manager.
- Repeated uncooperative behavior toward other vendors.

4. Non-Member temporary vendors: Educational, nonprofit, community service, or other individuals, organizations, or groups can come to the market at the invitation of the Market Manager or President, pending space availability. Invited guests can display approved relevant items for sale during their performance/event. The purpose of invited guests at the Market is to enhance the Market and/or provide educational community service.

501(c)(3) requirements

1. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or corresponding section of any future federal tax code, or shall be disturbed to the federal government, or to a state or local government, for public purposes.
2. Lincoln Farmers' Market Association relies on the operation of Idaho state law to meet the requirements of 508(e).