

## **BYLAWS OF GOODING FARMERS MARKET**

### **ARTICLE I: IDENTIFICATION**

Section 1. Name. This Non-Profit Corporation shall be known as the GOODING FARMERS MARKET.

Section 2. Fiscal Year. The calendar year shall be the fiscal year of the Corporation

### **ARTICLE II: MISSION AND OBJECTIVES**

Section 1. **Mission.** The mission of the Corporation is to provide local growers, artisans and craftsmen with an outlet for the sale of fresh produce, related agricultural products, prepared foods and hand-crafted items, as well as, stimulate public interest in the consumption of local farm and garden products. The market is organized exclusively for public purposes and is a not-for-profit organization.

Section 2. **Objectives.** The market objectives are to engage in any activity in connection with the marketing or selling of agricultural products and hand-crafted items of the Gooding Farmers Market vendors.

The Corporation intends to:

1. Provide an alternate marketing outlet for area produce growers and other agricultural producers, artisans, and crafters to feature their finest products.
2. Encourage the freshness of products at the Gooding Farmers Market.
3. Increase the availability and freshness of products available to the general community of buyers.
4. Provide improved market capability for area farmers and agricultural producers, artisans, and crafters to promote their products directly to consumers.
5. Establish, maintain, and enforce basic operating standards (Rules and Regulations) that will inspire public confidence in the "Producers only" concept.
6. Publicize and provide other marketing materials and opportunities for promoting and fostering the continual sale of locally grown produce and locally made arts and crafts as defined in the Rules and Regulations.
7. Encourage the expansion of marketing opportunities and the introduction of new products to the local community.
8. Enhance the community's image and local agriculture's and arts and crafts image by providing the special opportunity for direct dialogue between area consumers and producers who themselves grow, produce, or make the products they sell.
9. Provide educational support for farmers market vendors. GoodingFarmers Market By-Laws  
Page 2 of 5 As the Gooding Farmers Market is committed to the support of local farmers and availability of local foods, vendor distribution shall be based on the following:

1. A minimum of 25% of all vendors shall be agricultural based vendors. Examples of this include, but are not limited to, meat and/or dairy producers or produce growers.

2. Remaining vendors shall be limited to value-added products. Examples of this include, but are not limited to, artisans and crafters. Resale of purchased items, without the vendor adding value, does not qualify as a value added product. Direct resale vendors will be approved by majority vote by the board of directors. Agricultural vendors will take preference to value-added vendor space delegation.

### **ARTICLE III: BOARD OF DIRECTORS**

Section 1. **General Powers.** The business and affairs of the Market shall be managed 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 or rejecting all General Membership applications based on membership requirements.

Section 2. **Number and Positions.** The number of voting directors shall be at least five (5) and up to seven (7). The Board of Directors positions shall include a President, Vice President, Treasurer, Secretary, (Treasurer and secretary can be one person if they agree) and up to four (4) "at large" positions. At least 2 positions will be held by a farmer, rancher, or other agricultural based producer.

Section 3. **Qualifications.** The directors must be elected from the General Membership of the Corporation.

Section 4. **Election and Terms of Office.** The members of the Board of Directors shall be elected, by the General membership of the Corporation, at the annual fall meeting, and shall take office immediately upon their election. Directors shall serve a minimum of two (2) years and a maximum of six (6) years. A vacancy occurring during a term may be filled by the remaining Board members pursuant to Section 11 below, for the period remaining, until the next annual meeting, at which time the balance of such term shall be filled through election by the General Membership.

Section 5. **Removal.** Any director may be removed with or without cause by a majority vote of the directors. If any director is absent from three consecutive regular meetings of the Board, he or she will be deemed to have resigned from the Board unless, by a majority vote, the remaining directors reinstate him or her.

Section 6. **Annual Meeting.** The Board of Directors shall meet at least twice during the year no more than thirty (30) days after the wrap up of the season and within 90 day of market start up.

Section 7. **Regular Meetings.** Regular meetings of the Board of Directors, in addition to the annual meeting stated in Section 6, may be called by the president or by a majority of the Board. All meetings of the Board are open to current members except for discussions of personnel or disciplinary matters. Notification of regular Board meetings on the Gooding Farmers Market website will occur at least one week prior to each scheduled meeting.

Section 8. **Place of meeting.** The Board of Directors may designate any place as the place of meeting for any annual, regular or special meeting of the Board.

Section 9. **Notice.** Notice of any regular or special meeting shall be given at least five (5) days in advance, through electronic mail, text or phone call. Notice for special meetings shall state the business to be conducted. Any director may waive notice of any meeting. Attendance of a director shall constitute waiver of formal notice, except when a director attends a meeting for the express and limited purpose of objecting to the transaction of business because the meeting was not properly called or convened.

Section 10. **Quorum.** A majority of the members of the Board shall constitute a quorum for conducting the business of the market.

Section 11. **Manner of Acting.** Except as otherwise specifically provided in these Bylaws, the act of a majority of the director's present at a meeting in which there is a quorum shall be the act of the Board of Directors.

Section 12. **Vacancies.** Vacancies on the Board of Directors may be filled by the affirmative vote of the remaining directors although less than a quorum of the Board. A director selected to fill a vacancy shall serve until the next annual General Membership meeting, at which time the vacancy shall be filled for the unexpired portion of the term.

Section 13. **Committees.** The Board of Directors may create such committees as may be needed to carry out the business of the Corporation. Each committee shall be subject at all times to the control of the Board. Each committee Chairperson shall be approved by majority vote of the Board of Directors.

#### **ARTICLE IV: FARMERS MARKET MANAGER**

The Board of Directors shall appoint a Farmers Market Manager (Manager) to coordinate, plan and execute the program or projects of the Market as hereinafter provided. The Manager shall be appointed by the Board of Directors for an unspecified term of office. The Manager shall be responsible for the overall administration of the Corporation within the policy guidelines established by the Board of Directors and the applicable federal and state agencies. A three fifths (3/5) majority of Board of Directors shall be required to appoint or remove the Manager and he/she shall be subject to removal upon failure to coordinate, plan and execute the programs or projects of the Corporation in a reasonable and satisfactory manner, provided, Gooding Farmers Market By-Laws Page 4 of 5 however, the Manager shall be notified in writing thirty (30) days prior to the effective removal date. The Manager can be a voting advisor to the Board of Directors.

## **ARTICLE V: GENERAL MEMBERSHIP**

Section 1. **Establishment of General Membership.** The Board of Directors shall establish a General Membership and thereunder enroll persons as members of the Corporation with certain interests, powers and rights therein, except that they shall have no corporate property interest in the Corporation or its assets. The nature and extent of the powers, duties, rights and interests of the members which may include but are not limited to the following: (a) veto power on Board of Directors' decisions; and (b) approval of amendments to Bylaws recommended by the Board of Directors. Each general membership participant shall have a current year signed vendor agreement and be in good standing with vendor fees with the market.

Section 2. **Non-Discretionary Powers.** The members shall be empowered and have the duty at their annual meeting to elect members to the Board of Directors to fill the vacancies of those whose terms have expired or about to expire.

Section 3. **Qualifications.** General Membership shall consist of all qualified full-time vendors for the year they have paid their dues. All Vendors must be documented residents conducting business within a hundred (100) mile radius of Gooding County. Vendor qualifications will be reviewed and decided upon annually by the Board. Each membership will have one vote at general membership meetings. Any patron of the market presently serving on the Board will also have one vote at all meetings.

Section 4. **Meetings.** An annual meeting of the General Membership shall be held at a place within the general geographic area served by the market as may be selected by the Board of Directors at a date and time determined by the Board of Directors. Special meetings of the members may be called at any time by the Board of Directors of the Corporation or by a majority of the members. Notices of the members' meetings can be given in writing, by phone, by text, or by electronic mail unless waived by all of the members of the Corporation in attendance, either in writing or by unanimous vote thereof at a legal meeting and no objections being raised thereto. A quorum for the conduct of business of such meetings shall consist of 20 percent of the members. Voting shall be by voice or show of hands, at the discretion of the Board of Directors Chairperson, unless otherwise required by majority vote. A majority vote shall be required to transact business. Each member shall be entitled to one vote. Two members of the Board of Directors shall preside at all members' meetings, unless replaced for the purpose by a vote of the members in attendance.

Section 5. **Removal.** Members who violate General Membership requirements are subject to suspension and/or revocation of all rights and privileges, subject to a three-fifths (3/5) vote of the Board of Directors.

## **ARTICLE VI: COMMITTEES**

Section 1. **Establishment of Committees.** The General Membership may appoint various committees by majority vote during any annual or special General Membership meeting.

Section 2. **Membership.** A Committee shall include a minimum of two [2] persons from the General Membership, one of which shall serve as the Chairperson approved by the Board of Directors.

Section 3. **Meetings.** Each committee is responsible for holding meetings at such regular intervals as to assure proper completion of the committee's duties. The chairperson or their delegate shall give a report to the Board of Directors or the Farmers Market Manager at regular intervals or as requested by the Board of Directors or the Farmers Market Manager regarding the progress, accomplishments and goals of the respective committee.

#### **ARTICLE VII: RULES AND REGULATIONS**

See attachment

**ARTICLE VIII: AMENDMENTS** These Bylaws may be amended at any regular or special General Membership meeting. Amendment of these Bylaws may be made by a two-thirds (2/3) vote of the total membership present at the meeting. Gooding Farmers Market Rules and Regulations – Last Updated 12/16/24