



Bylaws

BYLAWS OF: Nicholasville Farmers' Market

ARTICLE I - NAME and PURPOSE

Section 1: The name of the organization shall be Nicholasville Farmers' Market

Section 2: The Nicholasville Farmers' Market is organized exclusively as a marketplace for area, dedicated farmers and producers and artisans providing safe, fresh, and high-quality products in a community centered and friendly atmosphere as an alternative market. It strives to provide healthy choices and to educate our consumers regarding local food and its preparation, local products and local organizations. Its purpose is to build cooperation amongst farmers, producers and artisans and the public in order to strengthen the community of Jessamine County.

ARTICLE II – MEMBERSHIP OF THE BOARD OF DIRECTORS

Section 1: Membership shall consist of up to seven members who work or reside in or near Jessamine County.

ARTICLE III - MEETINGS

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Chair or two Directors.

Section 3: Notice. Notice of each meeting shall be given to each voting member of the board, by mail or electronic mail, not less than one week before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role

1. Duties and Authority. The Board is responsible for:
 - a. Handling the business affairs of the market
 - b. Establishing the budget following the annual membership meeting.
 - c. Setting the vendor fees for the season
 - d. Exercising the powers of the market subject to any restrictions imposed by law, the Articles of Incorporation or these Bylaws.
 - e. Approving expenditures of market funds
 - f. Approving new vendor membership applications.
 - g. Hiring employees when necessary
 - h. Handling the financial affairs which include:
 - i. Reviewing financial records
 - ii. Approving an audit
2. Composition, Election and Terms
 - a. Membership shall consist of up to seven members who work or reside in or near Jessamine County.
 - b. No more than three of the Directors may be producers of the Nicholasville Farmer's Market. At least one of the Directors should be community representatives who are not producers of the market.
 - c. Directors are elected by a majority vote of the members in good standing of the market at the annual meeting of the members upon nomination and second.
 - d. The Cooperative Extension agent serves as an educational resource for the Board
3. Compensation: Directors serve without compensation. Any compensation for expenses must be approved by a majority of the Board.

Section 2: Meetings.

The Board shall meet at least 3 times during the calendar year at an agreed upon time and place.

Section 3: Board Elections

1. The Board proposes a slate to be elected at a general membership meeting.
2. Nominations for Board seats will also be taken from the floor at the general membership meeting.

Section 4: Quorum.

1. A quorum is comprised of at least one-half of the number of Directors in good standing.
2. A meeting quorum is direct communication, either in person, by telephone, text, or email. A summation of results of said communications will be available to all members.

Section 5: Notice.

An official Board meeting requires that each Board member have written or electronic notice one week in advance.

Section 6: Officers and Duties

The Board of Directors elects officers including president, who serves as Board Chair, Vice-President (Vice-Chair), secretary, and treasurer

1. The Chair presides over all meetings of the Board of Directors, serves as judge of elections, and performs all duties usually required of an executive and presiding officer.
2. The Vice-Chair performs the duties of the Chair in his/her absence and is the chair of the membership committee.
3. The Secretary records minutes of all proceedings and actions of the Board of Directors and distributes minutes to all members by e-mail.
4. The Treasurer keeps full and accurate accounts of the financial records of the market, deposits all monies of the market in such depositories as designated by the Board of Directors, disburses funds as directed by the board of directors, prepares an up-to-date financial report for all meetings, and maintains current and accurate membership lists.

Section 7: Vacancies.

Whenever a vacancy occurs on the Board of Directors, other than from the expiration of a term of office, the remaining Directors appoint a replacement to serve the rest of the term.

Section 8: Resignation, Termination and Absences.

Resignation from the Board should be given in writing to the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has two absences of which the Board has not been notified or three board notified absences in a year.

Section 9: Special Meetings. (See also ARTICLE III, Section 2)

1. Special meetings may be called by the Chair or two Directors
2. Notice of each meeting shall be given to each voting member, by mail or electronic mail, no less than one week before the meeting.

ARTICLE V - COMMITTEES

1. The Board appoints the standing committees of Membership, Nomination, Farm Visits/Inspections, Budget, Grievances, Marketing, Sub committees: Advertising and Special Events, as well as, standing committees that may be necessary to further the business of the market, including an executive committee for such emergencies as may require immediate action.
2. Each board member must actively serve on at least one committee.
3. Excessive absences prohibits the full functioning of the committee.

ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended subject to two thirds membership approval at a membership meeting.

Passed 2/10/2017

Section 2: Amendment history

- Article II, section 1 amended from 5 members March 5, 2021
- Article IV, section 1, 2a. amended from 5 members March 5, 2021
- Removed unnecessary and duplicate bullets and fixed indentation on February 25, 2023
- Article II, section 1, added "up to" before seven members on February 25, 2023
- Article III, section 3 amended notice from two weeks to one week on February 25, 2023
- Article III, section 4 removed section requiring meetings to follow Robert's Rules of Order on February 25, 2023
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- Article IV, section 1, 2a. added "up to" before seven members and deleted "motion was seconded by member" on February 25, 2023
- Article IV, section 1, 2b. amended "must" to "may" and removed limit on members that can live in another county on February 25, 2023
- Article IV, section 1, 2d. removed bullet referencing board member pledge on February 25, 2023
- Article IV, section 3, 1. amended from "December meeting" to "a meeting" on February 25, 2023
- Article IV, section 4, amended "Directors" to "Directors in good standing" on February 25, 2023
- Article IV, section 5, amended "two weeks" to "one week" on February 25, 2023
- Article IV, section 6, 1d. amended "disburses funds as directed" to "disburses funds as directed by the board of directors" and removed requirement for second signature on expenses greater than \$300 on February 25, 2023
- Article IV, section 9, 2. amended "two weeks" to "one week" on February 25, 2023
- Article V, 1. amended spelling error "exigencies" to "emergencies" on February 25, 2023
- Article VI, added "Section 2: Amendment history" heading on February 25, 2023

Policies and Procedures of the Board of Directors

1. Board Meetings

- a. If there is no business to be conducted, the Chair may cancel any Board meeting with prior notice to the Board members.
- b. An agenda of proposed business to be addressed at an upcoming Board meeting will be distributed to Board members prior to each meeting.
- c. Any topics to be addressed, not on the agenda, may be introduced during the New Business portion of the meeting.
- d. All actions on behalf of JFM need pre-approval either through discussion and vote at a meeting or through an email discussion and approval of a majority of the Directors.
- e. Farmers' Market meetings, including Board, General Membership and committee meetings are governed by Robert's Rules of Order.

2. Director Removal

- a. Any member of the Board of Directors may be removed by a 2/3 vote of the Board of Directors voting at a special or regular meeting of the Board of Directors.
- b. Any director may initiate a vote to remove
- c. Such a vote may be taken only after the Board of Directors has had at least 2 weeks to consider the situation after receiving written notice of the director's intention to initiate a vote to remove.
- d. The duty of notification rests with the Board Chair or Directors seeking the vote to remove.

3. General Liability

- a. The Jessamine Farmer's Market will maintain general liability insurance for the market.
- b. Individual vendors are encouraged to obtain their own liability insurance for protection against any claims, injuries, and damages resulting from the sale of their product at the market and their participation in the market.