

# CHELSEA FARMERS MARKET ~ BYLAWS 2018

*This document reflects all changes and amendments as accepted by the voting members of Chelsea Farmers Market at the Annual General Meeting on March 17, 2018 and supersedes all previous versions of the CFM Bylaws.*

## **Section I: Name**

The name of this organization shall be: Chelsea Farmers Market.

## **Section II: Purpose**

The purpose of this organization shall be to organize and promote a community farmers market in Chelsea and to encourage the consumption of local products.

## **Section III: Membership**

Voting members include ANY interested persons who have paid the annual membership fee.

## **Section IV: Structure**

**A Board of SEVEN (7) members** shall be elected by the membership at the annual meeting for a term of THREE years each.

This may be increased to **NINE** members (there should always be an uneven number of members) if there is interest from additional community members or vendors to join the board.

Elections shall be staggered so that **whenever possible** only two NEW board members shall be elected in any given year.

At least THREE (3) Board members shall be current or past vendors.

The Board shall elect the following officers for a term of ONE year each:

- 1) President
- 2) Vice President
- 3) Secretary
- 4) Treasurer

A Market Manager will be contracted to manage the market.

## **Section V: Duties**

The Board shall generate Rules and Regulations for the market and set up ad hoc committees as needed to carry out the business of the organization.

The Board is responsible for oversight of the Market Manager and for initiating and terminating contract with same. In the event that the market manager is unable (for any

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reason) to fulfill the requirements of his/her position, the Board, at its discretion, will take over management of the market.

**The President** shall preside over and conduct meetings, submit an annual report of the operations of the organization to the members at the annual meeting, and report from time to time to the Board all matters within his/her knowledge that should be brought to their attention in the best interest of the organization.

He/she shall also keep a list of the membership, together with their addresses, and notify the members of the time and place of meetings, or delegate responsibility for the same.

**The Vice President** shall perform the duties of the President in the absence of the President and work collaboratively with the President as necessary.

**The Treasurer** shall be responsible for the collection, safekeeping and expenditures of all funds; for keeping and maintaining financial records of all business transactions; for providing to the Board at their request information about transactions and financial statements; and for submitting to the membership at the annual meeting a written financial report.

**The Secretary** shall keep a record of attendance at all meetings, take the minutes of meetings, and disseminate the minutes to members within a reasonable time after each meeting.

**The Market Manager** shall act as a liaison between the Board and vendors. He/she is responsible for the actual management of the market: collecting fees, handling Farm to Family coupons, local market coupons, and any other duties assigned by the Board.

## **Section VI: Dues**

Dues shall be established by the Board and approved at the annual meeting by a majority of voters present.

## **Section VII: Annual Meeting**

An annual meeting shall be held on a date between January 1 and March 31<sup>st</sup> of each year to be determined by the Board. Additional meetings shall be scheduled as needed.

## **Section VIII: Limitations**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, directors or other private persons, except to pay reasonable compensation for services rendered.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the publishing or distribution of statements for any political campaign on behalf of any candidate for public office.

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Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax of the IRS code.

## **Section IV: Dissolution**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRS code, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Section X: Amendments**

Amendments to these by-laws may be made at any meeting of the general membership by a two-thirds vote of those present.