

# **Cowley Farmers Market Association Inc**

## **BYLAWS**

Created as a governing document by CFMA Board of Directors November 20, 2019

Adopted by Membership Vote May 16, 2020

Revised March 29, 2021, April 11, 2023

### **Article 1 Name and Office Section**

Section 1:

The name of this not for profit corporation shall be "Cowley Farmers Market Association, Inc."

Section 2:

The principal office of the corporation shall be in Winfield, Kansas. The office address is 311 E 9th Avenue, Winfield KS 67156.

Mission: Cowley Farmers Market Association, Inc. is dedicated to connecting communities to locally grown food and artisan products while promoting economic opportunities and business growth.

### **Article 2 Purpose and Objectives**

Section 1:

The primary purpose of Cowley Farmers Market Association, Inc. is to provide a venue for area producers to connect with consumers. As a group, members of Cowley Farmers Market Association, Inc. will accomplish the following objectives:

- A. Develop markets for regionally produced products as well as marketing opportunities for producers.
- B. Enhance the-sustainability and efficiency of current markets and marketing strategies.
- C. Cooperate on purchases of necessary supplies and equipment.
- D. Establish communication lines between producers to share information and ideas.

### **Article 3 Membership Section**

Section 1:

There shall be categories of membership as follows:

- A. Producer – a producer is any person who produces products such as: fresh herbs, fruits, honey, vegetables, grains, nuts, berries, plants, flowers, eggs, baked goods, meats, legally processed items, and crafts (not made from kits).
- B. Service provider – this is a person who provides a service which might be subject to state or local regulations. Examples include food trucks, knife sharpening, and massage.
- C. Ex-Officio – the market managers and any other operational support individual as appointed by the Board of Directors. This is a non-voting membership category.

#### Section 2:

Anyone who wishes to become eligible for membership in Cowley Farmers Market Association, Inc. shall make application and be approved by the Membership Committee. The requirements for membership in Cowley Farmers Market Association, Inc. includes but is not limited to the following: A. Must live within 75 miles of Winfield, KS.

- B. Products offered for sale must be produced or have added value by the member.
- C. Products or services offered must be family friendly, conducive to community health and not franchise operated. (i.e.- food trucks, coffee distributors, massage, knife sharpener)
- D. Are required to adhere to all local, Kansas and federal regulations and licensing that may be applicable to the growing, making, processing, transportation and marketing of their respective products and services. {Annual copies of licenses must be on file.}
- E. Shall be bound by the Operational Rules of Cowley Farmers Market Association, Inc.
- F. Youth producers or service providers under age 18 must be sponsored by an adult member, 18 (eighteen) years of age or older.

#### Section 3:

The membership year shall be April 1 to March 31 of the following year.

#### Section 4:

Membership dues including charges for late payments shall be established from time to time by the Board of Directors.

#### Section 5:

Cowley Farmers Market Association, Inc. reserves the right to assign the majority of memberships to residents of Cowley County and the counties adjoining Cowley County, State of Kansas. However, those members who live outside 75 miles at the time of the adoption of these Bylaws shall not have their membership status affected by their residency.

## **Article 4 Right to Vote Section**

### Section 1:

- A. Members whose dues have been paid for the current year shall have one vote per membership. There shall be no proxy voting.
- B. Ex-Officio members shall abstain from the voting process but may include their voice in any discussion preceding a vote by the members.

## **Article 5 Board of Directors**

### Section 1:

The Board of Directors of this Corporation shall consist of 7 (seven) members of Cowley Farmers Market Association, Inc., in addition to the market manager(s) of the markets as an ex-officio non-voting member.

### Section 2:

Members of the board shall hold office for a term of three years and until their successors are elected and qualify, and no member of the board shall hold office for more than two consecutive terms (maximum of 6 years). They are eligible to be reelected after a one-year absence from service.

Members in good standing will be notified of open positions and have an opportunity to serve on the board of directors. A board of directors leadership survey will be distributed and respondents will be placed on the ballot for a vote at the annual meeting. The leadership survey will include a statement of commitment.

New board members will be seated immediately following the annual meeting.

### Section 3:

Prior to December 1, the newly elected Board shall meet and elect a Chairman, Vice Chairman, Secretary and Treasurer from among themselves, each of whom shall hold office until the next annual meeting and until the election and qualification of the successor. The offices of Secretary and Treasurer may be held by the same person. Candidates for each office shall be nominated by the Board. In the event more than one person is nominated for a particular office, an election will be held among the members of the Board, and the person receiving the most votes for such office shall be elected to serve. For these purposes, a Board member nominated for a particular office shall not be disqualified from voting for him or herself.

### Section 4:

Any vacancy in the Board, other than from the expiration of a term of office, shall be filled by appointment of a member in good standing by the remaining members of the Board.

Section 5:

A majority of the Board shall constitute a quorum at any meeting of the Board.

**Article 6 Powers and Duties of the Directors** Section

Section 1:

The Board, subject to the restrictions of the laws of the State of Kansas, and these bylaws, shall exercise all the powers of the Corporation. It is hereby expressly provided that the Board shall have, and is hereby given, full power and authority in respect to the matters as hereinafter set out:

- A. To maintain the intent, integrity and vision of the Corporation.
- B. Secure market manager(s) and other staff, providing job description for duties, responsibilities, authority, supervision, evaluation and determining salaries. C. Select and secure market sites.
- D. To prescribe, adopt and amend, from time to time, such equitable and uniform rules and regulations, as in their discretion, may be deemed essential or convenient for the conducting of business and affairs of the Corporation.
- E. To fix uniform and reasonable stall fees for members selling at the market.
- F. To prepare and adopt a budget for each year which furthers the purposes of Cowley Farmers Market Association, Inc. as stated in Article 2.
- G. To contract with various agencies for advertising or services for the market within the restraints of the budget.
- H. To select a bank to act as depository for the funds of the Corporation. To determine the manner of receiving, depositing and disbursing the funds of the Corporation, and the persons who shall have authority to sign checks on behalf of the Corporation.
- I. To work with the Membership and Compliance Committees and settle any question or issue brought to the Board by the Committee.
- J. The Board may appoint committees as necessary.

**Article 7 Duties of Officers** Section

Section 1:

Chairman – the Chairman shall preside over all meetings of the Corporation's members and Board, call special meetings of the Corporation's members and Board, perform all acts and duties usually performed by an executive and presiding officer, and shall sign papers of the Corporation as authorized or directed to sign by the Board. The Chairman shall perform such other duties as may be prescribed by the Board.

Section 2:

Vice-Chairman – in the absence or disability of the Chairman, the Vice-Chairman shall perform the duties of the Chairman.

Section 3:

Secretary – it shall be the duty of the Secretary to keep a record of the proceedings of the meetings of the Board and of the Corporation.

Section 4:

Treasurer – the treasurer shall receive and account for all funds of the Corporation, shall deposit the same in the bank designated by the Board as a depository, and pay the amounts, or cause them to be paid out of the depository only on the checks authorized by the Board. At each annual meeting the treasurer shall submit to the members of the Corporation a complete statement of account for the past year and discharge such other duties pertaining to the office as shall be prescribed by the Board.

**Article 8 Annual Meeting of Members Section**

Section 1:

The annual meeting of the Corporation's members shall be held at some suitable location within Cowley County within six weeks of close of markets. The location and date of said meeting to be determined by the Board.

Section 2:

Special meetings of members may be called at any time by the Chairman or upon resolution of the Board, or upon written petition to the Chairman of the Board signed by 51% (fifty-one percent) of the members of the corporation.

Section 3:

Notice of all meetings of members of the Corporation shall be given by mail to the address shown upon the books of the Corporation at least 10 (ten) days prior to the meeting. Such notice shall state the nature, time, place and purpose of the meeting.

Section 4:

It shall be necessary for at least 8 (eight) members to be in attendance at any meeting in order to constitute a quorum for the transaction of business at any meeting of the members duly called, unless a greater number shall be required by law or by the Articles of Incorporation. Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

## **Article 9 Board Meetings**

### Section 1:

The Board shall meet annually following the annual meeting of members and may meet at such or other times as may be determined by the Board, or upon call providing 2 (two) days' notice by the Chairman or any two members of the Board.

### Section 2:

Any meeting of the Board of Directors may be held by conference telephone or similar communications equipment by means of which all Directors participating in the meeting can hear each other simultaneously. Participating in any meeting so conducted shall constitute presence at the meetings in person by all Directors participating therein.

### Section 3:

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to the proposed action and if such written consent is filed in the Corporation's official Minute Book containing the minutes of all meetings and proceedings of the Board of Directors. Any action so taken with the unanimous written consent of all members of the Board of Directors shall have the same force and effect as an action taken at a meeting of the Board of Directors by the unanimous vote of all Board members. Section 4:

All votes required of directors may be by voice vote or show of hands unless a written ballot is requested, which may be made by any one director. Each Director shall have one vote. Every reference to a majority or other proportion of Directors shall refer to a majority of the 7 (seven) elected Directors.

## **Article 10 Basis of Operation**

### Section 1:

The Corporation shall at all times be operated as a not for profit corporation for the mutual benefit of the membership.

## **Article 11 Duties of Members**

### Section 1:

- A. To assure that all products are being produced or have added value by the member. Any production facility of any product sold at Cowley Farmers Market Association, Inc. farmers market will be open to inspection by the Membership or Compliance Committees of Cowley Farmers Market Association, Inc.

- B. Members are expected to participate in the markets and shall obey all the rules and regulations of Kansas, Cowley County, City and Corporation. Each member will be expected to promote the market and only sell quality products.
- C. Support and ex-officio members are encouraged to bring suggestions and ideas to the members.

Section 2:

- A. All members will provide a safe environment. There will be no sexual harassment, physical force, verbal or mental abuse, or other harmful experiences.
- B. There will be no use of alcohol, tobacco or any illegal substances or be under the influences thereof at any sponsored Cowley Farmers Market Association, Inc. event.
- C. All members shall be required to complete and sign the Vendor Profile and Agreement Regarding Conditions of Membership Form and to be bound by the conditions of membership stated therein as well as the Operational Rules of Cowley Farmers Market Association, Inc.

## **Article 12 Membership Committee**

Section 1:

A Membership Committee shall be responsible for reviewing applications for membership in Cowley Farmers Market Association, Inc. so that a determination can be made to approve or deny an applicant's membership in Cowley Farmers Market Association, Inc.

The Membership Committee of Cowley Farmers Market Association, Inc. has the right to approve or deny an applicant's membership in Cowley Farmers Market Association, Inc. based on fulfillment of membership requirements.

Section 2:

The Membership Committee shall consist of 3 (three) members will be appointed by the Board of Directors, which will include at least one member from the Board of Directors. The committee will report to the Board of Directors.

## **Article 13 Compliance Committee**

Section 1:

A Compliance Committee shall be responsible to oversee the general policing of the Operational Rules of Cowley Farmers Market Association, Inc. and to handle corrective actions as the need may arise.

Section 2:

The Compliance Committee shall consist of 3 (three) members appointed by the Board of Directors, which will include at least one member from the Board of Directors. The committee will report to the Board of Directors.

**Article 14 Grievance / Appeal Committee Section**

Section 1:

A grievance is defined as a complaint that alleges a wrong doing, an inequity or injustice committed by a person, by Cowley Farmers Market Association, Inc., any committee or representative thereof.

Section 2:

An appeal is defined as a request to overturn or reverse an action or decision made by Cowley Farmers Market Association, Inc. or by any committee or representative thereof.

Section 3:

The procedure for making a formal written grievance or appeal shall be outlined in the Operational Rules of Cowley Farmers Market Association, Inc.

Section 4:

The Grievance / Appeal Committee of Cowley Farmers Market Association, Inc. shall be an ad hoc committee consisting of at least 3 (three) members of the Board of Directors.

Section 5:

The Grievance / Appeal Committee of Cowley Farmers Market Association, Inc. shall be responsible for meeting when required for the purpose of determining the validity of all grievances and appeals brought to Cowley Farmers Market Association, Inc., to determine the course of action to resolve said grievance or appeal according to the process outlined in the Operational Rules of Cowley Farmers Market Association, Inc.

Section 6:

Members of Cowley Farmers Market Association, Inc. are required to give written notice of any grievance or request an appeal and await the decision of the Grievance / Appeal process before any formal legal litigation is taken.

Section 7:

Minutes of the meetings of the Grievance / Appeal meetings are to be recorded and provided to the Board of Directors of Cowley Farmers Market Association, Inc.

## **Article 15 Indemnification**

### Section 1:

The Corporation shall indemnify any person as well as his or her heirs, estate and personal representatives against all expense, liability, costs, judgments and claims whatsoever incurred or sustained by any person by reason of the fact that he or she was an officer or director of this corporation to the maximum extent permitted by law and the Board of Directors may but shall not be required to purchase liability insurance to meet this expense.

## **Article 16 Amendments**

### Section 1:

These Bylaws may be amended by a vote of 2/3 (two-thirds) of the members present at any regular or special meeting of the Corporation. Notice of any amendment to be made at any regular or special meeting of the membership must be sent by mail to each current member at least 10 (ten) days before such meeting and must set forth the amendments to be considered.

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