

BYLAWS OF THE TAHLEQUAH FARMERS' MARKET ASSOCIATION

ARTICLE I – NAME

The name of this Association is the “Tahlequah Farmers’ Market” and may be referred to in these Bylaws as the Association.

ARTICLE II - PURPOSE

The purpose of this Association is the operation of a farmer’s market in Tahlequah, Oklahoma, that will provide local access to Oklahoma grown and made in Oklahoma products. The Association’s mission is to support the economic growth of Northeast Oklahoma’s small farms and local artisans/craftsmen by providing an (effective) direct sales site and to educate the community about nutritional, health, economic and environmental benefits of buying direct from local producers.

ARTICLE III – MEMBERSHIP

Membership in the Association is required in order to sell (be a vendor) at the market. Membership is available to any person who is interested in or a producer of local agricultural, artisan or hand crafted products produced in Cherokee and its adjoining counties. This is limited to one membership per farm/vendor. Each member must have their own booth with all the set ups and the required permits and licenses. A member and his/her household are entitled to use the market site facilities for the sale of such products. An annual membership fee, to be determined by the board, shall be assessed in January of that year. The fee shall be used to assist in the administration of the Association.

Members of the Association shall not be official representatives of the Association unless specifically authorized by the Board. No public statements of members shall be construed as representing the Association unless so authorized.

Anyone wanting to support the Association with no intention to sell at the market may become a “Friend of the Market”.

ARTICLE IV – VOTING

Each membership shall have one vote, and voting by proxy (except in the case of membership shared by business partnership or family relationships), shall not be permitted. Voting shall be by voice or hand vote except that any member may request a secret ballot. Such requests shall be granted without discussion. Majority votes shall be necessary to secure passage of an issue unless otherwise specified in these By-laws.

ARTICLE V – MEETINGS

Section 1. The annual meeting of the Association shall be held during the month of January in Tahlequah with the exact day, time and location to be determined and announced by the Board of Directors.

Section 2. The purpose of the annual meeting shall be to elect the Directors and to conduct any other business that may properly come before the meeting. The order of business shall be: Determination of quorum; Proof of due notice of the meeting; Reading and disposition of minutes; Annual reports of officers; Unfinished business; New business; Election of directors; and Adjournment.

Section 3. Special meetings of the members of the Association may be called by the Board of Directors at any time.

Section 4. It shall be the President’s or the Board of Directors’ duty to call such a special meeting when twenty-five percent of the members of the Association file with the Association Secretary a petition requesting a special meeting and specifying the business to be considered at such meeting. A complete updated member list will be made available to all members quarterly.

Section 5. Notice of all meetings shall be documented that each member was attempted to be contacted at least ten days prior to the meeting.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. The business and property of the Association and the affairs of the Association shall be managed by a Board of Directors consisting of at least five (5) members elected by the members from their own number.

Section 2. Replacement directors' term of office shall be three (3) years.

Section 3. When a vacancy on the Board occurs, other than by expiration of term, the remaining Board members may fill the vacancy for the remainder of the year from the current membership. The appointed board member will be approved or rejected by a majority vote of the members at the annual meeting. Upon approval the appointed board member will then complete the unexpired portion of the term to which they were appointed. Upon rejection, the membership will nominate and vote for an alternate board member, which must pass with a majority affirmative vote of the membership. This replacement officer shall serve for the remainder of the unexpired term.

Section 4. Immediately after each election of Directors, the Board of the Directors shall meet and organize by electing officers to head the Association. A President, Vice-President, Secretary, Treasurer and Public Relations Representative shall be elected by the Board of Directors from their own number.

Section 5. The President or any two Board members may call an emergency meeting of the Board of Directors at any time by giving actual or written notice thereof to all members of the Board at least twenty four (24) hours before said meeting.

Section 6. A majority of the Board of Directors must be present and therefore shall constitute a quorum at any meeting of the Board.

Section 7. Abandonment of Position: A Board member's absence from Board meetings for three (3) consecutive meetings will be considered abandonment of position and the remaining Board members may appoint a person to fill the position for the remainder of the year. Otherwise, any three (3) members of the Board may declare a vacancy with written justification.

Section 8. Removal of Officers: The Board of Directors at any time may, by affirmative vote of the majority of the members of the Board then in office, remove any officer elected or appointed by the Board of Directors for cause.

ARTICLE VII - DUTIES AND POWERS OF THE BOARD

Section 1. The Board of Directors shall have general supervision and control of the business and affairs of the Association and shall make all necessary rules and regulations not inconsistent with law or these bylaws for the management of the business and guidance of the officers, employees, and agents of the association.

Section 2. The Board of Directors shall keep a complete record of all its acts and the proceedings of its meetings, and it shall present a full statement at the annual meeting of the Association, showing in detail the conditions and affairs of the Association.

Section 3. The Board of Directors shall audit all accounts of the Association quarterly. An outside auditor may be hired to conduct the audit if the Board of Directors feels it is necessary. A year-end report of the audits shall be presented to the members at the annual meeting.

Section 4. Two Board members must co-sign all checks drawn on the main TFM checking account. The Treasurer and either the President, the Vice President, or the Secretary shall sign these checks. A separate account may be established for the sole purpose of issuing payments to vendors for customer purchases through the EBT system and/or any other programs in which the TFM participates. In the interest of issuing prompt payments to the vendors, this account shall require one signature and the market manager and all officers shall be authorized signers.

ARTICLE VIII - DUTIES OF OFFICERS

President shall:

1. Be the executive officer of the Association and shall hold his/her office for one year from his election by the members of the Board. He/She shall preside over all meetings of the Association and meetings of the Board of Directors.
2. Call special meetings of the Association and Board of Directors when necessary.
3. Perform all acts and duties required of an executive and a presiding officer.

The Vice-President shall:

1. Hold office for one year, and in the absence of or the inability of the President to act, shall be vested with all the powers of the President and discharge all the duties of that same office.
2. The Vice President shall assume the office of the President for its unexpired term if a vacancy occurs.

The Secretary shall:

1. Hold the office for one year.
2. Keep a complete and accurate record of all meetings of the Association and Board of Directors.
3. Serve all notices required by law and by these by-laws,
4. Be responsible for notifying all members of the time, date, and location of the impending meetings and handle all official correspondence for the Association.
5. Maintain complete and accurate vendor files.
6. Perform any other duties as assigned by the Board of Directors.
7. Publish the minutes of all meetings within one (1) week of the meeting date.

The Treasurer shall:

1. Hold the office for one year.
2. Co-sign as Treasurer all notes, deeds, and all other instruments on behalf of the Association.
3. Receive and disburse all funds and pay out the current expenses and such other expenditures as he/she may be ordered by the Board of Directors, and be custodian of all property of the Association.
4. Keep a complete record of all business of the Association falling under the duties assigned to the Treasurer and make a full report of all matters and business pertaining to the association to the members at the annual meeting.

The Public Relations shall:

1. Promote the market, be responsible for media relations, education, special events, market development, customer and vendor newsletters, website development and updates.

ARTICLE IX - COMMITTEES

Committees will be appointed from the membership on an as needed basis with committee instructions given at the time of appointment. Each committee shall have at least three (3) members, one of which must be a board member. The number of the committee must always be an odd number.

ARTICLE X - INDEMNIFICATION

Each elected or appointed Director or Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or the settlement of any proceeding to which he/she may be a party or may be involved by reason of his/her being or having been a Director or Officer of the Corporation, whether or not he/she is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

ARTICLE XI - CONFLICT OF INTEREST

Whenever a manager or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XII - AMENDMENTS

These bylaws may be altered, changed or amended at any annual or special meeting of the Association by a two-thirds majority vote of all members present.

ARTICLE XIII - DISSOLUTION

Upon dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization as selected by the Board of Directors.

ARTICLE XIV - MARKET REGULATIONS

The Board of Directors shall proclaim and enforce all regulations for the operation of any market(s) by the Association.

We the undersigned, being the Board of Directors of the Tahlequah Farmer’s Market Association, do hereby agree to these by-laws and so adopt them. In witness, we sign these bylaws to be our own.

_____	_____
PRESIDENT	DATE
_____	_____
VICE PRESIDENT	DATE
_____	_____
SECRETARY	DATE
_____	_____
TREASURER	DATE
_____	_____
PUBLIC RELATIONS	DATE