

**BY-LAWS OF THE
CAMAS FARMER'S MARKET**

ARTICLE 1: NAME AND LOCATION

The name of this organization shall be "Camas Farmer's Market" (herein referred to as "Market"). The location and chief place of business shall be in historic downtown Camas, Washington. The mailing address shall be PO Box 1034 Camas, WA 98607.

ARTICLE 2: INCORPORATION

The Camas Farmer's Market is a Washington non-profit corporation under the provisions of RCW Ch. 24.03.

ARTICLE 3: PURPOSE

The purposes for which the Camas Farmer's Market is organized are to:

1. Create an agriculturally based farmer's market in downtown Camas that provides access to local, sustainable foods.
2. Champion and support local farms and food producers.
3. Foster connections between farmers / producers and the community, including vulnerable populations.
4. Provide education and inspiration for growing, preparing and eating healthy foods.
5. Create a permanent space to bring our community together.
6. Work with community organizations in furtherance of our mission.

ARTICLE 4: MEMBERSHIP

Section 1: Membership – Membership shall consist of the board of directors.

ARTICLE 5: BOARD OF DIRECTORS

Section 1: Powers – The business and affairs of the Camas Farmer's Market shall be managed by its Board of Directors. The Board is responsible for overall policy and direction of the Market. The Board of Directors may appoint committees and committee chairpersons as they may consider necessary.

Section 2: Number and Term – The board shall have up to 9, but not fewer than 5 members. Each member shall serve a term of two (2) years, but are eligible for re-election for up to five consecutive terms. Each member may serve until his or her successor has been chosen.

Section 3: Meetings and notice – The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4: Board elections – During the last quarter of each fiscal year, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5: Election procedures - New members shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year or in following month.

Section 6: Quorum - A quorum must be attended by at least fifty-one percent of board members for business transactions to take place and motions to pass.

Section 7: Officers and Duties - There shall be four officers of the board, consisting of a president, vice-president, secretary and treasurer. Their duties are as follows:

The president shall convene the yearly board retreat and direct staff to schedule regular board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer.

The vice-president shall chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, , distributing copies of meeting minutes to each board member, and assuring that corporate records are maintained. Agenda for meetings will be sent by staff as directed by secretary.

The treasurer shall make a report at each board meeting. The treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8: Vacancies - When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be

voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9: Resignation, termination, and absences - Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to unexcused absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special meetings - Special meetings of the board shall be called upon the request of one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Section 11: Compensation - The Board of Directors shall serve without compensation.

ARTICLE 6: STANDING COMMITTEES

Section 1 General Authority - The Board may create committees as needed, such as fundraising, outreach, volunteer, etc. The Board shall determine power and responsibilities of such committees.

Section 2: Executive Committee - The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3: Finance Committee - The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members.

Section 4: Advisory Committee - The Board may create an advisory committee and invite members of the community to participate. The purpose of the advisory committee is to make recommendations to the Board regarding implementation of the Market's mission and to facilitate the participation by interested parties in the ongoing operation and promotion of the Market.

ARTICLE 7: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director or Officer now or hereafter, serving the Market and each person who at the request of or on behalf of the Market is now serving or hereafter, serving as a Director or Officer of the Market, and his or her representative heirs, executors and personal representative, shall be indemnified by the Market against expenses actually and necessarily incurred by him or her in connection

with the defense of any action, suit or proceeding, in which he or she is made a party by reason of being or having been such a director or officer, except in relation to matters to which he or she shall be adjudged in such suit, action or proceeding to be liable for negligence or misconduct in the performance of duty, such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any law, or agreement.

ARTICLE 8: AMENDMENT OF BYLAWS

These Bylaws may be altered or amended by a two-thirds majority vote of the Board of Directors at an official board meeting, called in accordance with the provisions of these bylaws. Notice of specific language of proposed amendments to Bylaws must be included with the meeting notice.

ARTICLE 9: FINANCES

Section 1: Depository - The Board of Directors shall have the power to select one or more banks to act as depositories of the funds of the Market and to determine the manner of receiving, deposition and disbursing the funds of the Market and the form of checks and the person or persons by whom same shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will.

Section 2: Budget - The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee.

Section 3: Fiscal Year - The fiscal year shall be the calendar year.

Section 4: Annual Reports - Annual reports are required to be submitted to the board showing income, expenditures, and pending income.

Section 5: Public Information - The financial records of the organization are public information and shall be made available to board members and the public.

Section 6: Funds may be solicited and raised for purposes approved by the Board, which are not deemed in conflict with the stated purposes defined in Article 3.

Section 7: Contributions may be received for either regular or special needs or both and may be received and disbursed immediately over a period of time, or may be used for creation of or additions to capital funds from which only the interest may be disbursed. Any such capital fund or funds may be continued for a designated or limited period, or in perpetuity. Contributions received without designated purposes are to be used as the Board shall prescribe and not in conflict with these By-Laws.

Section 8: All contributions are to be deposited with the Treasurer, and shall be recorded as contributions to and disbursements from the Market.

Section 9: All expenditures in excess of \$100.00 not previously approved or included in the adopted budget must be authorized by the board before disbursement.

Section 10: An audit report of the finances of the Organization shall be made annually. The report shall include at least (1) a balance sheet, (2) an operating statement, and (3) a statement showing the amount of capital, if any, furnished by the members during the period under review.

ARTICLE 10: CONFLICT OF INTEREST

Section 1: General Principles.

(a) Individuals who are neither compensated themselves, nor related to individuals who are compensated, shall constitute a majority of the board of directors.

(b) Primary responsibility for making all decisions subject to a conflict of interest, or possible conflict of interest, shall rest with the Board of Directors. The board may delegate decisions subject to this Article to a committee composed of individual board members unrelated to, and not subject to the control of, the person or persons involved in the proposed transaction.

(c) In matters of compensation, no board member or officer may receive compensation from the Market which exceeds the value of the services provided for such compensation. In any other transaction, no board member or officer may receive economic benefits from the Market which exceed the consideration provided for such transaction.

(d) Deliberation, decision-making, and written documentation of all arrangements subject to this Article shall take place before the Market makes payments of any kind.

Section 2: Basis for Decision Making - In making decisions subject to this Article, the board of directors, or decision making committee, shall, to the best of its ability, obtain and rely upon appropriate data as to comparability, such as

- information about compensation paid by similarly situated organizations for similar goods or services,
- current compensation surveys compiled by independent firms, or
- actual written offers from similarly situated organizations

Section 3: Conflict of Interest - No Board member may vote upon a matter in which he or she has a direct financial interest. No Board member may vote upon a matter in which he or she has a business or family relationship with anyone who has a direct financial interest.

Immediately upon becoming aware that such a conflict may exist, a Board member must disclose the existence of the potential conflict to the remaining Board members. If, by vote of the remaining Board members, a conflict of interest is found to exist, the Board member with the conflict shall withdraw from further deliberation and refrain from voting on the matter.

Section 4: Recordkeeping - The basis for each decision subject to this Article shall be fully documented, including:

- the terms of the approved transaction and the date approved,
- the members of the decision-making body who were present during debate on the transaction and those who voted on it,
- the decision made by each individual who voted,
- the comparability data that was relied on by the decision-making body and how the data was obtained, and
- any actions by a member of the decision-making body having a conflict of interest.

ARTICLE 11: DISSOLUTION

Upon dissolution of the Organization, the assets of the Organization shall be distributed to one or more domestic Markets, societies or organizations engaged in activities substantially similar to those of the dissolving Market which would qualify under the provisions of Section 501(c)3 of the Internal Revenue Code.

CERTIFICATION

These bylaws were approved by consent by all directors on January 20, 2009. These bylaws were amended by a 2/3 majority vote on (date that it's approved)