

Downtown Farmers' Market
of Manhattan, Inc.

By-Laws

Adopted
March 12, 2002
Amended
March 14, 2006
Amended
April 29, 2006
Amended
June 3, 2009
Amended
April 23, 2011
Amended
March 1, 2017

By-Laws for Downtown Farmers' Market of Manhattan, Inc.

Article I – Name

The name of this organization shall be Downtown Farmers' Market of Manhattan, Inc. d/b/a as Manhattan Farmers' Market. (Hereafter referred to as "Market" or "the Market".)

Article II – Object

The Market exists to allow local business entrepreneurs a fair and equitable means of supplying produce and goods to the public in Manhattan, Kansas and surrounding area.

Art III – Members

Section 1: Eligibility of Membership

Eligibility of Membership shall be open to anyone engaged in supplying food items including: homegrown fruits, vegetables, edible grains, nuts, berries, honey, baked goods, farm fresh eggs, slaughtered meats (refrigerated, frozen, or dried); non-food items including: flowers, garden products of organic nature, items used in the garden, farm, or yard; craft items including: hand made or non-mass produced items; and those items deemed appropriate by the Board members. Those items previously approved by the Board and food items under the jurisdiction of the Riley County Health Department (2330 Tecumseh, Manhattan, KS 66502, 785-776-4779) may be prohibited by a majority vote of the membership. Franchised business activities are prohibited from participating in Market.

Section 2: Classes of Membership

All business entrepreneurs shall register in person with the Secretary/Treasurer of the organization, prior to doing business. Registration shall consist of name, address, telephone number, and, if applicable, state sales tax number.

A. A Member (or represented member); is a business which has registered with the Secretary/Treasurer, and paid annual dues to be a member of the Market. New members must pay the membership fee and show at market during the current season at least four times, but the order of occurrence of these two events does not matter. As such they will be considered for quorum in conducting business, entitled to vote during business meetings, entitled to reserve stall space, and to serve as a board member or officer upon election. One Member = One vote = One representative to serve in office or on committee. For membership renewal the member must pay membership fee and attend four times during the current market-selling season. Voting rights shall be retained until the end of the market season, but shall be lost along with membership should the member fail to attend the required four times.

B. Associate Member; a business that has registered with the Secretary/Treasurer but has not met membership requirements, shall be an associate member, entitled to sell at market. Associate members may attend meetings, enter into discussion, but may not vote or make motions, hold office, or be counted in quorum.

Section 3: Dues and Fees

A. Membership Dues - Annual Ten dollar (\$10) dues shall be paid to be a member of Market. These dues shall be paid on or before market opening day or when membership requirements are met.

B. Stall Fee - All members and associate members shall pay a "stall fee" to obtain space to sell at market. This fee is due each day of sale.

C. Permanent Reserved Stall Fee – An annual Five dollar (\$5.00) fee shall be paid per stall prior to Market opening to reserve stall space. Stall space shall be available to members in accordance with the following guidelines:

1. Members who have 80% market attendance for the previous year may elect to rereserve their previous year's stall space.

2. All other members are prioritized by: (1) attendance, (2) sales of (a) produce (b) non-produce, (3) lot

D. Wednesday Market Fees – Wednesday Market fee shall be Five dollars (\$5.00), paid by all business entrepreneurs desiring stall space at Wednesday market, due each day of sale. There shall be no charge for permanent reserved stall space. The method of choice for this space shall be the same as Saturday Market. Unreserved space shall be first come, first served.

Section 4 – Disciplinary Procedures

A. Authority – The Board of Directors shall have the authority to enforce all rules of the Market. Rulings will require 2/3 majority of a quorum of the Board of Directors.

B. Eligibility – All business entrepreneurs and representatives are subject to all market rules. Members that fail to adhere to these rules shall be subject to disciplinary action as determined by the voting membership, and will be penalized according to established policy. Associate members who fail to adhere to these rules will be barred from further sales until grievance hearings can be held.

C. Grievance – Business entrepreneurs may appeal disciplinary decisions of the Market Management Committee to the Board of Directors in writing within seven days. The results of the Board of Directors hearing will be returned to the appellant within seven days.

Section 5 – Resignation

Any member may resign from Market. Officers and committee chairmen who resign must insure that all files, documents, property, and information belonging to the Market is returned to the President or Board of Directors within seven days.

Section 6 – Grandfather Clause

Any business entity that was a member prior to the adoption of these By-laws shall remain members in good standing. Should the business entity decide to divide, the new subsidiary must meet new member requirements to become a member. Upon adoption, members shall conform to membership requirements as specified in these By-laws.

Article IV – Officers of Downtown Farmers’ Market, Inc.

Section 1 – Officers

The officers shall be President, Vice-President, Secretary/Treasurer, and four (4) Board members.

Section 2 – Officer Responsibilities

A. President – The President fulfills the role of chief executive. He/She sets goals, presides at business meetings, performs those administrative duties as assigned by the By-laws, Standing Rules, membership motions, and parliamentary guide. The President has the authority to engage in legal activities.

B. Vice-President – The Vice-President takes over for the President in his/her absence.

C. Secretary/Treasurer – The Secretary/Treasurer is responsible for:

1. Keeping all records of the organization (including committee reports) on file and keeping an updated listing of all members.
2. Notifying members of election to officer or appointment to a committee, and furnishing them with necessary documents.
3. Notifying members of election or appointment as a delegate to a convention, and furnishing them with credentials.
4. Certifying all official documents of the organization.
5. Maintaining all official documents of the organization including the By-laws, Standing Rules, Rules of Order, business correspondence, meeting minutes, and committee proceedings, insuring all updates and changes are posted.
6. Producing any records for review to the President and Board of Directors within seven days of request.
7. Mailing members notice of forthcoming meetings.
8. Taking minutes at all business meetings and board meetings, handling organizational correspondence, and preparing the agenda for business meetings (unless the President prefers to do this).
9. Knowing how to call a meeting to order, if the President and Vice-President are absent; and how to preside until a temporary chairman is elected.
10. Bringing the minute’s records, By-laws, Standing Rules, membership lists, committee information, the business agenda, pertinent historical records, ballots, and any other necessary supplies to meetings.

11. Arranging for physical location for business meetings.
12. Bringing the treasury records to include, checking account register, sale tax records, stall fee payment records, and accounting ledger to all meetings.
13. Receiving and depositing dues in the organization's bank account.
14. Paying organizational bills and filing taxes when due.
15. Giving official reports at meetings.
16. Preparing an annual audit report.
17. Keeping all individual sales tax records as confidential.
18. File corporate business report for Kansas Secretary of State in November.
19. Prepare and submit sales tax to Kansas Department of Revenue quarterly and submit annual vendor list to sales tax enforcement office in November.
20. Obtain annual liability insurance for the market.
21. Provide a monthly status report of the financial statement.

D. Board of Directors – The Board of Directors serves as the directing body for the Market. The board provides guidance to the President and conducts the organization's business between regular business meetings.

Section 3 – Election of Officers and Board Members

Officers and Board members shall be nominated at the spring business meeting. Election shall be by secret ballot. Only members may vote. The officers and board members shall be elected to two-year terms. The President, Vice-President, and two Board members shall be elected during a given market season. The Secretary/Treasurer and the remaining two Board members shall be elected during the following market season. Elections shall occur during the annual spring meeting; terms of office shall begin at the conclusion of the annual spring meeting.

Section 4 – Limitations

- A. Members may hold only one officer per term.
- B. Members are limited to serve no more than three (3) consecutive terms in the same office.
- C. There shall be no spousal relationship or immediate family relationship between the President, Vice-President, and the Secretary/Treasurer.

Section 5 – Vacancies

If the office of President is vacant, the Vice-President shall fill the position. All other vacancies will be filled by special election of the membership at a meeting called by the Board of Directors.

Section 6 – Removal from Office

Officers and Board Members may be removed from office for cause by failing to perform their responsibilities and for felonious violation of public law. A two thirds (2/3) vote of the membership is required for removal from office for felonious public law violation.

Section 7 – Other Duties

Officers and Board of Directors shall perform the duties assigned to them in the By-laws, Standing Rules, motions of the membership, and parliamentary authority adopted by the organization.

Article V - Meetings

Section 1 – Regular Meetings

The Market shall conduct two (2) regular business meetings per year

A. The Fall Meeting shall be held the third (3rd) Tuesday of November. The purpose of this meeting shall be to conduct necessary business at the conclusion of the market season, to audit the organizational treasury records, and receive reports from standing committees. Notification for the fall meeting must be mailed to the members and associate members at least fourteen (14) days prior to the meeting date.

B. The Spring Meeting shall be held the second (2nd) Tuesday of March, before the beginning of market season. The purpose of this meeting shall be to conduct necessary business prior to market season, elect officers and board members, and appoint chairmen for standing committees. Notification for the

spring meeting must be mailed to the members and associate members at least fourteen (14) days prior to the meeting date.

Section 2 – Special Meetings

The President may call a special meeting or five (5) members submitting a written request to the Secretary/Treasurer may call a special meeting. Notice of a special meeting must be mailed to the membership at least seven (7) days prior the meeting date, except for matters of disciplinary business.

Section 3 – Quorum

The quorum for both regular and special meetings shall be 25% of the voting membership of the organization.

Section 4 – Postponement of Regular Meeting

The President, with approval of the Board of Directors, shall decide if a regular meeting must be postponed. Notification of postponement shall be by telephone. The President, with a majority of the Board of Directors shall reschedule the postponed meeting. Notification for the subsequent meeting will be accomplished by telephone.

Article VI – Board of Directors

Section 1 – Board Composition

The Board of Directors shall consist of three (3) elected officers and four (4) members elected by the membership at the spring meeting. Members may serve consecutive terms as Board of Director members.

Section 2 – Board of Director Meetings

The President may call a board meeting, or three (3) Board Members submitting a written request to the President may call a board meeting. The board meeting shall be called not less than seven (7) days prior to a regular membership meeting. A quorum for a Board meeting shall be four (4) members. A majority vote of the Board of Directors present must be obtained to transact business. Notification of a board meeting must be given at least five (5) days prior to the meeting date and can be given by telephone or by mail. Board meetings called to conduct business concerning disciplinary matters require no advance notification. Board meetings shall not be open to the organization membership unless a 2/3 majority of the voting membership requests such.

Section 3 – Duties of the Board of Directors

A. The Board of Directors shall be responsible to the membership in all areas of business normally conducted during regular and special meetings.

B. The Board of Directors shall have the authority to spend money (but not more than \$250 per occurrence outside the normal scope of business), enter into contracts (but no contractual agreements over \$500 per occurrence, any contract over \$500 will require membership approval), and purchase and sell services and property. The Board of Directors shall report to the membership during the fall and spring meetings all of the business conducted during the market year.

Article VII – Committees

Section 1 – Standing Committees There shall be two (2) standing committees.

A. Advertising Committee: This committee shall develop and execute the market advertising campaign during the market year and report activities to the Board and membership.

B. Market Management Committee: This committee shall consist of the Board of Directors as a committee of the whole and shall establish the necessary rules and regulations to develop smooth and businesslike operation of the Market during its season and report those rules and guidelines to the membership for discussion and approval. This committee conducts business with a quorum of three (3).

Section 2 – Ad Hoc Committees

The President and /or the Board of Directors may appoint any other special or “Ad Hoc” committees as they deem necessary, and empower those committees with such authority as needed to conduct business.

Article VIII - Parliamentary Authority

The rules and guidelines contained in Robert’s Rules of Order: Simplified and Applied, Second Edition shall govern meetings and business where they are not in conflict with these By-laws and the Standing Rules.

Article IX – Dissolution of Downtown Farmers’ Market of Manhattan, Inc

Previous notice of at least thirty (30) days and three-fourths (3/4) vote of the membership can dissolve this organization. At that time all outstanding debts will be paid and any money on hand will be returned to the current members at the time of dissolution.

Article X – Amendment of By-laws

The By-laws can be amended at any regular or special meeting provided:

A. Previous notice of proposed change was provided in writing at the prior meeting and sent to all members by the Secretary/Treasurer at least seven (7) days before the amendment is to be considered.

B. A two-thirds (2/3) majority vote of the membership is required to enact a proposed amendment.

Article XI – Standing Rules

Day to day functions, membership activities, market operations, officer reports, and committee operations shall be governed by Standing Rules, provided these rules do not conflict with these By-laws. The various committees, Board of Directors, and the membership shall propose these rules. These rules shall receive a majority vote of quorum, and may be changed during any regular or special meeting.

Adopted by 2/3 majority vote of membership during the annual spring meeting, March 12, 2002.

Amended by 2/3 majority vote of membership during the annual spring meeting, March 14, 2006.

Amended by 2/3 majority vote of membership during a special meeting, April 29, 2006.

Amended by 2/3 majority vote of membership during a special meeting, June 3, 2009.

Amended by 2/3 majority vote of membership during a special meeting, April 23, 2011.