

BYLAWS
Rogue Valley Growers & Crafters Market
(Amended 2016)

Article I
Name and Purpose

Section 1: Name

The name of the organization shall be the “Rogue Valley Growers & Crafters Market.”

Section 2: Mission

The purpose of this corporation is:

1. To provide its members with facilities, sites and services that will enable them collectively to promote and market their agricultural and craft products directly to the public.
2. To educate the public about agricultural commodities and offer consumers a special market wherein they may obtain quality fresh produce and unique handcrafts directly from the producer.
3. To provide members a forum for gathering and disseminating information that will educate and assist them in developing agricultural and marketing expertise.
4. To encourage young people to become farmers and crafters and to develop their interest in both modern and ancient farm or craft techniques.
5. To support public activities intended for the general betterment of agriculture in Jackson County, Oregon and surrounding counties.

Article II
Membership

Section 1: Membership Qualifications and Removal

1. The qualifications for membership will be in one of the following categories:
 - a. Part-time or full-time person farming, growing, ranching, crafting or food processing in Jackson or Josephine County, Oregon, or in Siskiyou County California.
 - b. All applicants will be reviewed by a jury and then voted on by the Board of Directors.
 - d. Others on an individual annual basis as approved by two-thirds of the Board of Directors.
2. Membership requires payment of an annual fee. The annual membership term shall be defined to run from opening day of market of the current year to opening day of market of the following year.
3. One membership is defined as one farm, food, plant or craft enterprise.

4. The Board of Directors by two-thirds vote of the entire board may, for cause, suspend for a fixed period of time or terminate a membership. One written warning will be issued before such action is taken. Cause shall include but is not limited to failure to follow the “Market Guidelines” and “Code of Ethics.”
5. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member from the obligation to pay any dues, assessments or other charges that have been theretofore accrued and unpaid.
6. Upon written request, signed by the former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the entire Board, reinstate such former member to membership upon such terms as the Board may deem appropriate.

Section 2: Membership Requirements

Requirements for participation in any RVGCM-sponsored market activities are as follows:

1. In addition to the prescribed annual membership fee, all vendors shall pay a daily market space fee as set by the Board of Directors and ratified by the Membership.
2. Members’ activities must reflect the organization in a favorable way. Thus all vendors must be familiar with and follow the “Market Guidelines” and “Code of Ethics.”
3. Members will be asked periodically, and are expected, to give time to assist with market activities.

Article III Organizational Structure

Section 1: Board of Directors

1. A nine-member Board of Directors shall be elected by vote of the general membership at the November annual meeting.
2. Composition of the elected members of the Board of Directors shall be no fewer than six (6) growers/farmers/ranchers.
(2.5. Up to two community members (non-RVGCM) may hold Board positions as Members At-Large.)
3. The officers of this corporation shall be: President, Vice President, Secretary, Treasurer, and five (5) Members At-Large.
4. A quorum shall consist of five (5) Board Members.
5. Board members shall begin their term of office January 1, and will serve for three years, with one third of the board (3 members) up for election in each year.
6. At the first January Board meeting each year, Board members will elect all officers for the year.
7. Any Board member who resigns his/her office or who misses a (maximum of three {3}) regular meetings (annually) without sufficient cause may be replaced by a member appointed by a majority of the Board of Directors to serve the remainder of the term.
8. Board Members and Officers may be removed from office by a two-thirds vote of Board Members attending after 10 days notice of such proposed action. Cause shall include but is not limited to failure to follow the “Market Guidelines” and “Code of Ethics”.
9. Board Members may be removed from office by a two-thirds vote of the Membership present at a general membership meeting after the following procedure has been completed: The matter shall be presented in writing to the Board of Directors 10 days prior to a regularly scheduled board meeting. Cause shall include but is not limited to

failure to follow the “Market Guidelines” and “Code of Ethics.”

10. No fees or wages may be paid to Board members for any services rendered to the Corporation except as stipulated in Article III, Section 2.2. Direct expenses, including incidental costs incurred in attending legal Board meetings or conducting Market activities, may be reimbursed. Fees and expenses incurred in attending conferences, meetings and workshops on behalf of the Corporation may be reimbursed with prior approval by the Board.

Section 2: Powers and duties of the Board

1. The Board of Directors shall have general supervision and control of the Corporation.
2. The Board of Directors shall have the power to establish specific job descriptions and hire staff to conduct market operations. To avoid any conflicts of interest, the Board may not hire any member of the Board of Directors or general membership to serve as Manager. However, under extenuating circumstances, the Board of Directors may select a Member to serve as Manager for a period not to exceed sixty (60) days. This person may receive compensation.
3. The Board of Directors shall have the power to set the location, hours and number of market sites.
4. The Board of Directors shall develop rules and regulations including but not limited to the "Market Guidelines" and a "Code of Ethics." Such rules and regulations shall be consistent with the laws of the State of Oregon and with these Bylaws for the management of the business of the Corporation and for guidance of all market vendors.
5. The Board of Directors shall research and develop ideas for funding the organization.
6. The Board of Directors shall research material and programs which will educate and aid RVGCM members in growing, production and marketing techniques.
7. The Board of Directors may acquire bonds or insurance as needed for its officers or market activities.
8. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer or other officer with the exception of checks issued by market managers for their individual market specific expense accounts. Any checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness in amounts in excess of \$1000 shall be signed by Treasurer and one other officer.
9. The Board of Directors may accept on behalf of the Corporation any gift, contribution, bequest or device for the general purpose of the Corporation. This gift becomes the property of the Corporation.
10. The annual budget for the following fiscal year shall be prepared by the Board of Directors and approved by the members at the first (second) annual meeting (in November). The fiscal year will be January 1st through December 31st.
11. The Board of Directors shall set and review annually the annual membership fee and daily site fee and present such fees to the Membership for ratification.

Section 3: Duties of the Board Officers

1. **President:**
 - a. Shall set the agenda and preside at all meetings of the Board of Directors.
 - b. Will execute on behalf of the corporation all contracts, deeds, conveyances and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Corporation.
 - c. Shall perform such other duties as may be prescribed by the Board.

2. Vice-President

- a. In the absence or inability of the President, shall perform the duties of the President.
- b. Shall perform such other duties as may be prescribed by the Board of Directors.

3. Secretary

- a. The Secretary will be responsible for keeping the corporate records; and will give or cause to be given all notices of meetings of the Board of Directors and all other notices required by law or these Bylaws.
- b. Shall be the custodian of all books, correspondence, papers and catalog of equipment relating to the business of the Corporation, except those of the Treasurer.
- c. Shall perform such other duties as may be prescribed by the Board.

4. Treasurer

- a. The Treasurer will have general charge of the finances of the Corporation.
- b. When necessary and proper, shall endorse on behalf of the Corporation all checks, drafts, notes and other obligations and evidences of the payment of money to the corporation or coming into Treasurer's possession; and Treasurer will deposit or cause to have deposited the same, together with all other funds of the Corporation coming into Treasurer's possession, in such bank or banks as may be selected by the Board of Directors.
- c. Shall keep full and accurate account of all receipts and disbursements of the Corporation in books belonging to the Corporation, which will be open at all times to the inspection of the Board of Directors.
- d. Shall present to the Membership at its November meeting a report as Treasurer of the Corporation; and will, from time to time, make such other reports to the Board of Directors as may be required.
- e. Shall perform such other duties as may be prescribed by the Board.

5. Member At-Large

- a. Shall attend meetings of the Board and perform such other duties as may be prescribed by the Board.

Article IV Meetings, Elections and Voting

Section 1: Meetings

1. The Board of Directors shall set the dates and times of general Membership meetings. All general Membership meetings are open to the public. Notice of each Membership meeting shall be given to each member not less than ten days before the meeting.
2. The annual meeting of the members of the Corporation shall be held during the month of November at a time and place designated by the Board of Directors. This date may be changed by a majority vote of the Board.
3. The Board of Directors shall establish a schedule of monthly board meetings. It shall have the authority to select time and place of such meetings. These meetings are open to the general membership.

4. The Board of Directors may call for an Executive Session at any time for any purpose authorized by the laws of Oregon. These meetings are not open to the membership or the general public.
5. Special meetings of the members can be called by the President, a simple majority of the Board of Directors, or by not less than one fifth of the voting membership. Members shall be notified according to Oregon State Law.
6. All meetings shall be open to the general membership with the exception of Executive Sessions.

Section 2: Voting

1. Members are entitled to cast one vote per membership.
2. Members must be present to vote.
3. Major issues as determined by the Board of Directors shall be brought to the membership for discussion. Members shall then receive the proposal in writing 10 days prior to a member meeting at which time the proposal shall be voted on.

Section 3: Board Elections

1. A nominating committee consisting of two Board members and one market member will develop and present a slate of candidates at the annual November meeting. A candidate must have been a market member in good standing for two years. Nominations (with consent of the nominee) may also be made from the floor at that meeting.
2. Board Members shall be elected by a plurality of votes cast by members present at the November meeting. Members may vote for as many candidates as there are seats up for election on the Board. The candidates receiving the most votes are elected. In the case of a tie, the final Board position shall be voted on a second time by the Membership.

Article V Amendment of the Bylaws

Section 1: These bylaws may be revised, amended or repealed by a two thirds vote of the Membership present at a general membership meeting. Written notification of such action shall be provided at least ten days prior to the meeting.

Section 2: No final action on an amendment to the bylaws shall be taken at a meeting at which the amendment is presented. An amendment shall be presented to the Membership at least one meeting in advance of a vote on the amendment.