



**Clintonville Farmers' Market Bylaws
Adopted February 1, 2010**

I. Name

1. The name of the organization shall be Clintonville Farmers' Market.

II. Mission

1. The primary purpose of the Clintonville Farmers' Market is to create a venue where market patrons can meet the producers who grow their food and to educate the patrons about the benefits of locally grown produce and products.

III. Board of Directors

1. The Board of Directors shall serve without pay and consist of at least five (5) members.
2. The Clintonville Farmers' Market Board will seek to include at least one member whose business or residence is in reasonable proximity to the market venue and at least one member who is a producer/vendor at the Market.
3. Board members shall serve 3 year terms which are unlimited.
4. Vacancies shall be filled by the Nominating Committee.
5. Board members with 5 consecutive absences may be dismissed from the Board.

IV. Officers

1. The officers of the board shall consist of a Chair, Vice Chair, Secretary, and Treasurer nominated by the Board.
2. Elected officers will serve a term of two years.
3. (a)The Chair shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office. (b)The Vice-Chair shall assume the duties of the Chair in case of the Chair's absence. (c)The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, and send out copies of minutes to all. (d) The Treasurer shall keep record of the organization's budget and prepare financial reports as needed.

V. Committees

1. The Board may appoint standing and ad hoc committees as needed.

VI. Meetings

1. Regular meetings shall be held monthly January thru April and then upon need the remainder of the year.
2. Special meetings may be held at any time when called for by the Chair or a majority of Board members.
3. Agendas shall be provided in advance.

VII. Voting

1. (a) A majority of board members constitutes a quorum. (b) In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
2. Passage of a motion requires a simple majority -- more than half the members present.
3. Board members may vote by email, or by other writing, on specific issues that need to be addressed prior to the next board meeting. Their votes will be presented to the Board of Directors by the Chair.

VIII. Conflict of Interest

1. Annually each member of the Board shall sign a Conflict of Interest statement in the form attached hereto as Exhibit A.

IX. Fiscal Policies

1. The fiscal year of the board shall be January 1 through December 31 of each year.
2. The Corporation shall use its funds only to accomplish the purpose and objectives specified in these bylaws, and no part of said funds shall inure to the benefit of, nor be distributed to, the members of the Corporation.
3. All monies received by the Corporation shall be deposited to the credit of the Corporation in such financial institution or institutions as may be designated by the Board.
4. The solicitation of funds shall not be authorized without prior approval of the Board.
5. No obligation of expenses shall be incurred and no money appropriated over \$250 without prior approval of the Board.
6. Notwithstanding Item IX.5, after the Board approves an annual budget, the Treasurer or Chair shall have the authority to make disbursements on accounts and expenses provided for in the budget without additional approval from the Board.
7. Disbursements shall be made by check signed by the Treasurer or Board Chair.
8. The Board may at any time cause an audit to be conducted of the Corporation's books and accounts. Such audits are to be conducted by a certified public accountant, and upon its completion, the audit report shall be presented to the Board.

X. Indemnification

Each Board member of the Corporation shall be indemnified by the Corporation 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 Board Member, whether or not he/she is a member of the Board at the time such expenses are incurred, except when the Board Member is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such the Board Member may be entitled.

XI. Amendments

1. These by-laws may be amended by a two-thirds vote of Board members present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.