

BYLAWS OF THE
BARTLESVILLE AREA FARMERS' MARKET ASSOCIATION
(As revised 11/10/08, 1/25/10, 1/17/12, 1/25/18)

ARTICLE I – NAME

The name of this association shall be the Bartlesville Area Farmers' Market Association, a 501©4 corporation, member of the Buy Fresh Buy Local Green Country Chapter, and hereinafter be referred to as the Association.

ARTICLE II – PURPOSE

The purpose of this Association is the promotion and operation of a farmers' market in Bartlesville, Oklahoma, for the improvement of local access to locally grown and made products, the economic benefit of area farmers and the nutritional well being of the local population.

ARTICLE III – MEMBERSHIP

Membership in the Association is available to any person who is engaged in the production of fruits and vegetables (and other farm or garden related products normally sold through farmers' markets), or who supports the principle of buy fresh, buy local within a one hundred (100) mile radius of Bartlesville.

A member and his/her household are entitled to use the market site facilities for the sale of such products. 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. A \$60.00 annual vendor membership fee and a \$20.00 patron (supporting) membership fee shall be assessed in January. A five-month (August – December) \$10.00 membership is available to those who join the Association after July 31. The fee shall be used to assist in the administration of the Association and other expenses necessary to the market. No part of Association funds shall inure to the benefit of nor be distributed to the members of the Association.

ARTICLE IV – VOTING

Each member shall have one vote, and voting by proxy 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 bylaws.

Persons who pay their membership dues will be given voting rights at the annual meeting in January, after fulfilling membership in good standing through one season ending in October and upon paying membership dues for the new season.

ARTICLE V – MEETINGS

1. The Annual Meeting of the Association shall be held during the month of January with the exact date, time and place to be determined and announced by the Board of Directors.
2. The purpose of the Annual Meeting shall be to report on the operation and fiscal situation of the Association; elect the Directors and to conduct any other business that may come before the 2 meeting. For the Annual Meeting to conduct business, a quorum of twenty-five percent of the membership shall be present.
3. Special meetings of the Association may be called by the Board of Directors at any time.
4. It shall be the duty of the President or the Board of Directors to call a special meeting when twenty-five percent (25%) of the members of the Association file with Association Secretary a

petition requesting a special meeting and specifying the business to be considered at such a meeting.

5. Notice of all meetings shall be sent by mail or electronic means (e-mail or fax) to each member at least five (5) days prior to the meeting.

6. Parliamentary procedure in accordance with Roberts Rules of Order (newly revised) shall be followed at all Association meetings.

ARTICLE VI – BOARD OF DIRECTORS

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 each year.

2. When a vacancy on the Board occurs other than by expiration of term, the remaining Board members may fill the vacancy for the unexpired term from the current membership.

3. After the conclusion of the Annual Meeting, the newly elected Board of Directors shall meet and organize by election of officers to head the Association. A President, Vice-President, Secretary, Treasurer and person responsible for Public Relations shall be elected. The President shall be in the first or second year of a three-year term.

4. Regular meetings of the Board of Directors shall be held at least quarterly by direct or by agreed upon electronic means (for example, teleconferencing, instant messaging, or video conferencing) if agreed upon by a majority of the attendees.

5. The President or any two Board members may call an emergency meeting of the Board of Directors at any time by giving notice by mail or electronic means (e-mail or fax) to all members of the Board at least twenty-four (24) hours before the meeting.

6. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

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 shall appoint a person to complete his/her unexpired term. Otherwise, any three (3) members of the Board may declare a vacancy with written justification.³

ARTICLE VII – COMMITTEES

1. The Association Board of Directors shall from time to time form those committees deemed to be necessary to conduct the business of the Association.

2. Persons to serve as a Committee Chairperson shall become members of the Board of Directors by virtue of appointment by the Association President and approval of the Board of Directors.

3. Persons interested in serving as a member of an Association Committee shall be eligible to serve upon meeting the membership requirements found in ARTICLE III of these bylaws. It is not necessary for such persons to be a member of the Board of Directors.

ARTICLE VIII – DUTIES AND POWERS OF THE BOARD

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 Oklahoma law or these bylaws for the management of the business and guidance of the officers, employees and agents of the Association.

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.

3. The Board of Directors shall audit all accounts of the Association at least once a year. An outside auditor may be hired to conduct the audit if the Board of Directors feel it is necessary. A

report of the audit shall be presented to the members at the Annual Meeting.

ARTICLE IX – DUTIES OF OFFICERS

The 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.
4. Appoint a 3-person Nominating Committee to propose a slate of directors for the following year, one member of which shall be the current Vice President.
5. Give a report of the condition and affairs of the Association at the Annual meeting of the Association.
6. Remain on the Board for a period of one year following the end of his or her term.⁴

The Vice President shall:

1. Hold office for one year, and in the absence 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. Assume the office of the President for its unexpired term if a vacancy occurs.
3. Serve as Chair of a 3-person Nominating Committee to be appointed by the President each fall.
4. Perform any other duties as assigned by the Board of Directors.

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. This record shall be known as the minutes of the meetings.
3. Serve all notices required by Oklahoma law and these bylaws, except as otherwise directed by the Board of Directors.
4. Be responsible for notifying members of the time, date and location of the impending meetings and handle all official correspondence for the Association.
5. Perform any other duties as assigned by the Board of Directors.

The Treasurer shall:

1. Hold the office for one year.
2. Co-sign as Treasurer with any other Board member all notes, deeds, checks and other instruments on behalf of the Association. The Treasurer's signature alone shall suffice on checks. Prior Board approval is required for checks in excess of \$500. --added 1/25/2010.
3. Receive and disburse all funds and pay out the current expenses and other such 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 Association members at the Annual Meeting.
5. Present an annual budget with authorization to spend within it to be approved by the Board of Directors at their meeting prior to the Annual membership meeting. Upon approval of the Annual Budget, the Treasurer shall have the authority to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Payment of any expenses beyond budgeted amounts requires approval of the Board of Directors.⁵

ARTICLE X – AMENDMENTS

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

ARTICLE XI – MARKET REGULATIONS

The organizing Board of Directors shall promulgate and enforce such regulations as it shall deem necessary and proper for the operation of any market(s) by the Association.

ARTICLE XII – 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 selected by the Board of Directors that supports the goals of the Bartlesville Farmers’ Market Association.

We the undersigned, being the initial Board of Directors of the Bartlesville Area Farmers’ Market Association, do hereby assent to the foregoing bylaws and do adopt the same as the bylaws of said Association. In witness thereof, we have hereunto subscribed our names, this 19th day of November, 2008 (see original bylaws). Further, the 2012 Board has adopted changes and amendments by signing below.

PRESIDENT

VICE PRESIDENT

SECRETARY

TREASURER

PUBLIC RELATIONS

MEMBER-AT-LARGE

PROVISO

The initial term of office of the Directors is as follows: Two directors shall be elected for a one year term and only one of those positions will be replaced.* Two directors shall be elected for two year terms, and two directors for three year terms. This is to preclude all Directors’ terms expiring at the same time. Replacement Directors’ term of office shall be three years. This proviso shall expire after establishment of the initial Board of Directors