**Reviewed March 2024**

**Winona Farmers Market By-Laws: 3 pages**

**WFM Mission Statement**

**The Winona Farmers Market is committed to fostering a healthy community by providing the public with direct access to local food producers, by supporting our regional growers and farmers, by building a sustainable food economy, and by promoting wellness and nutrition through education.**

**WINONA FARMERS MARKET BY-LAWS**

1. **Winona Farmers Market Membership:**

**a.** Membership Definition: One designated representative from each entity paying a seasonal outdoor fee to become a vendor.

**b.** Membership Qualifications: One entity paying a seasonal Outdoor fee to become a vendor. A representative who hasfilled out an application and has been accepted by the Board of Directors and has paid the fees for the Outdoor Season at the WFM.

**c.** A membership term will be for one year, unless retired or they have been suspended.

**d.** A member must comply with the WFM Rules and Bylaws of the WFM Association, which includes our Code of Ethics. Expulsion of a membership would occur if a member is asked to leave the market for not abiding by the Rules or Bylaws as stated in the Rules.

**e.** A member of the WFM should attend the annual meetings and will have the right to vote on matters presented at the Annual Spring or Fall Meeting. If a Special Meeting is called, members would be emailed and mailed a notice and if a vote is required Members will have the right to vote by mail, in person or by proxy, at or by the time of said meeting.

**f.** Any member is eligible to serve on the Board of Directors, if in good standing.

1. **Winona Farmers Market Board of Directors:**

**a.** Directive: primary for all decision making for members serving on the board of director shall be for the benefit, longevity, and success of WFM.

**b.** Board of directors may have up to 7 Board Members, President, Vice-President, Secretary, Treasure, up to 1-3 At Large members (any or all of which may be a community member). In keeping with the market ratio of vendors, 1 Board Member may be an artisan.

**c.** Qualifications to become a Vendor Member of the Board of Directors – A representative must be a member of the WFM and in good standing.

**d.** Qualifications of a Community Member to become a member of the Board of Directors – A representative who supports and is willing to work for the betterment of the entire market.

**e.** No Financial gain or payment of any kind may be given to a WFM Member or Community Member serving on the WFM Board of Directors.

**f.** The Board of Directors will meet once a month, as needed.

**g.** Members of the Board should make every effort to attend scheduled meetings to make a full quorum for legal transaction of the business, 51% makes for a legal quorum. (3 of 5 members or 4 of 7)

**h.** Special meetings may be called, as needed. Need for a special meeting should be presented to the President and he/she shall call for a special meeting.

1. **Officers:**

**a.** Duties of Elected Board Members:

# i. **President:** The President shall: a) call and present at all meetings of executive board, or appoint a chair to do so, b) oversee the management, organization, and execution of the business of the association, c) appoint all temporary ad hoc committees, d) sign, along with the treasurer, all notes, grants and other documents, e) supervise the work of the market manager, f) preside over all Annual Meetings / Special Meetings.

ii. **Vice President**: The Vice President shall; a) perform the duties of the president in their absence or disability, b) shall perform other duties of these By-Laws.

iii. **Secretary**: The Secretary shall: a) keep a complete record of the meetings of the members and officers b) serve all notices of meeting within the time prescribed by these by laws. d) keep updated paper/electronic files and have available for inspections/audits and member requests.

iv. **Treasurer:** The Treasurer shall: a) with the assistance of the market manager, receive and distribute all funds of the association, b) keep a complete record/receipts of all financial transactions of the association, c) submit to the members at the spring and fall meeting a complete record of the financial condition of the association, d) renew yearly renewals, e) sign along with the President, notes, grants and other documents, as needed.

v. **At Large:** The At Large Member is a member who shall serve on any committee, as needed.

**b.** New Members to the Board -At the Annual Spring meeting a member of the WFM may be nominated by a WFM Member or Community Member to serve on the Board of Directors. He/she will then be voted in by the members of the WFM Association.

**c.** Special election of a member to become a member of the Board of Directors may be done as necessary at the fall meeting. If a Board Position becomes vacant, the Board of Directors may replace that person until next Annual Meeting (death, resignation or removal).

**d.** Voting Board Positions - Once the WFM Members have voted in new Members to the Board of Directors, the Board of Directors will then decide what status or board position that the members of the board will serve.

**e.** Officers may not serve more than 5 years on the WFM Board of Directors consecutively.

**f.** Removal of a Board Member – Reasons for removal shall be at just cause, (process, due process, to the board member in question). It would take 2/3 of the memberships and the remaining Board of Directors for complete removal.

1. **Committees:**

**a.** Special committees may be formed by the Board of Directors to help run a smooth market, such as but not limited to: Sponsorships; Fundraisers; Budget, Rates, and Staff, etc. Committees will present to the Board of Directors for approval.

**b.** Appointments to these committees will be done through the decision of the Board of Directors.

**c.** Special committees may contain other members of the WFM as needed, such as members to help the manager with special events.

1. **Operations:**
2. General operations of this organization are to have vendors set up in an organized, smooth set up, to be sure produce and products are produced and prepared in accordance with regulations and guidelines, to maintain standards from our vendors, to acquire professional competent staffing to help run our market smoothly both off and on site, to make sure our organization is running in accordance with state and federal regulations, and to offer to our community the best produce and product our local community has to offer.
3. Fiscal year of the WFM Association will be January through December.
4. **Amendments:**

**a.** The By-Laws of the WFM Association will be reviewed on a regular basis to ensure that they keep pace with the changing needs of this organization. As needed, changes to the By-Laws may be made.

**b.** The full Board of Directors will agree to the changes and call a special meeting, if necessary, otherwise this will be done at an annual meeting. Date, time, place and changes to the By-Laws will be mailed out to its members to review those sections needing to be revised. A two-week notice will be given.

**c.** Special Meetings and Annual Meetings must have ½ of its members which includes the Board of Directors. Voting will be determined by majority, voting by mail, or proxy**.**

1. **Termination:**

**a.** Should the Winona Farmers Market Association cease operations for any reason with all debts expunged the remaining items of the market will be offered to another nonprofit organization and items donated by certain members of the WFM Association, with proof of donating, will be offered back to that member.

**b.** If the organization is a 501(c)(3), all assets must be disposed of in accordance with charitable nonprofit purposes.

1. **Statement of Activities**
2. Activities of the WFM will reflect our mission statement and goals.