

**BYLAWS  
PRINCETON-ZIMMERMAN FARMERS' MARKET  
ASSOCIATION**

This instrument constitutes the Bylaws of Princeton-Zimmerman Farmers' Market Association.

**ARTICLE ONE  
NAME, REGISTERED OFFICE, AND PURPOSE**

Section 1.01 NAME. The name of this organization shall be Princeton-Zimmerman Farmers Market Association, a nonprofit corporation duly organized under the laws of the State of Minnesota.

Section 1.02 REGISTERED OFFICE. The registered office of the Corporation in Minnesota shall be 8082 33<sup>rd</sup> Street, Princeton, Minnesota 55371, as set forth in the Articles of Incorporation or resolution of the Directors filed with the Secretary of State of Minnesota changing the registered office.

Section 1.03 MISSION. The mission of the Corporation shall be to offer services and programs that support and promote Princeton-Zimmerman Area Farmers' Markets, to increase community consumption of locally grown produce to improve the nutrition health of the community, to enhance the economic viability of the local community business development by promoting local area grown produce, farms and establishing local community farmer markets.

In order to fulfill its mission, the Corporation may work to do at least the following:

- a. increase and diffuse knowledge to the general public about area farmers and growers in its broadest sense.
- b. educate area farmers and growers to increase their technical understanding of market farming and marketing local farm products.
- c. aid area farmers, growers and communities in finding, establishing and managing local community market to stimulate interest in and demand for locally grown produce and products.
- d. work with local communities and government officials to secure locations for area farmers and growers to sell their products directly to local consumers with the goal of sustaining and expanding local food production, improving the variety, freshness, taste, safety, and nutritional value of produce available to consumers for consumer health, and to strengthen the local economy.
- e. provide forums and meetings for the exchange of information on techniques, problems, and other issues pertaining to the local farmer markets.
- f. secure united action of and to represent area farmers and growers at the Federal, State and local levels, as it pertains to laws, statutes, and regulations that will affect community farmer markets and products or produce sold at local community or farmers' markets.
- g.

## **ARTICLE TWO MEMBERSHIP**

### Section 2.01 DEFINITIONS.

- a. Princeton-Zimmerman area. The Princeton-Zimmerman area shall be defined as the area within a forty-five (45) mile radius of the City of Princeton or Zimmerman.
- b. Farmer or grower. A farmer or grower is a natural person who is an adult and grows one or more products of his or her own yield on land owned or rented by him or her.

### Section 2.02 MEMBERSHIP ELIGIBILITY.

- a. Full membership. Any person and his/her spouse, if applicable, meeting the definitions in Sections 2.01a and 2.01b, who pays his/her annual membership fee each year, and who agrees with the Rules and Regulations of this Corporation, may become a member upon approval of the Board of Directors.
- b. Special membership. Special membership may be granted to persons or organizations who want to support this Corporation but may not meet the requirements for full membership, namely those defined in Sections 2.01a and 2.01b. Special membership shall have no voting privileges. The Board of Directors will consider each such membership individually.
- c. Membership revocation. Membership may be revoked for violating the Bylaws of this Corporation and upon a majority vote of the Board of Directors after a due process hearing. The President can suspend a membership until the membership hearing is conducted.

Section 2.03 ANNUAL MEETING. The annual meeting shall be held at a time and place designated by the Board of Directors. The date and place for this meeting will be announced at least twenty-four (24) calendar days in advance of the meeting. The purpose of the meeting shall be the election of directors of the Board, as needed, and the transaction of such other business as shall come before the meeting. The President shall provide a summary report of the Corporation's activity for the year. The Treasurer shall provide a financial report of the Corporation's activity for the year.

Section 2.04 SPECIAL MEETINGS OF MEMBERS. Special meetings may be called by the President or the Board of Directors. Upon a written request signed by at least fifteen percent (15%) of the Corporation's members, the Board of Directors must call a special meeting. Notice of all special meetings shall state the time, place, and purpose of the meeting. Notice of such special meetings shall be given at least seven (7) calendar days before the meeting. No business shall be transacted at a special meeting except for that stipulated in the notice of the meeting.

Section 2.05 PLACE OF MEETINGS. Meetings of members shall be held at suitable places designated by the Board of Directors.

Section 2.06 PRESIDING OFFICER. The President of the Board of Directors shall preside at all meeting of the membership. In the absence of the President, the Vice-president will preside. In the absence of both persons, the Board shall identify a president pro tem for that one meeting.

Section 2.07 NOTICE OF MEETINGS. The Secretary of the Board of Directors shall mail to the current members a notice of each annual or special meeting stating the purpose thereof as well as the time and place where the meeting is to be held. Such notice shall be sent to members at their most recent address on record at least fourteen (14) calendar days prior to the annual meeting and at least seven (7) calendar days before a special meeting. Notice of annual membership meeting shall also be published in local newspapers as designated by Board of Directors.

Section 2.08 QUORUM. The members present at any properly announced meeting constitute a quorum.

Section 2.09 VOTING. Each full membership shall carry with it the privilege of one delegate vote. A simple majority of eligible votes cast shall determine the outcome of a vote.

### **ARTICLE THREE BOARD OF DIRECTORS**

Section 3.01 GENERAL POWERS AND DUTIES. The powers and duties to manage the property, affairs and business of the Corporation shall be vested solely in the Board of Directors of the Corporation; these powers and duties shall exist solely in the Board as a group, and not in individual Directors, unless so delegated by an act of the Board. The Board shall have and exercise, on behalf of the Corporation, all the rights, powers, and privileges granted to a nonprofit corporation organized under the State of Minnesota in carrying out the purpose set forth in the Articles of Incorporation and these Bylaws. In addition to the powers and duties otherwise expressly vested in or imposed on it by law, the Articles of Incorporation or these Bylaws, the Board of Directors shall have the following powers and/or duties:

- a. to determine the goals and policies of the Corporation in accordance with its purpose
- b. to provide adequate financing of the operations of the Corporation by ensuring that sufficient revenue is obtained, approving annual budgets and requiring a regular accounting of the funds disbursed by the Corporation, and to ensure that the funds and property of the Corporation are used only for the purpose of the Corporation
- c. make recommendations for amendments to the Rules and Regulations, as needed, for the approval of the general membership
- d. hear and rule on grievances
- e. appoint a Market Manager whose duties shall include managing the operations of the farmers' market during the market's hours of operations and other times as necessary and such other duties and responsibilities as the Board may designate through a job description or otherwise
- f. the Market Manager shall serve as a non-voting member of the Board of Directors.

Section 3.02 NUMBER. The Board of Directors shall consist of five (5) elected members, including the President, Vice-president, Secretary, and Treasurer, as well as non-voting ex-officio members as determined by the Board.

Section 3.03 QUALIFICATIONS. Each elected director must be a natural person who is an adult and must have full membership in the Corporation.

Section 3.04 TERMS OF OFFICE. Directors shall have three-year terms of office beginning on the first Board meeting after the membership holds its annual election and concluding on the first Board meeting after a successor has been elected. Directors may be re-elected if they are willing to serve another term.

Section 3.05 ELECTION PROCEDURES. Directors of the Board shall be elected at the Corporation's annual meeting of the membership. Board membership shall be staggered so that a relatively equal number of Directors shall be replaced or re-elected each year in addition to any replacements which may need to be made as a result of resignation, death, illness or other reasons. Prospective board members shall be recommended by an appointed nominations committee, with further nominations permitted from the floor at the annual meeting.

Section 3.06 RESIGNATION AND REMOVAL.

a. Resignation. Any Director may resign at any time by delivering a written resignation to the Board of Directors. Any Director who shall have missed two (2) consecutive meetings, without prior notification or excuse, shall be deemed to have tendered his or her resignation to the Board, subject to acceptance by the Board in its discretion.

b. Removal. Any Director may be removed from the Board at any time for just cause, including conduct injurious to the Corporation, by the affirmative vote of three-fifths of all the Directors, provided that notice of the meeting where such action is taken specifies that one of the items on the agenda for the meeting is the proposed removal of the Director. Any Director whose removal has been proposed will be given twenty-one (21) calendar days' notice of the intent to take such action and shall have the opportunity to be heard at the next Board meeting.

Section 3.07 VACANCIES. Any vacancy on the Board of Directors caused by death, resignation, disqualification, removal or any other cause, may be filled by a vote of the remaining Directors (though less than quorum), and each Director so chosen shall hold office for the unexpired term of his or her predecessor in office and until his or her successor shall be duly elected and qualified, unless sooner displaced.

Section 3.08 COMPENSATION. No compensation shall be given to the Directors for their normal services to the Corporation. Directors may seek compensation for expenses incurred in performing a special duty assigned by the Board.

Section 3.09 REGULAR MEETINGS. The Board of Directors shall meet to conduct business the Corporation as deemed necessary by the President of the Board or as requested by three (3) or more Directors. Notice of such meeting shall be mailed by the Secretary of the Board to each Director, addressed to him or her at his or her residence or usual place of business, at least seven (7) calendar days before the day upon which the meeting is to be held, specifying the time, place and purpose of the meeting. If necessary, meetings may be conducted by conference call or by another medium deemed appropriate. Members may attend regular Board meetings. Such members may participate if invited to speak, but they may not vote.

Section 3.10 ANNUAL MEETING. The Board of Directors shall hold a meeting for the purpose of installing elected officers of the Board of Directors following the annual membership meeting, and for the transaction of other business as shall come before the meeting.

Section 3.11 ORGANIZATION. At each meeting of the Board of Directors, the Chairperson of the Board, or in that person's absence, a person chosen by the majority of the Directors present, shall preside.

Section 3.12 QUORUM. Not less than a simple majority of the total number of Directors of the Board shall be required to constitute a quorum for the transaction of business at any meeting. In the absence of a quorum, a majority of the Directors present may adjourn any meeting until a quorum be had. Notice of any adjourned meeting need not be given.

Section 3.13 VOTING AND MANNER OF ACTING. Each elected Director shall carry with it the privilege of one vote. The act of a majority of the Directors present at any meeting at which quorum is present shall be the act of the Board of Directors.

Section 3.14 AUTHORITY OF MEETINGS. All meetings of the Board shall be governed by the most recent edition of *Robert's Rules of Order*, except where in conflict with these Bylaws, in which case the Bylaws will govern.

#### **ARTICLE FOUR OFFICERS AND DUTIES**

Section 4.01 NUMBER/DESIGNATION. The officers of the Corporation shall be members of the Board. There shall be a President, Vice-president, Secretary, and Treasurer.

Section 4.02 ELECTION AND TERM OF OFFICERS. The officers of the Corporation shall be elected annually by the Board of Directors at the Board's first meeting following the annual membership meeting. Each officer shall hold office for a term of one year or until a successor shall have been duly elected.

Section 4.03 RESIGNATION. An officer may resign at any time by giving written notice of his or her resignation to the Board of Directors or to the Chairperson. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04 REMOVAL. Any officer may be removed from the Board at any time for just cause, including conduct injurious to the Corporation, by the affirmative vote of two-thirds of all the Directors, provided that notice of the meeting where such action is taken specifies that one of the items on the agenda for the meeting is the proposed removal of the officer. Any officer whose removal has been proposed shall be given twenty-one (21) calendar days' notice of the intent to take such action and an opportunity to be heard at the next Board meeting.

Section 4.05 VACANCIES. A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term by the Board of Directors. The Board of Directors may also appoint such temporary or acting officers as may be necessary during the temporary absence or disability of regular officers.

Section 4.06 PRESIDENT. The President shall be the principal officer of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are

carried into effect. The President shall preside at all meetings of the membership and of the Board of Directors, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation. The President may execute and deliver, in the name of this Corporation, any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, including, without limitation, any instruments necessary or appropriate to enable this Corporation to accomplish its purposes described in the Articles of Incorporation, may appoint members to committees, may attend committee meetings in a non-voting capacity if not already appointed as a voting member, and, in general, shall perform all duties usually incident to the office of President.

Section 4.07 VICE-PRESIDENT. The Vice-president shall have powers and shall perform such duties as may be specified in the Bylaws or prescribed by the Board of Directors or President. In the event of the absence or disability of the President, the Vice-president shall succeed to the President's powers and duties in the order designated by the Board of Directors.

Section 4.08 SECRETARY. The Secretary shall record and file the minutes of all proceedings of the Corporation, the Board of Directors, and its committees. The Secretary shall give, or cause to be given, all notices of meetings of the Board of Directors and other notices as required by law or by these Bylaws. The Secretary shall be responsible for keeping all official documents, correspondences, and other papers relating to the business of the Corporation, except for such financial records kept by the Treasurer.

Section 4.09 TREASURER. The Treasurer shall account for all receipts and disbursements of the Corporation. The Treasurer shall reconcile, or cause to be reconciled, all the Corporation's debts that the Board of Directors has authorized. The Treasurer shall prepare and propose an annual budget, keep, or cause to be kept, all financial records belonging to the Corporation, present a complete statement of the financial affairs of the organization at the annual membership meeting, and, in general, shall perform all duties usually incident to the office of the Treasurer and as may be specified in the Bylaws.

Section 4.10 DISBURSEMENT OF FUNDS. Upon approval of the budget, authorized disbursement of funds may be made if provided for in the budget. No additional obligation of expense shall be incurred and no money beyond a maximum sum set by the Board shall be appropriated without prior approval of the Board. All checks issued by the Corporation shall be signed by the Treasurer. In the absence or disability of the Treasurer, the President or another Director, as designated by the Board, shall assume the role of the Treasurer.

Section 4.11 OTHER OFFICERS. This Corporation may have such other officers as may be deemed necessary by the Board of Directors, who shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

Section 4.12 SPECIAL DUTIES. Any officer of the Corporation, in addition to power conferred on him or her by these Bylaws, shall have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

## **ARTICLE FIVE COMMITTEES**

Section 5.01 ESTABLISHMENT OF COMMITTEES. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Committee members need not be Directors except when specified by the Board. Any individual from the Corporation membership who is duly appointed may serve on such committees.

Section 5.02 AUTHORITY. Each committee shall have such duties and such responsibilities as are granted to it from time to time by the Board of Directors. Each committee shall at all times be subject to the control and direction of the Board of Directors. Unless the Board of Directors has designated someone to serve as the chair of a committee, each committee shall designate its own chair.

Section 5.03 MEETINGS. Meetings of individual committees may be held at such time and place as may be determined by a majority of the committee, by the chair of the committee, or by the Board of Directors. Notice of such meetings shall be given to the members of the committee at least seven (7) calendar days in advance of day upon which the meeting is to held, unless the members agree to a shorter notification. A simple majority of the membership of the committee constitutes a quorum.

## **ARTICLE SIX FISCAL MANAGEMENT**

Section 6.01 FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of March each year and end on the last day of February.

Section 6.02 FINANCIAL BOOKS AND ACCOUNTS. Financial books and accounts for the Corporation shall be kept under the direction of the Treasurer of the Corporation.

Section 6.03 AUDIT. An internal audit of records and books of account of this Corporation shall be conducted by a member of the Board of Directors other than the Treasurer or by another duly appointed person and reported to the Board of Directors before the annual membership meeting. The Board of Directors may cause the records and books of account of the Corporation to be audited (by an independent certified public accountant or otherwise) at such times as it may deem necessary or appropriate.

Section 6.04 EXECUTION OF DOCUMENTS. The President shall sign in writing all contracts, deeds, conveyances, mortgages, bonds, and other instruments that may be required or authorized by the Corporation's Board of Directors. Or, in lieu of the President's signature, the Board of Directors may authorize the President's agent(s) to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. The Treasurer shall also sign these same documents.

Section 6.05 LOANS. No loans shall be contracted on behalf of the Corporation nor evidences of indebtedness issued in its name unless authorized by resolution of the Board of Directors.

Section 6.06 DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such bank(s) or depositories as the Board of Directors may elect.

Section 6.07 CHECKS, DRAFTS, ETC. All checks, drafts, and other orders for payment of funds shall be signed by the Treasurer or by such officer(s) or such other person(s) as the Board of Directors designates in its approved financial policies.

Section 6.08 CONFLICT OF INTEREST. The Board shall not enter into any contract or transaction with

- a. one or more of its Directors
- b. a Director of a related organization
- c. an organization in or of which a Director of the Corporation is a Director, officers, or legal representative, or in some other way has a material financial interest unless:
  1. that interest is disclosed or known to the Board of Directors;
  2. the Board approves, authorizes, or ratifies the action in good faith and at a meeting where a quorum is present (not counting the interested Director); and
  3. the approval is by a majority of the Directors (not counting the interested Director).

The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

Section 6.09 MAINTENANCE OF RECORDS. Correct and complete copies of the Articles of Incorporation, Bylaws, accounting record other than those held by the Treasurer, and minutes of the Board and of committees of the corporation shall be kept at the registered office of the Corporation.

## **ARTICLE SEVEN**

### **AFFIRMATIVE ACTION**

It is the policy of the Corporation to comply with all appropriate state and federal requirements pertaining to nondiscrimination on the basis of race, color, religion, creed, national origin, age or sex. The Corporation encourages the full input of all relevant minority and cultural groups to its deliberations and its policy making. The actions of the Corporation shall in all ways reflect sensitivity to the diverse groups within our pluralistic, democratic republic.

**ARTICLE EIGHT**  
**DISSOLUTION**

In the event of the dissolution of the Corporation, the remaining assets after the satisfaction of all obligations of the Corporation shall be distributed for purposes within the scope of IRS Code 501(c)(6) and/or 501(c)(3) or amendment thereof.

**ARTICLE NINE**  
**WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given by these Bylaws or the Articles of Incorporation of this Corporation or any of the corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at or after the time stated therein or before, at or after the meeting.

**ARTICLE TEN**  
**AUTHORIZATION WITHOUT A MEETING**

Any action that may be taken at a meeting of any of the Board of Directors may be taken without a meeting if authorized in writing and signed by all the Directors who are entitled to vote at any such meeting.

**ARTICLE ELEVEN**  
**AMENDMENTS**

Except as otherwise required by statute or Articles of Incorporation, these Bylaws may be amended or repealed by an affirmative vote of two-thirds of eligible votes cast at a membership meeting that has been duly convened and for which notice stating a proposed change in Bylaws has been given. Notice of amended or repealed Bylaws will also be made available to member markets within two months' time after such change. Bylaws will show the date of any changes.

**CERTIFICATION**

I, \_\_\_\_\_, President of the Princeton-Zimmerman Farmers' Market Association, do hereby certify that the foregoing Bylaws were approved and adopted by a majority vote of the membership of the Princeton-Zimmerman Farmers' Market Association at a duly called and legally constituted meeting at which a quorum was present and acting throughout, and such Bylaws have not been modified, amended or rescinded in any respect as of the date hereof, \_\_\_\_\_, 2010.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
President, Princeton-Zimmerman Farmers' Market Association