

# Spencer Creek Community Growers' Market Bylaws

adopted February 22, 2015

## Article I: Purpose

This corporation shall be organized and operated primarily for the mutual benefit of the Membership of the Spencer Creek Community Growers' Market. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

Spencer Creek Community Growers Market's primary mission is to provide a venue for neighbors to sell their locally produced agricultural items with an emphasis on sustainable and healthy growing practices, while encouraging and supporting local food production efforts through the fellowship of community.

We intend to:

- \* Help our community become more food secure (*servicing the mission of the Oregon Food Bank*)
- \* Help meet the growing demand for fresh, healthful, locally grown food (*in support of the Lane County Local Food Market Analysis 2010*)
- \* Accommodate the lower income spectrum of our community
- \* Uphold our local, traditional spirit of interdependence through seasonal celebrations

## Article II: Members

### Section 1. Classes and Voting

There shall be one class of Members of this corporation. Members may run for, and elect, the Board of Directors at the Annual Membership Meeting. With the exception of the Board of the Directors, no Member may vote for any action other than electing the Board of Directors. No Members, aside from the Board of Directors, have the right to amend or repeal Bylaws or adopt new ones.

### Section 2. Qualifications for Membership

A person shall become a Member of the corporation by paying a yearly membership fee (amount to be determined by Board Policy) and attending at least 6 Market dates, as either a vendor, shopper, or visitor, in either the previous or current Market season. All Members will have the right to become a vendor at the Market, pending Board approval of their products and their agreement to the Spencer Creek Community Growers' *Market Rules and Regulations*. Attendance records will be kept by the Secretary on behalf of any Member, or person seeking Membership.

### Section 3. Rights of Pending Members

A pending member is a person who has paid the yearly membership fee but not yet met the attendance requirement for membership. Pending members enjoy all rights of membership as full members except for the ability to cast a vote for the Board of Directors at the annual membership meeting. Pending members may sell at the market, attend the membership meeting, address the membership, but not vote until they have met the attendance requirement of 6 markets (as a vendor, shopper, or visitor).

#### **Section 4. Payment of Membership Fees**

Fees shall be paid directly to the Site Manager on any Market date during the Market season.

#### **Section 5. Terminations of Membership**

Membership may be terminated by the Board of Directors after giving the Member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the Member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

#### **Section 6. Annual Meeting**

The Annual Membership Meeting shall be held on a date in October, at a place to be determined by the Board of Directors.

#### **Section 7. Notice of Annual Membership Meeting**

Notice of the Annual Membership Meeting shall be given to each Member by email (unless otherwise indicated in the latest contact information of record), at least 30 days before the meeting, and again 7 days before the meeting.

#### **Section 8. Special Meetings**

Special meetings of the Members may be held at the call of the Board of Directors, or by a minimum of 3 members of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose of the meeting.

#### **Section 9. Notice of Special Meetings**

Notice of special meetings of the Members shall be given to each Member by email (unless otherwise indicated in the latest contact information of record), at least 14 days before the meeting, and again 7 days before the meeting.

#### **Section 10. Quorum and Voting.**

Those votes represented at a meeting of Members shall constitute a quorum. A majority vote of the members represented and voting is the act of the Members, unless these Bylaws or the law provide differently.

#### **Section 11. Proxy voting.**

There shall be no voting by proxy.

#### **Section 12. Action by Consent.**

Any action required or permitted by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

### **Article III: Board of Directors**

#### **Section 1. Duties.**

The affairs of the corporation shall be managed by the Board of Directors.

#### **Section 2. Number and Qualifications.**

The number of Directors may vary between a minimum of three and a maximum of fifteen. Directors must also be members of SCCGM.

#### **Section 3. Term and Election.**

The term of office for Directors shall be one year. A director may be reelected without limitation on the number of terms s/he may serve. The Board shall be elected by the majority of the members at the annual meeting of the members.

#### **Section 4. Removal.**

Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of the majority of Directors in office, or by a vote of the majority of the members who are entitled to vote at an election of Directors.

#### **Section 5. Vacancies**

Vacancies on the Board of Directors and newly created Board positions shall be filled by a majority vote of the Directors then on the board of Directors.

#### **Section 6. Quorum and Action.**

A quorum at a Board meeting shall be a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

#### **Section 7. Regular Meetings.**

The Board of Directors shall conduct two regular meetings per year: one in February and the other in July, time, place and date to be determined. Notice of such meetings, describing the date, time, and place, shall be delivered to each Director by email (unless otherwise indicated in the latest contact information of record), at least 30 days before the meeting, and again 7 days before the meeting.

#### **Section 8. Special Meetings**

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone and email not less than two days prior to the special meeting. Written notice, if mailed postpaid and correctly addressed to the Director at the address shown in the corporate records, is effective when mailed.

#### **Section 9. Meeting by Telecommunication or Computer.**

Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Directors can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. All participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

#### **Section 10. Action by Consent.**

Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

### **Article IV: Committees**

### **Section 1. Executive Committee.**

The Board of Directors may elect an Executive Committee. The Executive committee shall have the authority to make on-going decisions between Board meetings and shall have the authority to make financial and budgetary decisions.

### **Section 2. Other Committees.**

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees.

### **Section 3. Composition of Committees Exercising Board Functions.**

Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of all Directors in office at that time.

### **Section 4. Quorum and Action.**

A Quorum at a Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

### **Section 5. Limitations on the Powers of Committees.**

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect appoint, or remove Directors or fill vacancies on the Board or any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

## **Article V: Officers**

### **Section 1. Titles and Qualifications.**

The officers of this corporation shall be the President, Secretary, and Treasurer. All officers of this corporation must be members of the Board of Directors.

### **Section 2. Election.**

The Board of Directors shall elect the officers to serve one year terms. An officer may be reelected without limitation on the number of terms s/he may serve.

### **Section 3. Vacancy.**

A vacancy in any office shall be filled not later than the first regular meeting of the board of Directors following the vacancy.

### **Section 4. Other Officers.**

The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

### **Section 5. President.**

The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

### **Section 6. Secretary.**

The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed the following duties: (a) official recording of the minutes of all proceedings of the Board of

Directors and members' meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; (d) maintenance of current and accurate membership lists; and (e) any other duties as may be prescribed by the Board of Directors.

**Section 7. Treasurer**

The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) maintenance of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) presentation of financial reports as to the financial condition of the corporation to the board of Directors; and (e) any other duties as may be prescribed by the board of Directors.

**Article VI: Corporate Indemnity**

This corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, officer, employee, volunteer, or agent of the corporation or fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by it provisions the most liberal possible indemnification-substantively, procedurally, and otherwise.

**Article VII: Amendments to Bylaws**

The Board of Directors have the sole right to amend or repeal these Bylaws or to adopt new ones by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

DATE ADOPTED: February 22, 2015

Signatures of Directors

President: Genie Harden

Secretary: Jennifer Michaud

Treasurer: Rachel Marcotte

Ellen Oare

Norm Waterbury

Glenn Harden