

# Nederland Farmers Market

## Bylaws

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### Article I: Identification

The name of the organization shall be The Nederland Farmers Market, herein referred to as The Market.

We operate markets within the Town of Nederland that encompass small businesses, farms, artists, cottage foods producers, and more within, but not limited to, the local mountain community of Nederland, Gilpin, and unincorporated Boulder County.

### Article II: Objectives

#### Section 1: Mission Statement

The purpose of The Market is to operate a farmers and artisanal market in Nederland, CO. Our mission is to build a market to be a profitable outlet for local business and agriculture, a valuable source of fresh and healthy foods for consumers, a valuable resource for community information and building social capital, and a profitable venue to support sustainable business.

#### Section 2: Goals & Objectives

To achieve the mission, The Market shall do the following:

- a. Establish and operate a farmers and artisanal market for the purpose of furnishing a facility for sales of Nederland, Boulder County, Gilpin County and other local fresh foods, horticulture products, and crafted goods.
- b. Work with local businesses and organizations to provide fresh food to low-income and in-need families including, but not limited to, the Nederland Food Pantry, Boulder County Family Services SNAP and Double Up Food Bucks.
- c. Conduct research necessary to further the development of The Market.

#### Section 3: Purpose

The Market is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under IRS Code Section 501(c)3. The Market shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under IRS Code Section 501(c)3, or (b) by an organization, contributions to which are deductible under IRS Code Section 170(C)2.

The Market is not organized and shall not be operated, for the private gain of any person. The property of The Market is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of The Market shall inure to the benefit of, or be distributed to any member, director, officer, or individual. The Market may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles and The Market's Bylaws.

## Article III: Membership

### Section 1: Eligibility & Demographic

Any person interested in and who supports the purpose and objectives of The Market, and who lives within the broad vicinity of the Nederland mountain community, shall be eligible for membership, which the benefit is ability to cast a vote.

### Section 2: Dues

Each member will be assessed on the last meeting of the month, for all hours in the previous 30/31 days, dues of no less than 4 hours volunteer time towards market organization, promotion, or development. This means that any "member" can be a voting member; but doesn't have to hold a board or committee position.

## Article IV: Board of Directors

### Section 1: Elections

Elections will be held at the annual meeting to elect the Board of Directors. All active members are eligible to vote and run for office. Voting is done by secret ballot. Election outcomes are decided by majority rule.

### Section 2: Officers & Terms

The board will consist of five members. The following positions will be elected annually and may not serve more than six consecutive one-year terms in the same office; terms start January 1 and run to December 31 (or "term runs from elected month for one year"/"Term ends one year from start month"): President, Vice President, Secretary, Community Liaison, Vendor Liaison.

### Section 3: Duties of the Board

The duties of the board of directors shall be to transact all business of The Market, including but not limited to:

- a. Paying all expenses of The Market, seeking and applying for funding from outside sources, maintaining proper financial records, establishing membership and market booth fees, developing an annual budget for approval by the general membership.
- b. Maintain all records of The Market and any other records deemed necessary by the Board or the general membership.
- c. Make recommendations for amendments to The Market Rules and Regulations, as needed, for approval of the general membership.
- d. Hear and rule on grievances.

### Section 4: Roles

#### A. President

The President shall call and preside over meetings, appoint committees and perform duties in the interest of The Market. The President will also serve as the Market Manager unless a representative is chosen by the President and approved by the Board. The President has full power to delegate tasks and coordinate volunteers.

#### B. Vice President

The Vice President shall assist the President as needed and shall perform duties of the President in his or her absence. The Vice President will also assist any other Role with assistance of their duties. The Vice President may take on the responsibility of coordinating volunteers when applicable.

#### C. Secretary/Treasurer

The Secretary shall keep a record of the proceedings of all meetings, a record of attendance at all meetings, send a written or electronic notice to all the members at least one week prior to each meeting, attend to all correspondence of The Market, maintain an up-to-date registry of all members, obtain permits and licenses as required by law, and perform any other duties deemed necessary by the President or the Board. He/she may appoint a committee if necessary in consultation with the President to delegate responsibilities to committee members and volunteers.

The Secretary shall also collect and hold all Market Association money in bank accounts and pay all bills consistent with the approved budget. The Market's checking account will require the signature of two members of the board of directors, the Secretary and any one other member.

The Secretary shall also keep records of all markets, have possession of market books when markets are ended.

The Secretary shall present the books and records annually to the auditing committee consisting of a minimum of two members appointed by the President. The Secretary shall keep complete financial records and present a report at each meeting. He/she shall present a detailed year-end report to the Board and is responsible for preparing a preliminary budget for the upcoming year.

#### D. Community Liaison

The Community Liaison will be charged with promotion of the NFM to all outlets of the community. The Community Liaison shall create and distribute promotional materials, donation collection letters, surveys to the community and our vendors, and receive feedback from community on how things are going.

Other duties will be to keep the social media pages up to date with the most current promotion and information; creation of flyers; work with the Vendor Liaison to contact and book entertainment; connecting with other non-profits, such as Wild Bear Mountain Ecology Center to set up a Kids Corner. The Community Liaison shall set up and run the "Community Information Booth" during market events to promote the activities of the CASC, the SAB and anything else the community has going on. Another aspect will be to help plan and execute fundraising events. The Community Liaison can delegate tasks and manage volunteers to help with the tasks of the Community Liaison.

#### E. Vendor Liaison

The Vendor Liaison shall keep records of all vendors including performers, possible and actual, in the community served. They shall be present at all markets, unless absence is approved by the Board, to assist and communicate with vendors. The Vendor Liaison shall also direct any inspections of vendor sites, when directed by the Board, and maintain copies of vending licenses and permits where applicable.

Further, the Vendor liaison will work with the Community Liaison to contact and book entertainment, as well as create and collect surveys. The Vendor Liaison is responsible for all communication from The Market to possible and actual vendors, and any other duties deemed necessary by the President or the Board. The Vendor Liaison will be tasked with setting up, purchasing vegetables, and running the re-sale booth. The Vendor Liaison can delegate tasks and manage volunteers to help with the tasks of the Vendor Liaison.

## Article V: Regular Business Meetings

### Section 1: Dates

The Market will hold member meeting no less than once per month, at the place, date, and time determined by the Board. During market season (June-Oct), meetings will be held no less than weekly. Regular meetings will be scheduled to maintain day and time consistency when possible.

### Section 2: Special Meetings

Other meetings may be called by the President or a majority of the Board. Notification for meetings must be sent to the general membership no less than one week in advance. The notifications will be electronic, and may be hard copy.

### Section 3: Annual Meeting

One meeting per year shall be held to review market business over the past year and elect the Board for the upcoming year. The annual meeting should be held no later than December 15th. In addition to regular business, the board of directors should be elected during this meeting.

### Section 4: Quorum

A simple majority (one-half plus one) of the membership roster must be present to conduct official business of The Market.

### Section 5: Order of Business

The following order of business shall be followed at regular Association meetings.

1. Call to order
2. Roll call
3. Minutes of last meeting
4. Board Member Reports
5. Discussion Items
6. Action Items
7. Adjournment

### Section 6: Parliamentary Procedure

Robert's Rules of Order shall govern the meetings of this Association.

## Article VI: Committees

### Section 1: Committees

Standing or short-term committees will be created as needed. Members are expected to volunteer for committee assignments. The Officers and Board have the authority to appoint committee chairs and committee members.

### Section 2: Audit Committee

An audit committee consisting of two members and one member of the board of directors (all of whom do not have signatory rights on the financial accounts) will conduct an audit of The Market Financial records once each year during November, completed by the date of the annual meeting.

## Article VII: Amendments

The bylaws may be amended at any meeting of The Market by a two-thirds vote of the members present, provided due notice of such proposed amendments be mailed or emailed by the Secretary to the entire membership not less than thirty days prior to the said meeting.

## Article VIII: Termination

Upon consideration of dissolution, the members of the Nederland Farmers Market agree to the following procedure: The Market shall be terminated and dissolved by a two-thirds vote of the membership in favor of dissolution and termination of The Market.

Upon dissolution and termination of The Market, financial resources will be disbursed in the following priority order:

1. To the payment of the debts and liabilities of the Nederland Farmers Market; non-cash assets may be sold to meet debts.
2. The remaining balance of funds shall be distributed to the Nederland Food Pantry, and if not needed at that organization, to the local low-income resources for families.
3. Any non-cash assets shall be distributed to the Nederland Food Pantry, and if not needed at that organization, to the Town of Nederland.

Each of the members of the Nederland Farmers Market will be provided a statement prepared by the Board outlining the assets, liabilities, and the distribution of all funds to charitable and/or governmental institutions upon complete liquidation. Upon compliance with these terms and the distribution of funds, the Nederland Farmers Market will be officially terminated.

The bylaws of The Nederland Farmers Market have been voted upon and adopted on \_\_\_\_

Members Present:

Members Not Present: