



BY-LAWS OF THE PUTNAM FARMERS MARKET ASSOCIATION

A. Name of the Market and Umbrella Organization

1. Name of the Market is Putnam Farmers Market (PFM).
2. Umbrella organization for the Market is the Putnam Farmers Market Association (PFMA).

B. Purpose of the Putnam Farmers Market

1. To provide local farmers, crafters, and artisans with selling opportunities through a community marketplace.
2. To encourage local farming.
3. To provide consumers with fresh, locally grown, or produced products in a convenient location.

C. Purpose of the Putnam Farmers Market Association Board of Directors

1. Insure orderly operation of the Market while striking a fair balance between all participants.
2. Provide a legal basis to operate as a voluntary association.

D. Vendor Membership

Vendor Membership is obtained on an annual basis as a single membership/one person (\$25), or family membership/two persons (\$35).

1. Vendor membership is open to an individual actively engaged in the production of accepted products, whether on a full or part time basis. The Board of Directors may review membership applications and have final authority to approve or reject applicants, as needed. Applicants have the right of appeal if application is rejected.
2. Vendor membership entitles the individual to be eligible for a position on the Board of Directors, and one vote for candidates for open positions on the Board of Directors at PFM membership meetings.
3. A member who willfully violates these By-Laws or the Market rules can be ejected following discussion and vote by Board of Directors.

4. Vendor members must fill out an application, agree to abide by Market rules, and pay the association membership fee.

E. Market Guests & Guest Vendors

1. Guest Vendors may be permitted at the Market per approved Market Rules.
2. Non-profit and educational presenters may be permitted at the Market per approved Market Rules.

F. Board of Directors

1. The Board of Directors will consist of eleven (11) individuals. WV Cooperative Extension Service will serve as one (1) member of Board. Four (4) members of the Board of Directors must be vendor members. Six (6) individuals on the Board of Directors can be community representatives.
2. Annual vendor membership meetings will be held in November of each year, and additional vendor membership meetings may be held as needed.
3. The BOD will be voted on at vendor membership meetings, and each Board member will serve a three (3) year term.
4. The Board of Directors will elect Officers of the BOD.
5. Officers of the Board of Directors:
 - Officers of the Board of Directors will be determined annually by the Board of Directors at the first Board meeting following the annual meeting.
 - President schedules and chairs the meetings, serves as contact for outside groups, appoints committees as or when required and conducts votes.
 - Vice-President serves in the President's absence.
 - Secretary maintains correspondence, up-to-date By-Laws, Market rules, list of members, and membership and guest vendor applications; ensures tax reports are filed; makes an annual financial report of the Farmers Market organization, and files with the Secretary of State by June 30.
 - Treasures collects fees, pays bills, keeps financial records, ensures tax reports are filed, and makes an annual financial report of the Farmers Market organization, and files with the Secretary of State by June 30.
 - Two signatures are required on all PFM checks.
 - Secretary and treasurer positions may be combined.
6. Duties of the Board of Directors include but are not limited to:
 - Make decisions regarding the overall management and operation of a successful Market.
 - Approve payment of any bill over \$100.00.
 - Assign and dismiss Market Manager.
 - Establish at least regular quarterly Board meetings throughout the Market year.

- Recommend any Market Rule or By-Law changes and bring them to the membership to be voted on at a membership meeting.
 - Handle any business situation of the Market other than Board Member election.
 - Board of Director members must attend 75% of the quarterly Board meetings.
7. Removal of a Member of the Board of Directors. The Board of Directors have the right to remove any member of the Board of Directors from his/her position based on any of the following reasons or any other legal evidence presented to the Board of Directors.
 - Misappropriation of Market funds
 - Illegal use of the association name
 - Ethical violations
 - Conviction of a felony crime
 - Not performing his/her duties as described in the By-Laws of the association.
 8. Replacement of a Member of the Board of Directors. If an officer or member of the Board of Directors shall leave office for any reason, the Board of Directors shall appoint a successor to fulfill the remaining term of that Board of Director member. In the event the President resigns, the vice-president would fill that position for the remainder of the annual office position term. If the vice-president, secretary, or treasurer resigns, that position would be filled by a person that is already on the Board, and be filled by a vote of the Board of Directors. The appointee would serve the remaining annual office term of the vacating officer.

G. Voting Issues

1. Each annual vendor member in good standing has one vote for the Board of Directors.
2. Nominations and voting for the Board of Directors shall take place at vendor membership meetings. The nomination committee, appointed by the President, will submit a slate of Board Members for any vacancies that exist. The membership will vote on vacant Board member positions.
3. Thirty (30) days advance public notice of the annual membership meeting or any other special membership meeting shall be made to all previous and current season Putnam Farmers Market Association members.
4. Six (6) Board Members constitute a quorum at a meeting of the Board of Directors.
5. Five (5) vendor members constitute a quorum at a membership meeting.
6. In all voting concerns Robert's Rules of Order will be followed.

H. Termination

1. The Putnam Farmers Market will be intact as long as three (3) producer members remain active and in good standing.

2. Failing that, if facility or municipal arrangements close the Market, the treasury is to be maintained for the period of time required to meet all outstanding bills, taxes, and obligations.
3. The remaining funds shall be donated to the Putnam County Master Gardeners organization or other community charitable organization decided on by a majority vote of the membership. All tax and reporting requirements must be satisfied prior to this.

The PFMA Board of Directors will review these By-Laws at least once every five years.

This version was approved at the 3/18/18 PFMA Annual Membership Meeting.