

By-Laws of the Snohomish Farmers Market Association

A State Recognized Non-Profit Organization

Table of Contents

Table of Contents 1

Article 2: Membership 1

Article 3: Membership Meetings 2

Article 4: Board of Directors 4

Article 5: Executive Director 7

Article 6: Code of Conduct, Conflict Resolution, Discipline and Termination..... 9

Article 7: Committees & Finances..... 11

Article 8: Amendments 11

Article 9: Dissolution 12

Article 1: Mission & Purpose

1.1 Mission:

- Our mission is to cultivate a vibrant community hub that connects local farmers, artisans, and consumers by providing access to fresh, sustainably grown food, and handcrafted goods. We strive to support small businesses, promote healthy living, and foster a welcoming space where neighbors come together to celebrate local culture, food, and the values of sustainability, equity, and community.

1.2 Purpose:

- The Snohomish Farmers Market Association (SFM) shall operate as a nonprofit corporation under Washington State law, organized for the benefit of its members. Activities shall be conducted in a manner ensuring that no part of the net earnings benefits any individual, member, or director. The organization shall remain nonsectarian and nonpartisan.

Article 2: Membership

2.1 Membership Categories

- Vendor Member (VM):
 - Approved by the Executive Director.
 - Active vendor of SFM.
 - Pay annual dues as well as vendor fees.
 - Eligible to vote.
- Community Member (CM):
 - Approved by the Board of Directors.
 - A non-vendor community member who supports the market's goals.
 - Pays annual dues.
 - Eligible to vote.

2.2 Good Standing

A member is considered in good standing if they:

- Pay all annual dues and market fees by deadlines.
- Adhere to market rules and the Code of Conduct. Available at SnohomishFarmersMarket.com or by contacting the Executive Director.

2.3 Membership Privileges and Termination

- Members in good standing receive full market benefits, including voting rights for eligible categories.
- Membership follows an annual timeframe of January through December.
- Membership may be revoked by the Executive Director or a quorum of the Board.
- Members may appeal a revocation by submitting a written request to the Executive Director. The appeal will be escalated to the Board of Directors for review. The Board will issue a final decision by majority vote. The member may present a written or verbal statement prior to the Board vote.

2.4 Application Timelines

- The Board or Executive Director shall determine and publish application timelines annually.
- Applications will open by February 15th.

Article 3: Membership Meetings

3.1 Scheduling

- Membership meetings shall occur at least three (3) times per year, including:

- Midwinter Meeting – Held early in the year to gather feedback and ideas from membership.
- Spring Meeting – For market season preparation, rule updates, and vendor requirements.
 - All active vendors are required to attend.
 - This meeting may be offered at two different times, but vendors must attend one of the two sessions.
 - If a vendor is unable to attend either session, they may submit a written communication to the Executive Director prior to the meeting date.
 - The Executive Director will handle absences on a case-by-case basis, but failure to attend may result in disqualification from market participation.
- Fall Meeting – For board elections and annual updates.
- The Board has the authority to schedule additional meetings as needed.

3.2 Notice Requirements

- Notice of member meetings must be provided a minimum of 10 days (and no more than 90 days) in advance via email and posted on the market's website.
- Members may submit topics for consideration in the meeting agenda by emailing the Executive Director a minimum of 3 days prior to the meeting.

3.3 Meeting Procedures

- Meetings shall follow an agenda approved by the Executive Director or Board President.
- Minutes shall be recorded by the Secretary and made available to members upon request within 14 days of the request.
- The meeting location or virtual meeting link shall be posted publicly for accessibility.

3.4 Voting

- Members in good standing may vote in person or via virtual/electronic methods.
- Proxies are not permitted.
- Decisions are determined by a simple majority of voting members present and in good standing.

3.5 Quorum

- A quorum for membership meetings shall consist of 10% of the current voting members present.
- If a quorum is not met, the meeting must be rescheduled.

3.6 Special Meetings

- Special meetings may be called by the Board of Directors or a petition signed by at least 25% of voting members in good standing.

- Upon receiving a valid petition, the Board must schedule the special meeting within 30 days. Only business described in the meeting notice may be conducted at a special meeting.
- The special meeting will be led by the Executive Director or a Board Member.

Article 4: Board of Directors

4.1 Composition

- The Board shall consist of 3-9 members, including:
 - President (Required)
 - Vice President
 - Secretary (Required)
 - Treasurer (Required)
 - Up to 5 At-Large Board Members (*At-Large Board Members are not required but may be elected to broaden representation.*)
- Representation:
 - At least 50% of Board Members must represent Market Vendor Members (VM), including at least one (1) Farmer/Grower in good standing.
 - Other members may be represented by Vendor Members (VM) or Community Members (CM) in good standing.

4.2 Terms

- Board Officers (President, Vice President, Secretary, Treasurer) will serve 2-year terms, while At-Large Board Members will serve a 1-year term, with all roles incurring a maximum of two consecutive terms unless unopposed.
- To support continuity, the Board is expected to encourage and vet At-Large Board Members as part of a succession plan for mandatory roles. However, At-Large Board Members are not required to run for a mandatory role.
- Consecutive terms apply across all board roles. Example:
 - If a board member serves as President for one term and Vice President for another, this constitutes two consecutive terms.
 - A board member may continue serving beyond two consecutive terms only if there is an open board role with no candidates running for the position.
- Terms will be staggered to ensure continuity and prevent full board turnover within the same year.
 - President (Required) - Even-year election

- Vice President - Odd-year election
- Secretary (Required) - Odd-year election
- Treasurer (Required) - Even-year election
- At-Large Board Members - Every year

4.3 Election

- The Board of Directors' roles are elected by a majority vote during the fall membership meeting.
- Newly elected Board Members shall officially take office on January 1st and serve for the calendar year (January 1 - December 31).
- Intent to Run Requirement (open positions only):
 - Members interested in running for the Board must submit an Intent to Run form at least four (4) weeks prior to the fall membership meeting.
 - The Board and Executive Director will compile and distribute an election pamphlet (containing candidate information from the Intent to Run form) to all voting members at least two (2) weeks prior to the fall membership meeting.
- **Election Process:**
 - Prior to voting:
 - Members are encouraged to submit questions directly to candidates in advance of the meeting.
 - Voting will take place during the fall membership meeting.
 - Only members present—either in person or digitally—may vote. Proxy voting is not permitted.

4.4 Vacancies

- If the President steps down mid-term, the Vice President will automatically assume the role of Interim President until the Board votes on a permanent replacement.
- The Board may choose to confirm the Vice President as President or elect another qualified board member to the role.
- If any other officer position (Vice President, Secretary, or Treasurer) becomes vacant, the Board shall appoint a replacement until the next fall membership election.
- The Board may appoint interim members to fill other vacancies until the next fall membership election.

4.5 Removal

- Board members may be removed by a two-thirds ($\frac{2}{3}$) majority vote of the remaining board members after due process and opportunity to respond.

- The board member in question shall not participate in the vote.
- Due Process for Removal:
 - Written notice must be provided at least seven (7) days in advance to allow the board member in question to file an appeal and request a hearing before the vote.
 - If an appeal is filed, a hearing shall be held directly before the vote at the same meeting.

4.6 Board Meetings

- The Board is encouraged to meet monthly but is required to meet at least four (4) times per year (quarterly).
- During the market season, meetings may be scheduled as needed to accommodate operational demands.

4.7 Actions Without a Meeting

- Actions may be taken without a meeting if all board members are included in written correspondence and decisions are approved by a two-thirds ($\frac{2}{3}$) vote of the board.
- Board members must be given a minimum of 24 hours to review and respond to any action taken without a meeting.

4.8 Duties

- President: Oversees meetings, ensures strategic goals are met, and acts as the primary spokesperson.
- Vice President: Acts in the absence of the President and ensures smooth board operations.
- Secretary: Maintains records, prepares minutes, ensures compliance with filings, and manages communication.
- Treasurer: Manages finances, prepares monthly reconciliations, and provides regular reports.
- At-Large Members: Support governance, strategic planning, and may lead committees as assigned.

4.9 Board Member Training

- All new board members shall receive training between the fall membership meeting (when elected) and January 1st.
- Training will cover:
 - Board member roles and responsibilities.
 - Governance structure and decision-making processes.
 - Financial training.
 - Overview of conflict resolution and market policies.
- Training shall be conducted by the outgoing board member they are replacing.

- If the previous board member is unavailable, training shall be provided by other board members.

Article 5: Executive Director

5.1 Role & Responsibilities

- The Executive Director (ED) is responsible for operating the business and serves as the primary leader of the organization.
- The Board's role is to support and empower the ED, provide guidance, and remove barriers to ensure success.
- The ED is responsible for:
 - Daily operations, administration, and enforcement of market rules.
 - Overseeing financial reporting and ensuring expenditures align with the approved budget.
 - Managing vendor relations and ensuring compliance with market policies.
 - Developing and executing strategic growth initiatives in alignment with the mission and vision.
 - Supervising staff, contractors, and volunteers who support market operations.
 - Proposing and implementing rule changes within the scope of the bylaws, mission, and vision.
 - Submitting proposals to the Board for approval if a proposed rule change is in question, opposition to bylaws, or in a grey area.

5.2 Budgetary Authority

- The ED may approve expenditures up to \$250 per transaction without Board oversight.
- Any non-budgeted expense exceeding \$250 per transaction requires prior Board approval (Article 3.4: "Decisions are determined by a simple majority of voting members present and in good standing").
- The ED shall provide financial reports on expenditures to the Treasurer on a monthly basis.
- The Treasurer will include expenditure reports in Board meetings as needed.

5.3 Accountability & Disciplinary Procedures

- The ED reports directly to the full Board and is accountable to the organization as a whole.
- The ED may be subject to disciplinary actions or termination by a two-thirds ($\frac{2}{3}$) majority vote of the Board.
- Due Process for Disciplinary Actions:
 - The Board must provide the ED with written notice of concerns.

- The ED shall be given an opportunity to respond before any disciplinary action is taken.
- If termination is considered, the ED shall have the right to request a hearing before the Board.

5.4 Annual Review

- Executive Director Annual Review
 - The Board shall conduct an annual performance review of the Executive Director.
 - The review will be conducted following the Holiday Market but before the end of December each year.
 - The Board shall provide new performance metrics within the first 60 days of the calendar year to align with Board election cycles and ensure consistency in feedback and goal-setting.
 - The review shall assess:
 - Operational efficiency and adherence to market policies.
 - Financial oversight and budget alignment.
 - Vendor and community relations.
 - Strategic growth initiatives and leadership effectiveness.
 - Communication with the Board and stakeholders.
 - A formal evaluation rubric will be developed and provided within the first 60 days of the year.
 - The Board may approve performance-based incentives or bonuses, with criteria outlined within the first 60 days of the year.
- Board of Directors Annual Review
 - The Board shall conduct an annual performance review of all other Board Members.
 - The review will be conducted following the Holiday Market but before the end of December each year.
 - The review shall assess:
 - Leadership and governance
 - Meeting attendance and participation
 - Role-specific performance
 - Community engagement and advocacy
 - Teamwork and collaboration
 - Goals and areas of improvement

- The review processes are positioned as a constructive development process for SFM leadership improvement and growth to prevent stagnation within the organization. This review is not designated as a disciplinary tool but may be used for disciplinary purposes in some circumstances of underperformance or neglect of duties and responsibilities of the role.

Article 6: Code of Conduct, Conflict Resolution, Discipline and Termination

6.1 Code of Conduct

- All members, vendors, and board members are expected to engage in professional, respectful behavior at all times.
- The organization has a zero-tolerance policy for:
 - Violence or threats of harm
 - Discrimination or harassment:
 - Harassment is defined as “words or behavior that threatens, intimidates, or demeans a person. Harassment is unwanted, uninvited, and unwelcome and causes nuisance, alarm, or substantial emotional distress without any legitimate purpose.”
 - Discrimination is defined as “different treatment for similarly situated parties, especially when no legitimate reason appears to exist.”
 - Hate speech:
 - Hate speech is defined as “any form of expression through which speakers intend to vilify, humiliate, or incite hatred against a group or a class of persons on the basis of race, religion, skin color, sexual identity, gender identity, ethnicity, disability, or national origin.”
- Violations of the Code of Conduct may result in but not limited to, disciplinary action, including verbal warnings, written warnings, suspension, and termination of membership. In some circumstances, this may lead to legal action.

6.2 Enforcement & Complaint Process

- The ED is responsible for enforcing the Code of Conduct with support from the Board as needed, but not required.
- Filing a Complaint:
 - Any member, vendor, or board member may file a complaint via email to the ED.
 - Complaints should include:
 - A description of the alleged violation
 - Any supporting evidence (if available)
 - Names of any witnesses

- If the complaint involves the ED, it shall be submitted to the Board.
- Investigation Process:
 - The ED will review the complaint and determine appropriate action.
 - The ED may involve the Board as needed for complex cases.
 - If a violation is found, disciplinary action may be taken.

6.3 Disciplinary Actions

- Progressive disciplinary actions may be taken based on the severity of the violation, but not all cases require each step:
 1. Verbal warning
 2. Written warning
 3. Final written warning
 4. Suspension of membership
 5. Termination of membership, vendor status, employment, or board position
- The ED has full authority to determine disciplinary actions but may escalate cases to the Board if necessary.

6.4 Appeal Process

- A member facing disciplinary action may appeal the decision.
- Appeals must be submitted via email to the ED.
- If a member believes they have not received due process, they may escalate their appeal to the Board via email for further review.
- The Board shall review the escalated appeal and issue a final decision within 14 days.

6.5 Member Reinstatement

- A suspended or terminated member may reapply or appeal for reinstatement, depending on the terms of their suspension or termination.
- At the time of suspension/termination, individuals will be informed whether reapplication is possible and what corrective actions are required to regain good standing.
- If a suspension or termination is not classified as a permanent ban, the individual will be provided with:
 - Guidance on corrective actions needed to return.
 - Steps to rectify the issue before reapplying.
 - Reinstatement is determined on a case-by-case basis by the ED and/or Board

Article 7: Committees & Finances

7.1 Committees

- The Board shall have the authority to form committees on an as-needed basis to support market operations and governance.
- Committees shall be selected by the Board and must be led by an active board member.
- Committee Membership:
 - Each committee must be chaired by a board member, appointed by the Board.
 - Committees may include any member in good standing, but non-board participation is not required.
- The Board shall define the purpose and scope of each committee at the time of formation.

7.2 Fiscal Year

- The fiscal year shall run from January 1 to December 31.

7.3 Budget Management

- Fees shall be set and adjusted by a Board vote, but no specific timeline or deadline is required for approval.
- Members who are late on payments are not eligible to participate in markets until paid in full.
- No grace period is provided for overdue payments—failure to pay by the required due date results in ineligibility for market participation.
- Hardship accommodation requests shall be submitted via email to the ED.
 - The ED shall review the request and make a determination.
 - If the applicant disagrees with the ED's decision, they may appeal to the Board for further review.
 - The Board will review appeals and issue a final decision.

Article 8: Amendments

8.1 Amendments

- Bylaws may be amended by a majority vote of members during a duly noticed meeting.
- Proposed amendments must be available to all voting members at least 14 days in advance to allow for review.
- Amendments may only be formally proposed by the Board of Directors.
- Members may request an amendment by petitioning a Board member to bring the proposal to a Board vote.

- If the Board approves the proposed amendment, it will be submitted for a membership vote.
- Amendments require approval by at least 25% of voting members, the same threshold as a special meeting.

Article 9: Dissolution

9.1 Dissolution Process

- The decision to dissolve the Snohomish Farmers Market Association must be approved by a two-thirds ($\frac{2}{3}$) majority vote of the Board.
- Upon Board approval, the dissolution must be ratified by a majority vote of members at a duly noticed membership meeting.

9.2 Settlement of Debts & Liabilities

- Before any assets are distributed, the Association shall pay or make provisions to pay all outstanding debts and liabilities.

9.3 Distribution of Remaining Assets

- After debts and obligations are satisfied, remaining assets shall be distributed to one or more organizations that:
 - Share a similar mission, such as farmers markets, agricultural education programs, or food security initiatives.
 - Are exempt from taxation under Washington State law.
- The Board shall have the authority to select the recipient organizations.