

By-Laws of the Morgantown Farmers' Market Growers Association

A. Name of the market and umbrella organization

1. Name of the market is Morgantown Farmers' Market.
2. Umbrella organization for the market is the Morgantown Farmers' Market Growers Association (MFMGA)

B. Purpose of the Farmers' Market

1. To provide area farmers with alternative opportunities through a retail marketplace and also encourage regional farming.
2. To provide consumers with fresh, locally grown or produced products in a convenient location.
3. To provide educational trainings, workshops, seminars, and/or education at point of sales for market customers and vendors, so the vendors can improve their knowledge and skills in production and marketing of their products and for customers to learn nutritional value and proper preparation techniques.

C. Purpose of the Morgantown Farmers' Market Growers Association

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.
3. Organized and operated exclusively for educational, charitable, and/or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or to any corresponding provision of any future federal tax law.
4. No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no trustee, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

5. Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax code).

6. If at any time the Corporation is deemed to be a private foundation as defined in Section 509 of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code) (the "Code"), then so long as the Corporation is deemed a private foundation, it shall not, as provided in Section 508(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, or make any investments or expenditures in such manner as to subject the Corporation to tax under Section 4944 or Section 4945(d) of the Code.

D. Membership

1. Vendor membership is open to business actively engaged in the production of accepted products, whether on a full or part time basis.
2. Vendor membership entitles the business to be eligible for a position on the board of directors and one vote.
3. A vendor 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 fee.
5. Associate Membership is open to non-vendors who pay member association fee.
 - Associate members must fill out an application, pay the member association fee, and be approved by the Board of Directors.
 - Associate membership entitles the individual to be eligible for a position on the Board of Directors and one vote. An association member who willfully violates these By-Laws can be ejected following discussion and vote by the Board of Directors.

E. Board of Directors

1. The board of directors will consist of seven (7) individuals. All board members must be members of the MFMGA. Five (5) members of the Board of Directors must be vendor members and no more than two (2) individuals on the Board of Directors can be Associate Members of the organization.

2. The BOD will be voted on at the annual membership meeting to be held in November or December and each board member will serve a three (3) year term.

3. Officers of the Board of Directors

- Officers of the Board of Directors will be determined annually by the Board of Directors.
- 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, list of members, applications, and minutes of meetings.
- Treasurer collects fees, pays bills, keeps financial records and membership applications, ensures tax reports are filed, and makes an annual financial report of the farmers' market organization.
- Positions may be combined.

4. Duties of the Board of Directors include but are not limited to decisions regarding the overall management and operation of a successful market.

- Board of Directors will approve payment of any bills over \$100.00.
- Assign and dismiss Market Manager.
- Will establish regular quarterly board meetings throughout the market year.
- Will recommend any market rule changes and bring them to the membership to be voted on.
- Has the authority to handle any business situation when the decision is required in a limited time frame.

5. Removal of a member of the Board of Directors. The Board of Directors has 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.

6. Replacement of a member of the Board of Director. 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.

F. Voting Issues

1. Each membership in good standing has one vote for the Board of Directors, and for By-Law changes.

2. Nominations and voting for the Board of Directors shall take place at the annual membership meeting. The nominating 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. Thirty (30) days advance public notice of the annual membership meeting shall be made to all Morgantown Farmers' Market Growers Association members.

3. Four (4) board members constitute a quorum.

4. In all voting concerns Robert's Rules of Order will be followed.

G. Termination

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

2. Failing that, or 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 Monongalia 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.

4. Upon the termination, dissolution or final liquidation of the Corporation in any manner and for any reason, the Board of Directors shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or shall be distributed to the federal government, or to state or local government, for a public purpose.

H. Amendments to By-Laws

These bylaws may be amended at a regularly scheduled meeting of the Organization. Any proposed amendments must be submitted in writing and read at a regularly scheduled meeting after which all active members shall be given notice of changes. The proposed amendments shall be read again at the next regularly scheduled meeting and voted on. A two-thirds vote of the active members present is required for an amendment to pass.

The MFMGA will review these By-Laws at least once every five years.

Approved at the membership meeting on February 18, 2014.