

**BY- LAWS  
of the  
NEVADA CITY FARMERS MARKET ASSOCIATION**

**I. NAME**

This association will be known as the Nevada City Farmers Market Association (hereafter NCFMA). The name of the association may be changed by a majority vote of its members.

**II. PURPOSE**

The purposes of the NCFMA are:

1. To enhance the quality of life and economic resilience of our community by providing access to high quality, locally grown products.
2. To support regional, sustainable producers through direct access to consumers.
3. To create a community meeting place.
4. To foster consumer education.

**III. MEMBERSHIP**

The NCFMA Board of Directors approves a vendor's admittance to the market in accordance with the NCFMA Rules and Regulations. Membership in the NCFMA will be available to approved vendors in accordance with these By-Laws.

**Section 1: Definition of a Member**

Membership in the NCFMA is held either by an approved individual vendor or an approved entity vendor if comprised of more than one individual.

A. An entity vendor is comprised of individuals joined by some structure, for example, family farm, marriage, partnership, or other legal status.

B. An entity vendor will designate an "active participant" in the NCFMA. An active participant will be one of the individuals comprising the entity. The active participant will be the person who represents the member entity in the NCFMA and who exercises the rights of the membership.

C. At the time of the application for admittance to the market, an entity vendor will provide the NCFMA with the names of the individuals comprising the entity and with the name of its active participant.

D. In the event that a member entity changes its active participant designation, its structure, or the individuals comprising the entity, a new application for admittance to the market must be filed with the NCFMA and approved by the Board of Directors.

## **Section 2: Membership Dues**

Membership is included in the application fee for all accepted applicants.

## **Section 3: Membership eligibility**

First year vendors are considered non-voting members for their first full year. They are entitled to membership benefits EXCEPT are not permitted to run in elections or vote. Returning vendors are considered full members with all membership rights, duties, and benefits.

## **Section 4: Producer and Non-Producer Status**

In accordance with the Rules and Regulations of the NCFMA, certain vendors are required to hold a Certified Producer Certificate from the State of California. In these By-Laws a member who holds this certificate or who is the active participant of a member entity that holds this certificate will be called a “producer.” Other members will be called “non-producers.”

## **Section 5: Rights, Duties, and Benefits of A Member**

As far as is consistent with the law and these By-Laws, the members of the NCFMA will have the following rights and obligations:

- A. A member of the NCFMA may attend Designated Open Board meetings as provided for in these By-Laws.
- B. An individual vendor member will have one vote in elections. A member entity will have one vote in elections and that vote will be cast by the active participant.
- C. Further benefits of membership that apply to the participation in the farmers market, are outlined in the NCFMA Rules and Regulations.
- D. The rights, and duties, and benefits of membership to the NCFMA cannot be transferred to another member, individual, or entity, without approval of the Board of Directors.

## **Section 6: Liabilities of Members**

No person who is now or who later becomes a member of the NCFMA will be personally liable for any indebtedness or liability except as they may be held liable under state law, and any and all creditors of the NCFMA will look only to the assets of the NCFMA for payment.

### **Section 7: Membership Contact Information**

Every member of the NCFMA must provide the NCFMA Secretary with contact information including mailing address, phone number(s), and email address. The NCFMA will compile and maintain a current list of the names, contact information, and effective dates of membership of all members.

### **Section 8: Termination of Membership**

Membership is terminated when an individual vendor or vendor entity is removed from the market for the remainder of a season in accordance with the NCFMA Rules & Regulations. The date of the termination is the date on which the Board of Directors makes a termination decision. There will be no refund of any portion of the membership dues.

## **IV. MEMBERSHIP MEETINGS**

### **Section 1: Annual Meeting**

The Annual Membership Meeting of the vendors of the NCFMA will be held at least once during each year as determined by the Board of Directors. Meetings may be held either in-person or online. If a member is unable to access the online platform, reasonable accommodations will be made.

### **Section 2: Rescheduled Meeting**

If the Annual Membership Meeting must be rescheduled for any reason, the membership will be notified at least ten (10) days before the new date of the meeting.

### **Section 3: Special Meetings**

Special Membership Meetings of the NCFMA may be called at any time by a majority of the Board of Directors or by twenty (20) percent of the membership.

### **Section 4: Notice**

All Membership Meetings of the NCFMA will be announced on the vendor information section of the NCFMA website, [ncfarmersmarket.org](http://ncfarmersmarket.org).

### **Section 5: Quorum**

A majority of the members will constitute a quorum for the transaction of business.

## **V. VOTING**

### **Section 1: Time and Place**

Voting will take place via secret ballot utilizing an online voting system each June-July. The Election Monitor will take reasonable steps to ensure the integrity of the voting process. If a member is unable to access voting via the online platform, reasonable accommodations will be made.

### **Section 2: Tallying**

The ballots are tallied by the Election Monitor Board Member with the assistance of at least one other Community Director of the Board. The Election Monitor, in consultation with the Board, may appoint a non-Director community member to act as an independent monitor of the election process.

### **Section 3: Election of Board of Directors**

See VII.

## **VI. ORDER OF BUSINESS**

Membership meetings will be presided over by the chair or the vice-chair of the Board of Directors. Robert's Rules of Order will govern meetings.

## **VII. BOARD OF DIRECTORS**

### **Section 1: Number and Composition of the Board of Directors**

- A. The number of the Directors will be nine (9), except in circumstances outlined in Section 7 below.
- B. There will be two categories of Directors:
  - i. Six (6) of the Directors will be Representatives of the NCFMA Membership. The eligibility requirements are:
    - a. They will be current Members of the NCFMA
    - b. Four (4) will be producers
    - c. Two (2) may be non-producers
  - ii. Three (3) of the Directors will be Representatives of the Community appointed by the Board of Directors. Community Directors must live in the general area of Nevada City and bring knowledge and/or skills to the Board related to its purpose as described in Section II.
- C. All Directors, regardless of category or certification status have the same voting rights.

- D. At any time, at most one Director, regardless of category, or certification status, may be from the same member entity.
- E. Directors may not be related to each other by blood or marriage.
- F. Directors may not be currently employed by the NCFM.
- G. Also see Section 7: "Removal and Vacancies of Directors"

## **Section 2: Election of Directors**

A. The Directors who are Representatives of the NCFMA Membership will be elected by secret ballot of the Membership and will take office at the first Board Meeting after their election.

- i. Any Member of the NCFMA, who meets the eligibility requirements, may be a candidate for the Board of Directors, with the exceptions stated in Section VII, 1.
- ii. Nominations will be solicited from the NCFMA Members by email.
- iii. Every Member will be entitled to one vote for each open seat.
- iv. Ballots will be available to eligible voters via an online voting system. Appropriate measures will be taken to ensure that each Member is allowed to vote, allowed to vote at most once, and that the vote is confidential.
- v. If there is a single seat of particular status open, producer or non-producer, the candidate receiving the highest number of votes is elected to fill the seat. If there are multiple producer seats open, the candidates receiving the highest number of votes, in descending order, are elected to fill the seats, in descending order of term lengths. That is, the producer receiving the highest number of votes is elected to fill the seat with the longest term. Tie votes will be resolved with a flip of a coin.
- vi. If there is no nomination for a seat, the Board may fill it as if it were a vacancy, See VII, Section 7.

B. When a Community Representative seat is open, the Board of Directors will initiate a process to identify candidates to fill the seat. It will be filled by a majority vote of the Board of Directors. While the membership of the NCFMA may recommend candidates, it is the responsibility of the Board to ensure that the community representatives bring needed expertise to the Board. Any individual living in Nevada county or within the same bounds expected of vendors may be a candidate with the exception stated in VII, Section 1. Community representatives will take office immediately upon their election.

### **Section 3: Terms**

The term of office for each Director of the NCFMA will be three years. One-third of the terms will end each year. Terms end upon the election of a successor.

### **Section 4: Responsibilities**

The Board of Directors of the NCFMA will be responsible for establishing policies and overseeing the management of the business affairs of the NCFMA, subject to limitations of these By-Laws and California law

- A. Facilitate the Purpose of the NCFMA.
- B. Represent the NCFMA Membership by making decisions on their behalf.
- C. Manage the logistics of the Nevada City Farmers Market. Specifically:
  - i. The Board will adopt rules and regulations for the operations of the NCFMA.
  - ii. The Board of Directors will select, employ and oversee a Market Manager who will carry out the policies, directives, and other duties assigned by the Board of Directors. A detailed job description will be developed. A performance review will be conducted annually, or more often if needed.
  - iii. Board Members will sit on subcommittees.

### **Section 5: Board Meetings**

- A. The Board will fix regular Board of Directors meetings. At least six (6) regular meetings will be held during the calendar year. Meetings may be held in person or online.
- B. Special meetings of the Board may be called by the Chair, the Vice-Chair or any two (2) Directors. Special meetings will be held on forty-eight (48) hours' notice by email or by telephone.
- C. Open Board Meetings may be held occasionally as determined by the Board. All Members are eligible to attend. Open Board meetings will be announced on the Vendor Information section of the NCFMA website: [ncfarmersmarket.org](http://ncfarmersmarket.org). Meetings may be held online or in person. If a member is unable to access an online meeting, reasonable accommodation will be made.
- D. The transactions of any meeting of the Directors however called and noticed, and wherever held, are as valid as those of a meeting duly held after regular call and notice, if a quorum is present.
- E. Board Meetings will be presided over by the Chair and the Vice-Chair of the NCFMA Board of Directors. Minutes will be kept as a permanent record of the NCFMA. Robert's Rules of Order will govern meetings.

F. Occasionally, an urgent decision may be required on a particular issue. An officer of the Board or any two (2) Board members may request that the secretary of the Board present this to the Board as a motion via email. If a majority of the Board members respond positively within forty-eight (48) hours, the motion is adopted and will be entered into the minutes at the next Board meeting.

### **Section 6: Quorum**

The presence of five (5) Directors of the Board of Directors will constitute a quorum for the transaction of business. Except as otherwise provided for in these By-Laws, all decisions and business conducted by the Board of Directors must be approved by a majority of the Directors present.

### **Section 7: Removal, Vacancies and Category Changes of Directors**

- A. A Director may be removed from the Board by a 2/3rds vote of the Board of Directors.
- B. A vacancy may occur in the following ways, but is not limited to them:
  - i. Upon the death or resignation of a Director.
  - ii. If, at the time of an Annual Membership Meeting, a Director no longer meets the eligibility requirements for the seat that they hold.
  - iii. If a change in a vendor entity causes two or more directors to be from the same entity, all except one of the seats will be declared vacant.
  - iv. The Board may declare vacant the seat of a Director who misses three consecutive regular meetings without excuse.

The Board will fill vacancies either by a majority vote of the Directors, or by a vote of eligible members of the NCFMA. The Board may decide to fill the vacancy with another qualified person, regardless of category. In order to prevent excessive turnover of the Board, if a Director's category (Producer, Non-producer or Community Member) changes during their term, the Director may complete their term as elected. The composition of the Board will be corrected at the next scheduled election, if possible. The Board may decide to leave, at most, one Director seat vacant until the next scheduled election. The term of a Director elected to fill a vacancy will end on the date of termination originally scheduled for the Director.

### **Section 8: Non-Liability of Directors**

The Directors will not be personally liable for the debts, liabilities, or other obligations of the NCFMA.

### **Section 9: Insurance for NCFMA Agents**

The Board of Directors may authorize the purchase and maintenance of insurance on behalf of an agent of the NCFMA (including Director, officer, employee, or other agent of the NCFMA) against any liability (Section 7237 of the California Non Profit Mutual Benefit Association Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the NCFMA would have the power to indemnify the agent against such liability under the provisions of Section 7237 of the California Mutual Benefit Association Law.

## **VIII. OFFICERS OF THE BOARD**

### **Section 1: Number and Composition**

Officers will be the Chair, Vice-Chair, Treasurer, Secretary, and Election Monitor.

### **Section 2: Election**

The Officers will be elected by a majority vote of the Board of Directors at the first Board meeting following the election. The Election Monitor must be a Community Director. Positions may be combined.

### **Section 3: Terms**

The term of office for each Officer is one (1) year.

### **Section 4: Responsibilities**

The Chair is responsible for setting meeting agendas, assuring all Board members are notified of meeting dates/times, and presiding over meetings of the Board of Directors and the Membership.

The Vice Chair performs duties of the Chair whenever the Chair is unavailable. The Vice-Chair will coordinate an annual performance review of the Market Manager, evaluating and updating the Job Description as necessary. This will be in coordination with the Board.

The Treasurer will supervise the collection of fees, payment of bills, maintain financial records, and monitor market manager hours and payment.

The Secretary will notify Directors of meetings, keep minutes, and maintain up-to-date by-laws and mailing lists.

The Election Monitor must be a Community Director. The Election Monitor is responsible for conducting Board Elections.

Any of these responsibilities may be voluntarily delegated as necessary.



**Section 5: Meetings**

The Officers may meet if the press of business so requires.

**Section 6: Removal of Officer**

An Officer may be removed from Office, but not the Board, by 2/3rds vote of the Board of Directors.

**IX. COMPENSATION**

Directors will receive no compensation for their services as Directors, except that they will be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties.

**X. BOARD COMMITTEES****Section 1: Standing committees**

- A. The Vendor Selection Committee is made up of Producer Directors, the Market Manager is an ex-officio member. Other Directors may join this committee. Approves a vendor's admittance to the market in accordance with NCFMA Rules and Regulations.
- B. The Financial and Fundraising Committee oversees and develops financial and fundraising plans and strategies, including creating, updating, and monitoring an annual budget. Quarterly updates will be provided to the Board of Directors. The Treasurer will Chair this committee.
- C. The Program Committee strategizes and develops new programs and projects that are mission driven.
- D. The Legal and Logistics Committee ensures the organization is meeting its legal obligations and is operating within the scope of its Bylaws and Rules and Regulations. Reviews Bylaws and Rules and Regulations annually. Changes to Bylaws or Rules and Regulations will be voted on by the entire Board of Directors. See XII: Amendment of By-Laws.
- E. The Board of Directors may create other committees as needed to carry out the business of the Association. Each committee will be subject to the control of the Board. Board Committee seats will be filled on a voluntary basis.

**XI. RECORDS AND REPORTS****Section 1: Records**

The NCFMA will keep at the home of its Board Secretary or Treasurer and/or in a secure online location:

- i. Adequate and correct books and records of accounts, including accounts of its business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- ii. A record of its members indicating their names, addresses, status (producer or non-producer) membership and season(s) of membership.
- iii. A copy of the NCFMA Articles of Incorporation and By-Laws as amended to date.

## **Section 2: Minutes**

The NCFMA will keep at the home of its Board Secretary and/or in a secure online location:

- i. Minutes of all meetings of the Board and committees of the Board, if any.
- ii. Minutes of all Membership Meetings, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

## **Section 3: Directors' Inspection Rights**

Every Director will have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the NCFMA.

## **Section 4: Members' Inspection Rights**

Each and every Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- i. To inspect and copy at reasonable times, upon five (5) business days prior written demand on the NCFMA, the accounting books, records, or minutes proceedings of the members of the Board or subcommittee of the Board.
- ii. A member can obtain from the Secretary of the NCFMA, on written demand and payment of a reasonable charge, a list of names, addresses, and voting rights of members. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.
- iii. Notwithstanding the provisions of i. and ii. above, the NCFMA has the right to set aside a demand for inspection or to obtain a court order limiting inspection rights.

- iv. Any inspection under the provisions of this Article shall be made in person or by authorized agent or attorney.

## **XII. AMENDMENT OF BY- LAWS**

### **Section 1: Initiation of Amendments**

A proposed amendment should be submitted in writing by at least two (2) Directors or by at least twenty (20) percent of the membership to the Chairperson of the Board. It will be included on the agenda of the Board Meeting that is at least two (2) weeks following the submission of the proposed amendment.

### **Section 2: Consideration of the Amendment**

The Board should consider the proposal in a timely manner while exercising care and prudence.

### **Section 3: Vote**

The proposed amendment may be adopted by a 2/3rds vote of the full Board of Directors.

July 9, 2013

Aug 4, 2020

April 2021