

BY-LAWS OF THE IRON COUNTY FARMERS MARKET CORPORATION, INC.

Article 1: Name, Objective, and Location:

1.1 This corporation, the "Iron County Farmers Market Corporation, Inc." will be referred to herein as the "corporation" or "group".

1.2 The purpose of the corporation is to provide access to healthy, fresh foods and horticultural products to the residents of Iron County (Wisconsin) and, Gogebic County (Michigan) and to promote the education of the healthy utilization of said products. The corporation shall provide a community gathering space for the promotion of wellness, education and the arts.

1.3 The address of the corporation shall be that of P.O. Box 183, Hurley, WI 54534.

Article 2: Membership:

2.1 Membership in the corporation is open to any person or non-profit organization that has participated in the Market activities as a vendor or volunteer at least twice during the season. Adjustments to the membership guidelines must be approved by the majority of the membership at a general membership meeting.

2.2 Only members who have participated during the market season will be considered a voting member.

2.3 Person who do not meet the membership guidelines to the corporation will be allowed to participate in the activities sponsored by the corporation, but will not be allowed to vote on matters of group interest.

2.4 The secretary shall keep a complete list of the name, address, and phone number of all members. Each member shall notify the secretary of any change of address and, until the secretary receives notice from the member, will treat the member's name, address, and phone number as being correct for the purposes of giving notices of group business.

2.5 No person or group shall represent the corporation until they have first received approval of the Board.

2.6 Associate members shall be individuals, organizations, or businesses who make donations to the corporation during the annual year. Associate members shall not have voting privileges in the corporation.

2.7 Removal of any member shall be done by the affirmative vote of three-fourths of the total membership of the Board for conduct detrimental to the purposes for which the corporation was organized, or by said member's resignation.

Article 3: Meetings of Members:

3.1 All meetings shall take place in Iron County, Wisconsin or Gogebic County, Michigan as the Board of Directors shall fix. The administration and control of this corporation is vested in its members whether assembled in regular or special meetings.

3.2 The Spring Annual Meeting of the Corporation shall be held no later than the month prior to the market opening date, unless otherwise directed by the Board of Directors, at a place selected by the Board of Directors. The Fall Annual Meeting of the Corporation shall be held no later than one month after the last market date, unless otherwise directed by the Board of Directors, at a place selected by the Board of Directors.

3.3 The election of the Board of Directors shall take place at the Fall Annual Meeting.

3.4 At the Fall Annual Meeting, the Chairperson shall ask for names of nominees to the Board of Directors from the general membership in attendance.

3.5 Only persons who are voting members of the corporation shall be eligible for nomination. Each candidate must acknowledge that he/she will serve, if elected.

3.6 Voting for the Board of Directors shall be done at the Annual Fall Meeting.

3.7 The elected candidates shall be those receiving the highest number of votes, provided that the total number of votes exceeds the quorum for a meeting of the members. Each voting member shall be allowed to cast one (1) vote at the annual meeting. Voting by proxy shall not be permitted. Each voting member shall be entitled to vote for as many candidates as there are vacancies to fill.

3.8 A quorum of the corporation shall be set at equal to or greater than one-fifth (20%) the number of persons holding general membership. In the absence of a quorum, the general members present shall have the power to adjourn the meeting from time to time, without notice other than announcement of the meeting, until a quorum shall be present. Any business may be transacted that might have been transacted at the meeting originally called.

3.9 Voting by voting members shall be conducted by a show of hands, upon the simple majority of those members present, except during the election of Board of Director members which will be done by secret ballot.

3.10 The Board of Directors may call special meetings of the general members at any time and will call special meetings at the request of two or more members within 2 weeks of that request.

3.11 Written notice of a regular or special meeting of the general membership shall state the time, place, and object of the meeting. At least one week's notice shall be given prior to the meeting. These notices will be given through local media outlets and/or written notification to members.

3.12 Board of Directors shall meet as needed as called by the chairperson or at the request of any other Board member. Board of Directors meetings will not require notification of the general membership nor a statement of purpose. Any general member of the corporation may attend Board of Directors meetings.

3.13 The voting members of the corporation may recall a member of the Board of Directors by a vote of two-thirds of the corporate voting membership present at a special meeting called by the members. Notice of that meeting must be given two weeks in advance through local media outlets and/or written notifications to members. The notice of the meeting must state its purpose is to consider the recall of that Director.

3.14 The Board of Directors shall have the authority to appoint a Manager.

Article 4: Directors and Committees:

4.1 The Board of Directors shall consist of a minimum of 5 and a maximum of 7 directors, each of whom shall be a member, subject to the following conditions:

4.2 Any member who is concerned or participates in the profits of any contract with the corporation or engages in any practice injurious to the corporation shall be ineligible to become a director, or if he/she is a director, shall vacate the position of director.

4.3 The Board of Directors shall suspend any director who is or becomes disqualified under this section, pending the submission of the suspension to a meeting of the general members. The suspended director shall receive at least one week's notice of such a meeting of the general members, and such a meeting shall have the power to remove that director under the provisions stated in Article 3.

4.4 Elect Board of Directors in year 1994. Then draw numbers for a 1 year, 2 year, and 3 year term. Two (2) members serve 1 year, two (2) members serve 2 years and three (3) members serve 3 years. The Board of Directors shall serve a staggered term of three (3) years thereafter. There is no limitation as to the number of terms a director may serve consecutively or otherwise.

4.4A The Board of Directors shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer, plus a minimum of 1 and maximum of 3 Directors At-large.

4.4B Duties of the members of the Board of Directors include:

Chairperson: Presides at general membership and Board of Director meetings.

Vice-Chair: Discharges the duties of the chairperson in his/her absence or when requested by the chair.

Secretary: Keeps correct record of all general and special board meetings. Keeps a record of all Board of Directors meetings. Notifies members of meetings.

Treasurer: Keeps accurate accounts of receipts and disbursements in the corporation's books. Distributes the funds of the corporation as directed by board and prepares financial statements and reports when necessary.

Director(s) At-Large: Participate as voting members(s) of Board of Directors.

4.5 The manager of the corporation may serve on the Board of Directors.

4.6 When a vacancy occurs on the Board of Directors, a meeting of the membership shall be held within one month to elect a successor unless the vacancy occurs within one month of the annual meeting. In that case, the election shall be conducted at the annual meeting.

4.7 The Board of Directors shall have control of all business carried on by or for the corporation. The Board of Directors in all its actions shall be under the control and direction of any general or special meeting of the members.

4.8 The Board of Directors shall meet at least once during the year, and any two directors may call special meetings of the Board of Directors upon one week's written notice to the other board members or, in cases of emergency, by verbal notice.

4.9 Board of Directors shall always bear in mind that it is acting for the corporation and is responsible for the performance of the following duties:

4.9A To undertake the work of the corporation with the Farmers Market Manager or other individuals or members involved in the operations of the Iron County Farmers Market. The manager shall have the authority to allow the use of the Farmers Market facilities by any special groups, other than regularly scheduled Farmers Market activities, and will consult with the Board of Directors on these decisions.

4.10 To insure that business is conducted in accordance with the rules of the corporation and that equal justice is given to members and individuals participating in activities sponsored by the corporation.

4.11 To evaluate the work of the corporation annually, beginning as close as possible after the close of the fiscal year.

4.12 To foster a spirit of cooperation between the board, members, and general public who participate in activities sponsored by the corporation.

4.13 The board may, from time to time, establish committees as it deems fit. The basis on which the committees are selected will be established by the board.

Article 5: Duties of the Manager:

5.1 The manager may be a member of the Board of Directors or a member, if duly elected by the members as indicated in Article 3. The manager is responsible for reporting to the Board as to the activities of the corporation.

5.2 The manager is responsible for the day-to-day operation of the farmers market. The manager will bring to the board any requests for use of the farmers market for any special purposes.

5.3 The manager may appoint an assistant manager to temporarily assist in the operation of the market.

Article 6: Amendments:

6.1 These By-Laws may be amended, enacted, or repealed by simple majority of the membership present at any general or special membership meeting.

Article 7: Capital Structure:

7.1 The corporation shall be a non-stock, non-profit organization with income coming from membership fees, donations, and fund raising as approved by the Board.

Article 8: Miscellaneous:

8.1 The fiscal year of the corporation shall be on a 52-week basis ending on the Saturday nearest to January 1 each year.

8.2 Any member of the corporation may inspect the books of the corporation at any time upon request to the treasurer. Any general member may request a financial statement from the Board of Directors by written notice with statement of reason for the request. The board shall provide the information for inspection at reasonable hours within two weeks of the request.

8.3 An audit shall be made of the society's books at the end of each fiscal year, and a general and financial report shall be prepared for each annual meeting of the members.

8.4 If any member or non-member has any complaint to make about the services of the corporation or the conduct of any members or directors, he/she can refer the complaint to the manager or to any director. If he/she is not satisfied, the complaint may be appealed to the full Board of Directors. The Board of Directors shall investigate the complaint, decide upon it, and enter its decision in the minutes. If the individual is still not satisfied, he/she may appeal to a general or special meeting of the members. A majority vote of the members present at the meeting will cast the deciding vote as to the resolution of the issue.

8.5 Depositories: All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as designated by the Board of Directors.

8.6 Approved Signatures: All checks and orders of payment of money shall bear the signature of the treasurer and shall be countersigned by either the chairperson or one of the directors. Access to securities of the corporation shall be two persons as authorized by the board. The chairperson and the treasurer shall execute, in the name of the corporation, all contract or other instruments authorized generally by the board.

Article 9: Parliamentary Authority:

9.1 Roberts Rules of Order shall be the parliamentary authority governing the meetings of the corporation and shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation and the By-Laws of the corporation.

Article 10: Dissolution:

10.1 Upon dissolution of the corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations as selected by the Board of Directors.