

**BAYVIEW FARMERS MARKET ASSOCIATION LLC
MANAGEMENT AGREEMENT
(By-Laws)
*(Approved at the March 25, 2010 Annual General Meeting)***

ARTICLE 1 – NAME

The name shall be the Bayview Farmers Market Association LLC, hereafter referred to as the “Market.”

ARTICLE II – PURPOSE

To give growers and producers of Island County agricultural commodities and other farm-related products alternative direct sales opportunities.

To promote the sale of Island County grown farm products, Island County handcrafted items and Island County produced prepared foods.

To provide educational opportunities for producers to test and refine their products and marketing skills.

To improve the variety, freshness, taste and nutritional value of produce and prepared food available in Island County.

To enhance the quality of life on Whidbey Island by providing a community activity that fosters social gathering and interaction.

The Market will operate Summer Open-air and Spring, Fall and Holiday Indoor markets.

ARTICLE III – MEMBERSHIP

Any person or persons meeting the definitions set forth in the Policies of the Market, who pays annual dues and abides by the regulations established by the Market shall be considered (a) member(s) in good standing.

ARTICLE IV – AMENDMENTS TO THE BY-LAWS

The by-laws may be amended by a majority vote of the membership at a regular meeting or a called special meeting. A two-thirds (2/3) majority is warranted at the Annual Meeting. The proposed change(s) must be on the agenda of said meeting. All Members will be given a copy of proposed changes two (2) weeks prior to the meeting. Those members not able to attend may submit to the Secretary, in writing, their proxy vote prior to the meeting. Only members in good standing may vote. Each booth shall have one vote only.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1: Number of Directors

The Board of Directors shall consist of eight (8) members elected by a majority vote of the membership at the February Annual Meeting. They are President, Vice-President, Secretary, Treasurer, Farm Vendor Representative, Food Vendor Representative, Craft Vendor Representative and Concessionaire Representative.

A. President (Voluntary Position)

The President of the Board shall be the principal executive officer of the Market, subject to the Board and shall supervise and operate the affairs of the Market. Duties include leading all Market meetings, managing the Market if both Manager and Vice President are absent, and be available to represent the Market at Goosefoot/Bayview Corner meetings. The President has signature rights to Market bank accounts.

B. Vice President (Voluntary Position)

The Vice President, in the event of death, disability or absence of the President, shall have all the duties and authority normally vested in the President of the Board. The Vice President will assume the duties of the Market Manager in the absence of the Market Manager. The Vice President will act as Chairperson of the Policy and By-Laws Committee. The Vice President has signature rights to Market bank accounts.

C. Secretary (Voluntary Position)

The Secretary shall keep a record of all Market Board of Directors and General meetings. The Secretary shall be responsible for reserving the meeting location and notifying the Membership of the time/location of said meetings. The Secretary shall mail or e-mail a copy of the record of each meeting to all members within the week following each Board and General meeting. The Secretary shall create and maintain separate Phone/Mailing lists of all participants at the Market (Members, Drop-ins, K & K, Not-for-profit, Entertainment, Courtesy and Parking helpers) for all Executive Board members. In the event of death, disability or absence of the Treasurer, the Secretary shall have all the duties and authority of the Treasurer. The Secretary shall respond to all correspondence, including P.O. Box, e-mail and voice mail, addressed to the Board, and perform such duties as the Board of Directors may prescribe. The Secretary has signature rights to Market bank accounts.

D. Treasurer (Paid)

The Treasurer shall be responsible for all Market income and expense records, preparing the annual Market Budget and all Financial Reports, record weekly market transactions provided by the Manager, supervise the finances of the Market, pay all bills, disperse petty cash when needed, maintain and report the statistics required by the WSFMA and perform such other duties as the President of the Board deems necessary. The Treasurer shall make reports available at all Market Meetings. Weekly reports will be prepared for the Executive Board. In the event of death, disability or absence of the Secretary, the Treasurer shall have all the duties and authority of the Secretary. The Treasurer has signature rights to Market bank accounts.

E. Vendor Representatives (4)

Vendor representatives shall be elected from within the Vendor groups that make up the Market. They shall consist of:

- One member to represent Farmers
- One member to represent Food Processors
- One member to represent Crafters
- One member to represent Concessionaires.

SECTION 2: Board Regulations

A. General Meetings

The Market shall hold a minimum of three (3) General meetings per year. Notice shall be given to all Members a minimum of two weeks prior to the date of the meeting.

B. Board Meetings

The Board shall meet at least three (3) times per year. As all Meetings are open notice shall be given to all Members a minimum of two weeks prior to the date of the meeting. The Quorum at all meetings shall be five (5) members.

C. Qualifications of Board Members

To be eligible for a position on the Board of Directors, one must be a Member in good standing and meet the following qualifications:

1. They must be a member in good standing for one calendar year (12 months) prior to the elections and participate in 2/3 of the Summer Markets.
2. Board members must have shown an interest in the Market's administration by attending a majority of General meetings and furthering the goals of the Market and its members in the community.
3. Only one (1) Board member per household.

SECTION 3: Election of Officers

All Board of Directors positions shall be elected at the February Annual General meeting by a majority vote of the membership. At least sixty (60) days prior to the February elections a Nominating committee shall be appointed by the President to bring the names of prospective candidates to the membership. The Nominating committee shall mail ballots to all Members two weeks prior to the Annual Meeting. Members unable to attend may vote by sending a proxy vote to the Secretary. Nominations from the floor will also be accepted at the February meeting.

SECTION 4: Terms of Office

The Board of Directors shall consist of eight (8) elected members. The President, Vice President, Secretary and Treasurer shall serve terms of two years. Every even year the two-year term of the President and Secretary will coincide, and every odd year the two-year terms

of the Vice President and Treasurer will coincide. The four Vendor Representatives shall serve terms of one year. Each director shall serve until his or her successor has been elected and installed.

SECTION 5: Responsibilities of the Board

The Board of Directors shall be responsible for:

- Overseeing the management of the business affairs of the Market.
- Recommending an annual Budget to the membership.
- Reviewing Market policies;
- Addressing member complaints

SECTION 6: Market Operating Policies

Market operating policies shall be recommended by the Executive Board to Market members and, once approved by a majority vote of the membership, adopted by the Market. Copies of the operating Policies as well as any changes voted-upon will then be made available to all current and new Members.

SECTION 7: Changes to Market Operating Policies

All policies, old and new, established by the Market may only be added to or changed by a majority vote of all Members in good standing at a General meeting of the membership.

SECTION 8: Vacancies – Mid-Term Replacement – Removal

The Board for the un-expired portion of that term may fill vacancies arising from death, resignation, removal, disqualification or otherwise, through appointment. Directors may be removed from office for just cause. The whole Executive Board, with the best interest of the Market in mind, shall determine if there is just cause.

The Board will appoint the replacement until the next election

SECTION 9: Market Member Dissensions

Any form of misconduct affecting the Market should be brought to a Board Member. After informal discussion among the Executive Board members, a Board member other than the one

initially addressed will call a full Board Meeting to assess the case and propose any necessary action/remedy.

SECTION 10: Indemnification of Directors

Each director, officer, or employee now or hereafter serving the corporation shall be indemnified, defended and held harmless from any and all liability, loss, damages and expenses (including attorney fees) they may suffer as the result of assertions, claims, demands, costs or judgments which may be made or instituted against them or any of them or their representative heirs, executors, agents and personal representatives by reason of any such damages or loss to any person or property arising out of or connected with the performance of their responsibilities to Bayview Farmers Market, except in relation to matters to which he/she shall be adjudged in such suit, action or proceeding to be liable for negligence or misconduct in the performance of duty.

ARTICLE VI – FINANCES AND RECORDS

SECTION 1: Fiscal Year

The fiscal year shall run from the first of March of one year to the last of February of the following year.

SECTION 2: Money Management

Proceeds derived from annual membership dues; sales commissions and any other form of income shall be used to pay all operating expenses of the Market as set forth in the approved Annual Budget. Budget adjustments of more than \$200 shall go to the Members for approval. Any gains or losses will be carried forward to the next year without distribution to Association members. Market assets will not be assigned to any one Member. Checks over \$200 shall be countersigned.

SECTION 3: Records

Any current Member in good standing shall have the right to read and possess copies of current and archival minutes of General and Board meetings; financial, statistical reports and bank records; correspondence, contracts and matters pertaining to the operation of the Market that does not violate the business or personal privacy of another Member in good standing.

General Financial and statistical information shall be available at all Meetings.

ARTICLE VII – MARKET MANAGER

The Manager will be selected prior to the first of January each year by a majority vote of the Executive Board.

The Market Manager, a paid position, shall be responsible for:

Set-up and takedown of the weekly Market's movable accessories with particular consideration to the safety of Vendors and customers and leaving a clean Market area.

Hiring and managing personnel needed for daily operations and entertainment as specified in the Budget approved by the membership. Writing the checks needed for the above out of the Market checking account.

Parking lot coordination within the Bayview Corner area.

Do the Sign-up, fee collection and booth space allocation to permanent and drop-in Vendors using an approved site plan.

The manager shall respond to all correspondence including PO Box, email and phone messages not directly addressed to the board.

Maintain all booth applications and registrations in the Lot Operations binder after the President has signed approval and providing them to the Secretary and Treasurer for their records.

Deposit all monies collected to the bank and sending the fee stubs, deposit receipt, attendance record and Lot operating account check copies to the Treasurer the week following each Market.

Enforce the Market policies and keep all the original permits and insurance certificate on file in the Lot Operations binder.

ARTICLE VIII – MISCELLANEOUS

The Board shall designate a person to handle all advertising and marketing as set out in the annual budget.