

**GAYLORD FARMER'S COOPERATIVE BY-LAWS
2017**

ARTICLE I: NAME

The name of this organization shall be the Gaylord Farmer's Cooperative and it shall be a non-profit cooperation, organized and existing under the laws of the State of Michigan as a nonprofit cooperative.

ARTICLE II: PURPOSE

- To educate the community about local agriculture, and the advantages of buying locally.
- To provide farmers a venue where they can sell directly to the consumer and get a better price for their products.
- To provide consumers a venue where they can buy directly from the farmer and know where their money is going and where their food is coming from.
- To gather the community in our downtown on a regular basis in order to share good food, music, laughter and friendship.

ARTICLE III: MEMBERSHIP

Gaylord Farmer's Cooperative shall be a community organization with a membership consisting of Vendors who have paid their annual membership dues in full, and other interested residents of the Region, and shall be governed by a Board of Directors. Non-Vendors who pay the membership fee may also vote at the Annual Meeting. The fees for membership shall be determined by the Board. Members of the Board will be elected at the Annual Membership Meeting.

ARTICLE IV: BOARD OF DIRECTORS

Responsibilities and Duties:

Performance of any and all duties imposed by the law, the Articles of Incorporation, or these By-laws.

Set financial policy, raise funds, approve budgets and oversee the financial management of the Cooperative.

Setting the policies and overseeing the programs and activities of the Cooperative.

Qualification: Directors must be members of the Gaylord Farmer's Cooperative in good standing.

Number: The Board of Directors shall consist of five to seven members and shall be so arranged that in a given year the terms of no fewer than two Directors shall expire.

Term: The term of office of the initial Board of Directors shall be two years for three members and one year for two members, or until their successors are duly elected. Thereafter, Directors shall be elected for two-year terms.

Status: At least one, but not more than two, members of the Board of Directors shall be non-vendors, with the remaining members being active vendors of the Market.

Election: Directors shall be elected at the Annual Membership Meeting by a majority of members present and in good standing, providing there is a quorum.

Resignation: A Director may submit his/her resignation in writing to the Board at any time during his/her term.

Removal: A Director may be removed from the Board at any time by a two-thirds vote of the Membership at a duly constituted meeting.

Vacancies: Should a vacancy arise, the Board may fill the slot for the remainder of the term by a majority vote of the Directors at a duly constituted meeting.

ARTICLE V: OFFICERS

Election: The Officers of the Gaylord Farmer's Cooperative shall be elected annually by the Board of Directors from their number. The Officers shall be: Chair, Vice Chair, Secretary/Treasurer.

Term: The term of office for the Officers shall be **one** year, or until their successors are duly elected.

Duties of the Chair: The Chair shall preside at all meetings of the Board and generally perform all acts incidental of the office of Chair, and shall have such additional powers and duties as may from time to time be assigned to her/him by the Board. The Chair shall also chair the Executive Committee and the Annual Membership Meeting and be an ex-officio voting member of each Board Committee.

Duties of the Vice Chair: In the absence of the Chair, or in the event of her or his inability to act, the Vice Chair shall have all the powers of the Chair and shall perform all duties of the Chair. The Vice Chair shall have such additional powers and duties as may from time to time be assigned to him/her by the Board.

Duties of the Secretary/Treasurer: The Secretary/Treasurer shall be custodian of the records of the Corporation, and shall keep minutes of all full Board meetings, Executive Committee Meetings, and the Annual Membership Meeting, and see that they are distributed promptly after the meetings. In addition he/she shall be responsible for the funds of the Corporation and shall keep accurate and adequate records of the assets, liabilities and transactions of the Corporation. He/she will provide a written financial report for each Board Meeting and an annual financial report for the Annual Membership Meeting. He/she will work with the Finance Committee on an annual budget and other budgets as may be required.

ARTICLE VI: STAFF

At this time, there will be no paid staff of the Gaylord Farmer's Cooperative.

ARTICLE VII: COMMITTEES

Each Director is expected to serve actively on at least one standing committee of the Board and attend meetings of that committee. The Chair shall be an ex-officio member of all the committees.

Executive Committee: The Executive Committee shall include the Chair, Secretary/Treasurer of the Board. The Executive Committee shall, during intervals between the meetings of the Board, exercise all the powers of the Board in the management of the business and affairs of the Corporation. The minutes of the Committee shall be distributed to the Board, and all actions of the Committee shall be reported to the Board at its next meeting.

Other Committees: Committees shall be established and run by the Membership. These will include: Rules Committee consisting of 5 members, Craft Committee consisting of 3 members, Produce Committee consisting of 3 members, Edibles Committee consisting of 3 members, Events Committee consisting of 5 member, Finance Committee (2018), and Nominating Committee (2018). Membership on these committees shall be open to all, members and non-members, and they shall act in an advisory capacity to the Board.

ARTICLE VIII: MEETINGS

Annual Membership Meeting: The Annual Membership Meeting of the Gaylord Farmer's Cooperative shall be held during the month of January, or on such other date as may be fixed by the Board of Directors. The purpose of this meeting is to elect Directors, present the Annual Report, the Annual Financial Report, and conduct any other business that should properly be brought before the meeting. The quorum for the Annual Membership Meeting shall be 35% of the members in good standing. Each member shall have one vote, which shall be cast in person or by alternate, but not by proxy or otherwise. Written notice of time and place, and business to be brought before the meeting shall be sent to the members not less than seven calendar days prior to the meeting.

Board of Directors Meetings: Board meetings shall be held monthly, with the January meeting held concurrently with the Annual Membership Meeting. A majority of the Directors presently in office shall constitute a quorum. Written notice of time and place and business to be brought before each meeting shall be sent to the Directors not less than seven calendar days prior to the meeting. In lieu of notice, the Board may establish a regular schedule of monthly meetings at any regular or special meeting.

The Directors shall elect Officers at the January meeting.

Quarterly Meetings: Special Meetings of the Board of Directors may be called by the Chair, or in his/her absence, the Vice Chair, the Secretary, or any two Directors. Written notice of the time, place, and purpose of the meeting shall be sent to the Directors not less than five calendar days prior to the meeting.

Special Meetings: Special Meetings of the Board of Directors may be called by the Chair, or in his/her absence, the Vice Chair, the Secretary, or any two Directors. Written notice of the time, place, and purpose of the meeting shall be sent to the Directors not less than five calendar days prior to the meeting.

Special meetings of the membership may be called by the Chair, or in his/her absence, the Vice Chair, the Secretary, any two Directors, or 25% of the membership not less than five calendar days prior to the meeting.

All meetings of the Board of Directors are open to the membership.

ARTICLE IX: RULES

The Board of Directors shall publish a written copy of the rules, which states in detail the criteria for admission to the market, for vendors. Rules may be made and changed at any regular or special meeting of the Board by a majority vote of a quorum.

ARTICLE X: FISCAL YEAR

The Fiscal Year of the Gaylord Farmer's Cooperative shall be from January 1 through December 31.

ARTICLE XI: DISCRIMINATION

Gaylord Farmer's Cooperative admits members of any race, national and ethnic origin, religion (creed), age, color, sex, disability or sexual orientation to all the rights, privileges, programs and activities sponsored by Gaylord Farmer's Cooperative.

Gaylord Farmer's Cooperative does not discriminate on the basis of race, national and ethnic origin, religion (creed), age, color, sex, disability or sexual orientation in administration of its policies, programs or activities.

In addition, Gaylord Farmer's Cooperative ensures equal opportunities to its Members, Officers, Board of Directors, and committee membership to people regardless of race, national and ethnic origin, religion (creed), age, color, sex, disability or sexual orientation.

ARTICLE XII: INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

Gaylord Farmer's Cooperative shall indemnify and reimburse each former, current, and future Board member and officer for any claim or liability (including expenses and attorney fees actually and reasonably incurred) to which such person may become subject by reason of her or his acts (of commission or omission) as a Board Member or officer. Such indemnification shall be made only if it is determined by the Board of Directors that the Board member or officer acted in good faith and reasonable belief that her or his action was in the best interests of the Gaylord Farmer's Cooperative. The foregoing shall not be exclusive of any rights to which the Board members or officers may be lawfully entitled.

ARTICLE XIII: BY-LAWS

To adopt and/or amend these By-laws will require a 2/3 vote of all members. Amendments may be made at any regular or special membership meeting providing that all members have been notified in writing at least 14 calendar days in advance, and a copy of the proposed changes included in such notification.

Created on 01/16/2017