Wyoming Farmers’ Marketing Association

Bylaws

ARTICLE I

NAME, OFFICE AND SEAL

Section 1. Name of the Organization. The name of the corporation shall be the Wyoming Farmer’s Marketing Association.

Section 2. Principal Office. The principal office of the corporation shall be the Wyoming Farmers’ Marketing Association office, 214 West 15th Street., Cheyenne, WY 82002.

ARTICLE II

DURATION

Section 1. The duration of the existence of this corporation shall be perpetual.

ARTICLE III

PURPOSE

Section 1. The purpose of the Wyoming Farmers’ Marketing Association shall be the following:
   a. to promote direct marketing avenues for Wyoming agricultural products.
   b. to advocate for the interest and respond to the needs of farmers’ markets and direct marketing farmers.
   c. to educate farmers and consumers about the benefits of direct marketing and the importance of supporting local agriculture and community.
   d. Work with Wyoming Department of Agriculture Consumer Health Services to promote safe food handling practices as farmers’ markets. Offer educational material aimed at increasing consumer awareness of grower and consumer responsibility relating to food safety.
   e. Work with Wyoming Department of Agriculture Technical Services regarding agriculture product standards.
   f. Provide a means whereby markets can benefit from joint promotional strategies.
   g. Speak in general behalf of farmers’ markets and farm direct marketing.
ARTICLE IV
MEMBERSHIP

Section 1. Members shall be admitted to the Association upon payment of dues in such form and amount as the officers may determine.

Members are defined as: “Any person, group of persons, or association that is directly involved in selling agricultural products directly to the public, or any person, groups of person, or association which is not directly involved, but is committed to the objectives of this effort, may be admitted to full membership for one full year upon payment of dues.

Any member may resign at any time, but the Association shall not be liable to return or refund any dues, assessments, or other charges in the even of resignation.

The membership of any member in default in the payment of dues will be terminated. Dues must be paid within 90 days of due date or the member will be considered to be in default.

Section 2. There shall be an annual meeting of the membership, at a time and place determined by the Association. The Board of Directors will be elected by a majority of members present and voting.

Section 3. The Board of Directors has the authority to set the cost of membership fees and to define the benefits of membership.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Powers. The activities, affairs and property of the corporation shall be managed, directed and controlled by the Board of Directors except as otherwise provided in these bylaws.

Section 2. Number of Directors. The Board of Directors shall consist of two types. One shall be farmers’ market representatives, and these will not be less than 5 (number of Directors) nor more than 7 Directors of this type. The other type of directors shall consist of persons interested in supporting the aims and purposes of the farmers’ markets, and who have experience relevant to the operation of the Wyoming Farmers’ Marketing Association. There will be no less than 1 (number of Directors) nor more than 4 Directors of this type.

Section 3. Board members are elected by the membership, with one vote per farmers’ market and one vote per interested party. All directors shall be elected for a 3-year term.

Section 4. Resignations. Any Director may resign at any time by delivering a written resignation to the chairperson of the Board.

Section 5. Removal. Any Director may be removed at any time for cause, including, commission of a felony, malfeasance, continued gross or willful neglect of his or her duties or
conduct derogatory to the best interests of the corporation. Two unexcused absences from board meetings shall be cause for removal. Notice of proposed removal shall be sent to the said Director and such Director shall have the right to be heard at a special meeting called by the chair.

Section 6. Vacancies. Vacancies, whether caused by death, illness, resignation or removal of a Director shall be filled by a majority vote of the entire Board of Directors.

Section 7. Annual Meeting. The annual meeting of the Board of Directors shall be held at a time and place determined by the officers.

Section 8. Other Meetings. Regular meetings of the Board of Directors shall be held twice a year, face-to-face at a time and place to be determined by the Board of Directors. Special meetings shall be held at any time when called by order of the chairperson of the Board or by any three Directors. Meetings may be held by conference call.

Section 9. Notice. Notice of each meeting of the Board of Directors must be given to each Director not less than five (5) nor more than twenty (20) days prior to the day on which the meeting is to be held.

Section 10. Quorum. The presence at any meeting of a majority of the Board of Directors present shall be necessary and sufficient to constitute a quorum for the transaction of business. Proxy voting is allowed.

Section 11. Annual Reports. The officers shall present at each annual meeting an annual report of the corporation's activities during the preceding year.

Section 12. Conduct of Meetings. All meetings of the Board of Directors shall be conducted in accordance with acceptable parliamentary procedure.

ARTICLE VI

COMMITTEES

Section 1. The chairperson shall establish all committees and shall appoint all committee chairpersons and members of each committee with Board approval.

Section 2. Vacancies. Vacancies on committees shall be filled by the chairperson of the Board of Directors and may be subject to the approval of the Board of Directors.

Section 3. Committees. Any member may be asked to serve on a committee.
ARTICLE VII

OFFICERS

Section 1. The principal officers of the corporation shall be chairman (or chairperson as herein or president), vice-chairman, (vice-chairperson or vice-president), secretary, and a treasurer, all of whom shall be elected by and from the Board of Directors.

Section 2. Election of Officers. The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting of each new Board.

Section 3. Removal of Officers. Upon an affirmative vote of the majority of the Board of Directors, an officer may be removed and his or her successor elected at any regular meeting of the Board called for such purpose.

Section 4. Duties of Officers. The Chairperson shall, when present, preside at all meetings of the Board of Directors and all meetings of the members; he/she shall have the authority to appoint and discharge paid staff members, if any, and fix his or her compensation, subject to the approval of the Board of Directors; he/she shall manage and control the business and affairs of the corporation; he/she shall generally do and perform all acts incident to the office of the Chairperson which are authorized or required by law. The Chairperson shall be a member of all committees.

Section 5. Duties of Officers. Vice-Chairperson. The Vice-Chairperson shall represent the Association at meetings and other functions when asked to do so by the Chairperson, and will perform the duties of the chairperson when he/she is unavailable. The Vice Chairperson will also perform other duties assigned by the Chairperson.

Section 6. Duties of Officers. Secretary. The secretary shall keep the minutes of the meetings incident to the office of the secretary. Additionally, he/she shall file amendments to the bylaws with the State Corporation Commission and all other such documentation as required by state law, other than financial records.

Section 7. Duties of Officers. Treasurer. The treasurer shall have responsibility of corporate funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the corporation. Additionally, in absence of paid staff members, he/she shall file all forms required by the tax agencies of city, county, state and federal governments.
ARTICLE VIII

FISCAL YEAR

Section 1. The fiscal year of the corporation shall be July 1 to June 30th.

ARTICLE IX

DEPOSITS, CHECKS, LOANS, CONTRACTS, ETC.

Section 1. Deposit of Funds. All funds of the corporation shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors may from time to time determine.

Section 2. Loans. No loans or advances shall be contracted on behalf of the corporation and no note or other evidence of indebtedness shall be issued in its name, unless and except if authorized by the Board of Directors.

Section 3. Contracts. Any officer authorized by the Board of Directors may, in the name and on behalf of the corporation, enter into those contracts or execute and deliver those instruments that are authorized by the Board of Directors. Any authorization may be general or confined to specific instances. Without such authorization of the Board of Directors, no officers or other agent of the corporation may enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation.

Section 4. The Board of Directors may accept on behalf of the corporation, any contributions, gifts, bequests or equipment for general benefit or purposes of the corporation or for any special purposes of the corporation.

ARTICLE X

RECORDS OF ACCOUNTING

Section 1. The corporation shall keep books and records of accounting and shall keep minutes of the proceedings of all its meetings of committees having any of the authority of the Board of Directors and shall keep a record of the names and addresses of all members of the Board of Directors.

Section 2. All books and records of the corporation may be inspected by any member of the Board of Directors or his/her agent or attorney for any proper purposes at any responsible time. Audits will be conducted by law, regulation or resolution of the Board.
ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is to be given under the provisions under the laws of the state of Wyoming pertaining to non-profit corporations, or under the provisions of the Articles of Incorporation or Bylaws of this corporation, a waiver of notice in writing signed by person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

AMENDMENTS TO BYLAWS

These Bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of a two-thirds (2/3) majority of the members of the Board of Directors at any regular or special meeting of the Board of Directors if the notice of the proposed change, amendment, alteration, addition or repeal is contained in the notice of the meeting at least five (5) days prior to such meeting.

The By-Laws of the Wyoming Farmers’ Marketing Association were updated by the Board of Directors in accordance with the by-laws herein on ______________.