

Durango Farmers Market ~ P.O. Box 3761, Durango, CO 81302
By-Laws: Revised and Adopted April 19th, 2018

ARTICLE 1: ORGANIZATION NAME AND OFFICERS

Section 1.1: Name

The name of the organization shall be Durango Farmers Market.

Section 1.2: Officers

The Board of Directors of the Durango Farmers Market shall be comprised of five members. Said directors will select amongst themselves the following officers: President; Vice President; Secretary and Treasurer.

ARTICLE 2: MEMBERSHIP

Section 2.1: Membership

Membership shall be open to any agricultural producer who applies at least five business days prior to the market for said membership within this organization. They shall become a member upon acceptance of the producer's application by the Board of Directors. Non-agricultural vendors may become members if the Board accepts their application. All applications must be accompanied with the Durango Farmers Market Affidavit.

Section 2.2: Categories of Membership

There shall be two categories of members of this organization:

a. Voting Members: Attended ten or more markets in the most recent summer season, and have full voting rights.

b. Associate Members: Members who attended less than ten markets in the most recent summer season. Associate members have no voting rights.

Section 2.3: Suspension of Membership

Members must abide by the organization By-Laws, Rules and Regulations, policies and procedures established by the Board, and must abide by all applicable city, county, state, and federal laws. Failure to adhere will result in the loss of membership. As a condition of membership and for the right to sell at the market, it is understood that the Board approved representative(s) of the Durango Farmers Market, consistent with policies established by the Board, shall have the right to inspect the vendor's farm and /or site of production for the sole purpose of confirming conformance with the Durango Farmers Market By-Laws and policies. Failure to submit to such an inspection can result in suspension of membership. Application for re-establishment of membership as result of this section shall be on the basis of a new membership.

Section 2.4: Due Process

The Board of Directors shall establish a policy providing the right to due process for any suspension or disciplinary action of a member.

Section 2.5: Geographical Limits

All agricultural products must be grown within the five county regions, which include the following counties: La Plata, CO; Montezuma, CO; Archuleta, CO; San Juan, CO and San Juan, NM. All non-agricultural products must be produced by businesses that are located in this same five county region.

Section 2.6: Agricultural Vendors

Attendants at the booth must include the farmer or an on-farm assistant.

Section 2.7: Merchandise

Only agricultural / horticultural products grown within the five county regions are allowed. All agricultural DFM products must be grown or wild-gathered by the farmer / vendor and-or their assistants. There will be no re-selling of produce or any agricultural products. Only non-agricultural products produced by businesses that are located within the five county regions are allowed.

Section 2.8: Inspection of Vendors

All vendors are subject to inspection by the Durango Farmers Market Board.

ARTICLE 3: MEETINGS and ELECTIONS

Section 3.1: Membership Voting

a. Voting: Voting members of this organization will be the final authority as it relates to the governance of the Durango Farmers Market. In order for a by-law to be added, removed, or amended a 2/3 majority vote is needed. For other votes and elections, a majority vote is needed.

b. Voting Eligibility: Voting privileges shall be extended to all members who participated in ten or more markets in the most recent summer season, and who are in "good standing" (see D.F.M. rules and regs.) as of the last market day of the most recent summer season.

c. Attendance: Members must be present to cast their votes.

Section 3.2: Election of the Board of Directors

a. Board of Directors: The Board of Directors shall be comprised of five (5) members. Four (4) members shall be agricultural members, with the option to elect one (1) non-agricultural member to the Board. No more than one representative from each vendor business may sit on the Board at one time.

b. Board of Directors Eligibility: Any member in good standing as of the last market day of the most recent summer market season and who has been a member in good standing for at least two successive seasons including the current season shall be eligible for nomination and election to the Board of Directors.

c. Nominations: Voting members of this organization shall nominate candidates for expiring board terms. Nominations will take place at the annual fall membership meeting prior to elections.

d. Elections: The election of the Board of Directors shall be held at the annual fall membership meeting.

e. Voting: Voting shall be by paper ballot. Only voting members of the organization may vote. Those voting may indicate, on their ballot, the persons they wish to vote for. Those voting may not vote for one person more than once. Such votes will be counted as but one (1) vote for that person. Those voting may not indicate votes for more persons than the number of seats up for election; doing so will void that voter's ballot. The paper votes shall be counted by the Board Secretary, and then verified by the Board Treasurer. Ties shall be decided by a second paper ballot vote in which only nominees receiving the same number of votes shall be voted upon. Voting results will be determined by simple majority of the voting members present at the time the vote is taken.

f. Vacancies: Vacancies occurring on the Board will be filled for the remainder of the unexpired term, by a majority vote of a quorum of the Board. The Board reserves the right to remove a sitting Board member from office, if he / she misses three (3) consecutive meetings (board and / or membership meetings), the vacancy to be filled as above.

Section 3.3: Annual Meetings

Two general membership meetings shall be held annually. The dates and times shall be determined by the Board. Notice of dates and times will be made at least two weeks prior to the meetings. One meeting shall be held in the spring prior to the opening of the summer market

season, and one shall be held in the fall sometime in the last two weeks of October. Other membership meetings may be called at the Board's discretion.

ARTICLE 4: BOARD of DIRECTORS

Section 4.1: Board of Directors

The normal terms of the office will be for two years. The terms shall be staggered so the terms of no more than three board members will expire in any one year.

Section 4.2: Authority of the Board of Directors

All authority of the organization shall be exercised by or under the authority of the Board of Directors. The business affairs and day-to-day operations of the organization shall be controlled by the Board of Directors, subject to limitations of other sections of the By-Laws. It shall be the responsibility of the Board to draft an annual budget and present it at the annual spring membership meeting for approval and / or amendment by the general membership.

Section 4.3: Selection and Removal

The Board reserves the right to select and remove all the other officers and agents of the organization.

Section 4.4: Enforcement

The Board will conduct, manage and control the affairs and business of the organization and make and enforce rules and regulations not inconsistent with any law or these By-Laws. The authority under this section may be exercised by the Board directly or by the managing directors as a majority of the Board of Directors shall designate.

Section 4.5: Policies

The Board of Directors shall establish and keep current a book of Rules and Regulations. The Rules and Regulations book shall be consistent with these By-Laws and will be the final authority for the operation of the Durango Farmers Market. It shall continue in force until amended by the Board of Directors.

Section 4.6: Grievances

The Board of Directors shall be responsible for establishing a grievance procedure and shall be the final authority in resolving grievances.

ARTICLE 5: CONDITION of MEMBERSHIP

As a condition of membership, the member agrees to release and hold the Durango Farmers Market, its directors, officers, agents and employees harmless from all claims related to or arising from such membership.

ARTICLE 6: AMENDMENTS

Suggestions of changes to the By-Laws must take place in writing and be presented to the Board at least 30 days prior to the annual meeting. The Board shall consider such proposals and may recommend adoption, modification, or rejection by the membership. A majority vote of the members voting and present at the meeting shall be sufficient for adoption. Notice of the proposed changes together with any recommendations of the Board shall be mailed or emailed to voting members at least 15 days prior to the next membership meeting.