

Main Street Market of Tyndall
Bylaws

Article I: The name of the organization shall be Main Street Market of Tyndall.

Article II: Fundamental Principles of the Organization.

Section 1: Purpose, Mission and Vision of the Organization..

- A. Purpose. The purpose of this non-profit organization is to operate a farmers market in Tyndall for producers and consumers primarily in Bon Homme and adjacent counties, including tribal communities.
- B. Mission. Our mission is to provide a safe and welcoming market to expand access to locally-grown food and specialty products.
- C. Vision. Our vision is to provide access to nutritious, locally grown and made food and goods in a space that allows producer success while encouraging entrepreneurship and economic growth for the community.

Section 2: Goals & Objectives of the Organization.

- A. Establish and operate a farmers market for the purpose of furnishing a facility for sales of South Dakota fresh foods and horticulture products.
- B. Work with SDSU Extension, with Planning, Development District III, and with similar organizations to promote the production of South Dakota fresh produce and horticultural products in the Bon Homme County area.
- C. Organize and participate in educational and other activities that promote the use of South Dakota fresh foods and food products.
- D. Organize and participate in those activities that, in conjunction with the operation of a farmers market, will serve to encourage commerce and trade in Bon Homme County and nearby communities.
- E. Organize and participate in those activities that will serve to further the mission and vision of Main Street Market of Tyndall.
- F. Conduct research to enhance the Main Street Market of Tyndall.

Section 3: Not-for-Profit Purpose of the Organization.

- A. Main Street Market of Tyndall is established exclusively for public purposes as a not-for-profit corporation in South Dakota.
- B. All activities shall be conducted in such a manner that no part of net earnings will financially benefit any member, director, officer, or individual.

Article III: Membership in the Organization.

Section 1: Eligibility for Membership in the Organization.

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- A. Any person, business or institution who supports the mission and vision of the Main Street Market of Tyndall shall be eligible for membership.
- B. Membership is open to a diverse, broad cross section of the community served, including but not limited to representatives from business, agriculture, government, horticulture, health services, and education.
- C. The membership in Main Street Market of Tyndall shall consist primarily of grower/producers who participate in the market.

Section 2: Membership Rights and Responsibilities.

- A. Active membership is achieved and maintained by being paid current on dues and stall fees per Section 3 below.
- B. Active members have one vote and can participate in all meetings, including the Annual Meeting, described in Article V below.

Section 3: Dues and Stall Fees

- A. Dues and stall fees will be used to promote and develop the organization.
- B. Dues and stall fees shall be determined by the Board of Directors, who at their discretion may set levels or tiers for dues, and payment terms.
- C. Each member will be assessed dues or stall fees on January 1, or when during the year the member joins the organization.
- D. Membership becomes active upon payment of dues or stall fees according to the schedule set by the Board of Directors.

Article IV: Board of Directors and Officers of the Organization.

Section 1: Elections will be held at the annual meeting to elect the board of directors and officers. All active members are eligible to nominate candidates for the board, and vote. Voting is by majority rule.

Section 2: The board will consist of at least three (3) elected members. The Board of Directors may appoint, at their discretion, up to three (3) additional 'ad hoc' board members for a one (1) year term to enhance representation or to include specific skills or competencies deemed useful.

Section 3: Three (3) Officer Positions will be elected annually. One person may not serve more than three (3) consecutive one (1) year terms in the same office. Terms start January 1 and run to December 31. Officer positions are President, Vice President, and Secretary/Treasurer.

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Section 4: All board members serve on a volunteer or non-compensated basis. Board members may be reimbursed for reasonable expenses if incurred when conducting business for Main Street Market of Tyndall.

Section 4: Duties of the Board of Directors shall be to transact all business of the Main Street Market of Tyndall, including but not limited to:

- A. Hire, guide, or remove market managers.
- B. Approve all expenses of the organization.
- C. Identify and apply for funding from outside sources.
- D. Maintain proper financial records.
- E. Determine who can sign checks and access financial accounts..
- F. Establish market stall size, member dues, and market stall fees.
- G. Approve market rules, enforcement/appeal procedures, and amendments.
- H. Develop an annual budget for approval at the Annual Meeting.
- I. Hear and rule on grievances, or appeals, from Market Manager decisions.

Section 5: President

- A. The President shall call and preside over meetings, appoint committees and perform duties in the interest of the Main Street Market of Tyndall.

Section 6: Vice President

- A. The Vice President shall perform duties of the President in his or her absence or assist the President as needed.

Section 7: Secretary/Treasurer

- A. Shall keep a record of the proceedings of all meetings, a record of attendance at all meetings.
- B. Send a written or electronic notice to all the members at least two (2) weeks prior to each meeting
- C. Handle, appropriately, all correspondence of the organization.
- D. Perform any duties for the organization deemed necessary.
- E. Keep records of all markets; have possession of records when markets are ended; create new listings for the following year; circulate a map of market stalls; keep up-to-date member and attendance records; obtain required permits; make annual state and federal filings..
- F. Delegate duties to the Market Manager in consultation with the President.
- G. Collect and hold all financial assets in appropriate, bank-insured accounts.
- H. Pay all bills consistent with the approved budget.
- I. Keep complete financial records

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- J. Present the books and records annually to the auditing committee consisting of a minimum of two members appointed by the President.
- K. Prepare a preliminary budget for the upcoming year

Article V: Meetings

Section 1: Main Street Market of Tyndall will meet annually before December 15. Special meetings may be called by the President as needed. Notification for all meetings must be sent to the entire active membership at least two (2) weeks in advance. Notification can be electronic or hard copy.

Section 2: Members who attend a meeting, in person or online, constitute a quorum for conducting official business of Main Street Market of Tyndall.

Section 3: Robert's Rules of Order shall govern the conduct of meetings. .

Section 4: Order of Business to be followed at meetings.

- A. Call to order.
- B. Roll call for official attendance.
- C. Minutes of last meeting.
- D. Treasurer's report.
- E. Report of committees.
- F. Unfinished business.
- G. New business.
- H. Announcements.
- I. Adjournment.
- J. Educational Programs or Entertainment, if appropriate.

Article VI: Committees

Section 1: Standing and/or short-term committees will be created as needed. Members of the organization are expected to volunteer for committee assignments that compliment their talent, interest and available time. The President has the authority to appoint committee chairs and committee members.

Section 2: An audit committee consisting of two members and one board member (none with signatory rights on the financial accounts) will conduct an audit of the financial records once each year, prior to the Annual Meeting.

Article VII: Amendments

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The bylaws may be amended at any meeting of the organization by a two-thirds ($\frac{2}{3}$) vote of the members present, provided due notice of such proposed amendments were mailed or emailed by the Secretary to the entire membership not less than two (2) weeks prior to the said meeting.

Article VIII: Termination and Dissolution of the Organization.

Upon consideration of dissolution, the members of the Main Street Market of Tyndall may terminate the organization by majority vote. Upon termination of Main Street Market of Tyndall, all financial resources will be disbursed in the following priority order:

- A. To the payment of all debts and liabilities.
- B. To any reserves that the board of directors deem reasonable for the purpose of paying any unforeseen liabilities or obligations.
- C. All remaining funds shall be distributed to the Bon Homme County Food Pantry, or successor organization.
- D. Each member will be provided a statement outlining the assets, liabilities, and the distribution of all funds upon complete liquidation.
- E. Upon compliance with these terms and the distribution of funds, Main Street Market of Tyndall will be officially terminated.

These bylaws governing Main Street market of Tyndall have been approved and adopted this fifteenth (15th) day of January, 2024 by the organizing members.

Janet Wager, President

Emma Kotrous, Vice President

Robert Foley, Secretary/Treasurer

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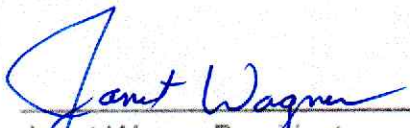
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