# Amended and Restated Bylaws

**of**

# Black Hills Farmers Market, Inc.

These 2016 Amended and Restated Bylaws of Black Hills Farmers Market, Inc. revoke the Amended and Restated Bylaws of the Corporation dated June 7, 2014, together with any amendments thereto. Upon execution of the 2016 Amended and Restated Bylaws of Black Hills Farmers Market, Inc., the secretary shall place the same in the corporate book.

## ARTICLE I. DEFINITIONS

**Section 1:** “Corporation” shall mean and refer to Black Hill Farmers Market, Inc. and its successors and assigns.

**Section 2:** “Member” shall mean those persons entitled to membership upon payment of membership dues as provided in the Corporation’s Articles of Incorporation.

**Section 3:** For purposes of interpretation of these bylaws, reference to the singular and masculine shall be construed to include the plural and feminine or neutral, or vice versa, as the parties to the context of these bylaws so require.

## ARTICLE II. OFFICES and LOCATION

The place where the principal business of the Black Hills Farmers Market, Inc. shall be transacted and the location of its business office is Rapid City, South Dakota. The Corporation may have such other or additional offices as the board of directors may determine as necessary. The farmers market held by the Corporation must be conducted at a location in Pennington County, South Dakota.

## Article III. Meeting of Members

**Section 1. Bi-annual Meetings:** The bi-annual meetings of the Members shall be held within the state of South Dakota during the months of April and November each year, with the actual day, time, and place of the bi-annual meeting to be determined by the board of directors, and notice of the same being given to the Members according to *Section 3. Notice of Meeting* in this article.

**Section 2. Special Meeting:** Special meetings of the Members may be called at any time by the board president or by any three (3) of the board of directors, or by written request of the Members. Special meetings may be held in-person, or via electronic communication, so long as quorum is met per *Section 4. Quorum* of this article.

**Section 3. Notice of Meeting:** Written notice of each bi-annual meeting of the Members shall be given by, or at the direction of, the board secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least seven (7) days before such meeting to each Member entitled to vote thereat, addressed to the Member’s address last appearing in the files of the Corporation, or supplied by such Member to the Corporation for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting.

In the case of a special meeting, notice shall be given at least three (3) calendar days prior thereto by email, telephone, mail, or in-person. If notification is delivered by U.S. mail, it shall be postmarked at least five (5) calendar days prior to the special meeting. The notice shall state the time and place of the special meeting, along with a brief description of the issues to be discussed at the special meeting.

If two-thirds of the Members are present at any meeting, they may call a special meeting with only 72 hours of notice. Any meeting may be held without prior notification, provided every Member shall waive in writing or by email the notice otherwise required by these bylaws. Waiver shall be required for each individual meeting needing to be held without prior notification.

**Section 4. Quorum:** The presence, either in person or by proxy, of at least 25% of the voting Members of record of the Corporation shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation of these bylaws. If the number of voting Members at a meeting drops below quorum and the question of a lack of quorum is raised, no business may be thereafter transacted until a new meeting and new quorum is established.

If circumstances exist that prohibit a Member or director’s physical presence at a meeting, she may attend via an electronic device and her presence will be considered for the quorum.

**Section 5. Proxies:** At all meetings of Members, each member may vote in-person or by proxy. All proxies shall be in writing, either hard copy or scanned electronic copy, and provided to the meeting organizer either prior to the meeting being called to order, or after discussion, if that is the order of the call for votes.

## Article IV: Board of Directors ELECTION and Term of Office

**Section 1. Number:** There shall be no less than four (4) and no more than nine (9) directors at any given time. At all times, no less than two (2) of the directors shall be community members who are not vendors (Member or Non-member) of the Corporation. No current employee of the Corporation shall be allowed to serve on the board of directors until a minimum of six (6) months has passed since his unemployment with the Corporation.

**Section 2. Nomination:** The board of directors shall publish or post a notice recruiting candidates for the board and stating the deadline for receipt of nominations. Any person who satisfies the qualifications may place his or her name in nomination for the board by submitting a letter of interest to the board before the published deadline for receiving nominations. In addition, the board may recruit qualified candidates and/or may appoint a Nominating Committee to nominate qualified candidates.  
  
Nominations shall be closed after the deadline for nominations of candidates. The names of all persons who are qualified candidates for election to the board shall be set forth on a ballot at the annual November meeting. No "write-in" candidates shall be permitted on the ballots in the election of directors.

**Section 3. Term of Office:** The Members shall elect the directors for a term of two (2) years each unless he shall sooner resign or be removed, or otherwise be disqualified to serve. At each annual November meeting thereafter, the Members shall elect directors by majority vote as shall be necessary to fill the vacancies.

Director service is limited to three (3) consecutive terms. After completion of three (3) consecutive two-year terms, directors will rotate off of the board. Previous directors who completed three (3) consecutive two-year terms are eligible to return to a board position after being off the board for one (1) year. Board member terms shall be strategically staggered.

**Section 4. Removal from Office:** Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds of the directors present at any meeting. Any officer may resign at any time, giving written notice to the board or the president. In the event of a death, resignation, or removal of a director, his successor shall be elected by the remaining members of the board of directors and shall serve for the unexpired term of his predecessor.

**Section 5. Compensation:** After incorporation, no director shall receive compensation for any service she may render to the Corporation as a director. However, any director may be reimbursed for her actual expenses incurred in the performance of her duties.

## Article V. Meetings of Directors

**Section 1. Regular Meetings:** Regular meetings of the board of directors shall be held no less than six (6) times per calendar year in the state of South Dakota, at such place and date as may be determined by resolution of the board of directors. Meetings of the board may be conducted telephonically or by videoconference.

**Section 2.** **Special Meetings:** Special meetings of the board of directors may be called at any time by the board president or by any three (3) of the board of directors. Special meetings may be held in-person, or via electronic communication, so long as quorum is met.

In the case of a special meeting, notice shall be given at least three (3) calendar days prior thereto by email, telephone, mail, or in-person. If notification is delivered by U.S. mail, it shall be postmarked at least five (5) calendar days prior to the special meeting. The notice shall state the time and place of the special meeting, along with a brief description of the issues to be discussed at the special meeting.

If two-thirds of the directors are present at any meeting, they may call a special meeting with only 72 hours of notice. Any meeting may be held without prior notification, provided every director shall waive in writing or by email the notice otherwise required by these bylaws. Waiver shall be required for each individual meeting needing to be held without prior notification.

**Section 3. Quorum:** A majority of directors shall constitute a quorum for the transaction of any business. Every act or decision done or made by a majority of the directors present at a meeting at which quorum is present shall be regarded as the act of the board of directors.

## Article VI. Powers and Duties of the Board of Directors

**Section 1. Powers:** the board of directors shall have the power to:

1. Adopt and publish rules and regulations governing the conduct of vendors and their guests, and to establish penalties for the infraction thereof;
2. Impose and adjust membership fees and assessments, and provide procedures for the collection of delinquent payments of fees or assessments;
3. Exercise for the Corporation all powers, duties, and authority vested in or delegated to the Corporation and directors under South Dakota law and not reserved to the Membership by other provisions of these bylaws or Articles of Incorporation;
4. Declare the office of a director to be vacant in the event such director is absent from 50% or more of the regular meetings of the board of directors;
5. Employ independent contractors or employees as they deem necessary and to prescribe the duties of such person(s);
6. Participate in mergers or consolidations with other non-profit corporations organized for the same purposes.

**Section 2. Duties:** It shall be the duty of the board of directors to:

1. Cause to be kept complete record of its acts and corporate affairs and to present a statement thereof to the Members at the bi-annual meetings of the Members, or at any special meeting when such statement is requested in writing by 25% of the Members;
2. Supervise all officers, agents, and employees of the Corporation, and to see that their duties are properly performed;
3. Do all that is necessary or appropriate for the administration of the affairs of the Corporation;
4. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

## Article VII. Officers and Their Duties

**Section 1. Enumeration of Officers:** The officers of the board of directors shall be a president, vice president, secretary, and treasurer, and any other such officers as the board may create as necessary, who shall at all times be members of the board of directors.

**Section 2. Officer Vacancy:** In the case of an officer vacancy that does not occur in conjunction with the annual November meeting, the board of directors may elect an interim officer by majority vote; the officer appointed shall serve for the remainder of the unexpired term of her predecessor.

**Section 3. Multiple Offices:** The office of treasurer may be combined with any other office. No director shall simultaneously hold more than one office except in the case of special offices created pursuant to *Section 1* of this article or in the case of the treasurer.

**Section 4. Qualifications:** The board of directors shall be compromised of parties who possess interest, advocacy, and skilled ability to support the mission of the Corporation. All directors are expected to have, and regularly check, a working email account, as communication among the board is primarily accomplished via email.

**Section 5. Duties:** The duties of the officers are as follows:

1. President: The president shall preside at all meetings of the board of directors and shall see that the board of directors’ conduct and resolutions are held to Robert’s Rules of Order Newly Revised. At all times, the president is subject to control of the board of directors. The president is a voting member of the Executive Committee, and an ex-officio member of all other committees and the board of directors, voting only in the case of a tie. In carrying out the board of directors’ orders and resolutions, the president shall sign all leases, mortgages, deeds, and other written instruments, and ensure that all tax filings are completed. The president shall co-sign all checks and promissory notes that are equal to or exceed the amount of five hundred dollars ($500.00). Expenditures or obligations equal to or beyond $500.00 shall not be made without prior resolution of the board of directors.
2. Vice President: The vice president shall act in the place and stead of the president in the event of her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of her by the board.
3. Secretary: The secretary shall record the votes and keep minutes of all meetings and proceedings of the board of directors and of the Members; serve notice of meetings of the board and of the Members; keep appropriate current record showing the board of directors and Members of the Corporation together with their addresses and shall perform such other duties as required by law.
4. Treasurer: The treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the board of directors; shall keep proper record of accounts; and shall work in conjunction with the board of directors to prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its annual November meeting, and deliver a copy to each of the Members.
5. Limitations: The officers of the Corporation shall not borrow money or pledge any of the assets of the Corporation as security for any loans and shall not enter into any contracts involving the Corporation in any obligations or commitments without express authorization of the board of directors.

## Article VIII. Corporation Records

The books, records, papers, accounts, and files, of the corporation, whether hard copy or electronic, shall at all times, during reasonable business hours, be subject to inspection by any director. The Articles of Incorporation and the bylaws of the Corporation shall be available for inspection by any Member per Open Meeting Law.

## Article IX. Contracts, Checks, Deposits, and Funds

**Section 1:** By majority vote, the board of directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instance.

**Section 2:** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the board of directors as necessary.

**Section 3:** All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors may select.

**Section 4:** The board of directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purposes of the Corporation.

## Article X. Evidence of Membership

No certificates of membership will be provided by the Corporation to its Members. At the time that the Member pays the annual dues, the Member shall receive a receipt of payment which shall be evidence of that Member’s membership.

## Article XI. INDEMNIFICATION

The Corporation shall indemnify any employee, officer, director, or agent thereof, while acting in the scope and purpose of advancing some cause and or work for the Corporation, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, employee, or agent of the organization acting on behalf of the organization with authorization to engage in such act at issue.

## Article XII. Amendments

**Section 1:** These bylaws may be amended at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

**Section 2:** In the case of any conflict between the Articles of Incorporation and these bylaws, the Articles shall control.

## Article XIII. Miscellaneous

The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December every year.

## Certification

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the Black Hills Farmers Market, Inc., a South Dakota non-profit corporation, and

THAT I do hereby certify that the foregoing Amended and Restated Bylaws were approved by the Members of the Corporation and completely replace and restate the Corporation’s formerly amended and restated bylaws which were duly adopted as the bylaws of said Corporation on the 7th day of June, 2014, and that these Amended and Restated Bylaws do now constitute the bylaws of said Corporation.

Restated bylaws adopted, dated, and effective on the 10th day of November, 2016.

(signature)

By:

(President of the Board of Directors)

ATTEST:

(signature)

By:

(Secretary of the Board of Directors)

***Here ends the bylaws of the Black Hills Farmers Market, Inc.***