

Updated May 18, 2025

## Bylaws of Hibbing Farmers Market Inc.

### Article I - Name, Purpose, and Mission

Section 1. The name of the organization shall be the Hibbing Farmers Market Inc. (hereafter referred to as "The Market").

1. The Market shall operate as a 501C3 nonprofit corporation.

### Section 2. Purpose

1. The Market serves as a platform for education, outreach, and community engagement to promote community health and education by providing access to fresh, locally sourced produce, and locally produced art and crafts.

### Section 3. Mission and initiatives

1. The Hibbing Farmers Market is dedicated to fostering a vibrant, community-centered marketplace that promotes local agriculture, sustainability, and healthy living. Through education, outreach, and hands-on programs we empower individuals and families to make informed food choices, support local farmers, and engage in sustainable practices.
2. Our initiatives include gardening education, food harvesting and preservation, cooking demonstrations, and nutritional awareness aimed at strengthening the connection between our community and the locally grown food we eat. We also provide educational demonstrations featuring locally produced arts and crafts, musical entertainment, and literacy.

### Article II - Governance

Section 1. The Hibbing Farmers Market shall be governed by a Board of Directors elected by the membership.

1. There shall be seven board members including four officers: President, Vice President, Secretary, Treasurer and three directors at large.

### Article III - Membership.

#### Section 1: Eligibility for Membership

Membership in the Hibbing Farmers Market is open to individuals and organizations that support the mission and goals of the market. Membership may include, but is not limited to:

1. Farmers and growers - Individuals who grow or raise agricultural products.
2. Artisans and crafters- local creators who produce handmade goods that align with the Market's mission.
3. Bakers, and other cottage food producers that align with the Market's mission.
4. Community Members and supporters – individuals or organizations that wish to support the Market's educational, charitable, and sustainable initiatives.

## Section 2: Membership Types and Rights

1. **Voting Members:** Farmers, vendors, and other participants who are actively involved in market operations have the right to vote on organizational matters.
2. Voting rights are determined by the current year market membership application. Up to two members listed on the application may vote.
3. **Non-voting members:** Junior members under age 18 that sell at the market, supporters, donors, or volunteers who contribute to the mission but do not participate in governance decisions.

## Section 3: Membership dues, Application and Responsibilities

1. The Board of Directors shall establish yearly membership dues at the annual meeting.
2. The Board of Directors shall create a membership application, market rules and guidelines.
3. Members are expected to uphold the mission of the Hibbing Farmers Market, follow Market rules and guidelines, and participate in activities that benefit the community.
4. Membership applications are reviewed and voted on by the Board of Directors.
5. Membership dues must be paid in full on or before the first day of the market.

## Section 4: Evidence of membership

1. Each member shall be issued an annual membership card by the Treasurer upon payment of dues. This certificate shall state the name of the holder, the organization, the date issued. The membership card is not transferable.

## Section 5: Membership Termination

1. Membership may be revoked by the Board for failure to comply with failure to pay dues, violation of Market rules, unethical conduct, or actions that conflict with the nonprofit's mission.

## Article IV – Election Procedures

### Section 1: Nominating committee

1. A nominating committee shall be appointed by the Board of Directors at least one month prior to the annual meeting. The committee will consist of at least 2 members including at 1 current board member and 1 general member.
2. Duties: The committee is responsible for identifying, recruiting, and presenting a slate of qualified candidates for officers and board members. They shall ensure the nominees possess the skills and commitment necessary to advance the organization's mission.

## Section 2. Nomination process

1. Member recommendation. Members may submit recommendations for Board candidates to the nominating committee up to 2 weeks before the annual meeting.
2. The Nominating Committee shall present the proposed slate of candidates to the membership at the annual meeting.
3. Nominations from the floor will be accepted at the annual meeting. Persons nominated from the floor must be present at the meeting.
4. Persons nominated by the nominating committee do not have to be present at the annual meeting to be elected.
5. All nominees must be members in good standing and agree to serve.

## Section 3. Election Procedures

1. Election of officers and board members shall be held during the annual meeting of the members.
2. Voter eligibility shall be determined by the most recent membership application.
3. Voting shall be conducted by prescribed method such as written ballot, show of hands, voice vote electronic voting, virtual voting if the process ensures confidentiality and accuracy.
4. Absentee votes will not be allowed unless the voter notifies the board in writing in advance of the election or participates in the meeting by phone, email, or video conferencing.

# Article V - Conduct of Meetings

## Section 1. The order of business at meetings shall be as follows:

1. Call to order
2. Roll call of officers and board members
3. Approval of the agenda
4. Reading of the minutes
5. Treasurer's report
6. Committee reports
7. Unfinished business
8. New Business
9. Elections (if applicable)
10. Other business
11. Adjourn

## Section 2: Conduct of meetings.

Proceedings shall be conducted in accordance with "Roberts Rules of Order".

### Article VI. - Composition of the Board of Directors

#### Section1: Composition of the Board.

1. The governing Board of Directors shall consist of four officers and three at large directors.
2. Officers are President, Vice President, Secretary, and Treasurer.

#### Section 2: Terms of office

1. Officers shall be elected to two-year terms.
2. Board members shall be elected to one-year terms.

#### Section 3: Vacancies

1. Should a vacancy occur, the remaining Board members shall appoint a replacement to fill the position until the next annual meeting election.

#### Section 4: Removal from office

1. Board members can be removed by the remaining Board members for failure to comply with market rules, unethical and/or inappropriate conduct or actions that conflict with the nonprofit's mission.
2. Board members may be removed if they miss two or more of the year's meetings without a valid excuse.

#### Section 5: Appointment of a market manager

1. The Board shall appoint a market manager prior to the beginning of the market season.
2. The Board shall supervise, guide, direct and assist the market manager regarding the daily activities of the market.
3. The Board may remove the market manager at any time with a majority vote.
4. Should the market manager leave, the Board shall appoint a replacement.

### Article VII. - Officers, Directors and Market Manager's Roles and Responsibilities

#### Section 1. Role and responsibilities

1. The Board shall set Market dates and times, special events and other activities.
2. The President shall preside at all meetings, oversee the management, organization, and execution of the business of the market.
3. The Vice President shall perform the duties of the president in the absence of the President.
4. The Secretary shall record the minutes of all the proceedings meetings of the market and present them to the board in a timely manner for approval.
5. The Treasurer shall account for all financial transactions of the market, presenting a complete statement of the financial affairs of the market at the quarterly and annual meetings. The Treasurer shall accept membership applications including the required forms, collect and deposit membership dues, issue annual membership cards as a receipt for dues collected, and keep an up-to-date membership list with complete contact information.

6. Membership applications shall be shared with the board in a timely manner. The approved membership list shall be shared with the officers and Board members on a regular basis and a copy kept on file at the Market during the market season.
7. Directors at large shall participate in market governance as voting members of the executive board.
8. The Market Manager serves at the direction of the Board. He or she are responsible for daily operations including verifying the vendors on site are members in good standing, monitor the market for standards compliance as well as for appearance and safety.
9. The Market Manager is responsible for arranging for market supervision in his or her absence.

## Article VIII – Meetings

### Section 1. Quarterly and Annual Meetings.

1. The annual meeting shall be held during the month of January. The Board will set the time and place.
2. In addition to the annual meeting, the market membership shall meet quarterly. There shall be a spring pre-season meeting, a summer mid-season meeting and a fall, end-of - season meeting. Times, dates, and places will be determined by the Board.
3. Special meetings may be called by the President and /or a majority of the Board or by written request of a 10% of the voting members. Within ten days of the receipt of a written request of members or upon a majority vote of the Board of Directors, the President shall call a special meeting to be held within 30 days of the receipt by the President of such request or the date of such action by the Board of Directors. In the case of special meetings, no other business other than that specified in the notice shall be acted on.
4. Notice of meetings and will be given to the membership not less than 10 and not more than 30 days prior to the event by the Secretary or the President. Contact will be done by email, social media, posted on the Hibbing Farmers Market website and by US mail if the member indicates a preference for this. A notice of the meeting shall be posted on Community events calendars in local newspapers 2 weeks prior the meeting.
5. Quorum for the annual meeting and special meetings shall be a majority of the board members and 10% of the membership. Quorum for quarterly meetings shall be a majority of the board.

## Article IX – Committees

### Section 1. Committee appointments

1. The President, with the consent and approval of the Board, shall establish committees as needed.
2. The Board shall appoint a nominating committee annually.
3. The Board shall appoint an audit committee annually of no less than 3 people approved by the Board.

## Article X – Financial Matters

### Section 1. Finance and Accounting

1. The Hibbing Farmers Market fiscal year shall be January 1-December 31.
2. The Board shall designate a bank and appoint designated persons authorized to represent the organization.
3. Expenditures shall be reviewed and approved by the Board of Directors. All transactions must be compliant with the market's non-profit designation.
4. Expenditures for standard payments such as insurance and portable toilet services may be authorized by the Board for the season at the annual meeting and not required to be submitted to the Board at other meetings.
5. The Treasurer shall submit an annual report at the annual meeting and updates at quarterly meetings.
6. An annual audit shall be conducted by the Audit Committee prior to the annual meeting and submitted to the Board for approval at the annual meeting.

## Article XI – Conflict of Interest Policy

### Section 1. Conflicts of interest

1. A conflict of interest occurs when a Board Member benefits personally from a transaction involving the market.
2. Board members must disclose potential conflicts of interest.
3. Board members who have a personal or financial interest that benefits them personally must recuse themselves and abstain from voting on decisions that are conflicts of interest.
4. Preferential treatment shall not be given when making decisions made to benefit individuals rather than advancing the Market's mission.
5. Board members shall not serve dual roles on another nonprofit organization or business that has competing interests.
6. If a Board Member fails to disclose a conflict of interest, the Board may take disciplinary action including removal from the Board if necessary.

## Article XII- Political Activities Policy

### Section 1. Political Activity

1. The Hibbing Farmers Market shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
2. Funds or other resources may not be donated to political campaigns.
3. Publishing or distributing statements in support of or against a candidate are not allowed.
4. The Market may not host partisan political events at Market-sponsored activities.
5. The Market may provide educational materials on policies affecting local agriculture.

6. The Market may encourage community engagement in nonpartisan civic matters.
7. The Market may advocate on issues that align with the Market's mission if no specific candidate or party is endorsed.
8. Board members or officers who violate this policy may be subject to disciplinary action or removal from leadership roles.

### Article XIII – Amendments to Bylaws

#### Section 1. Bylaws

1. Amendments to the bylaws may be proposed by a majority of the Board of Directors or individual voting members.
2. The proposed amendment(s) must be presented in writing to the Board. The Board shall review and present the legitimate proposed amendments to all members at least 10 days prior to the meeting where the vote will take place. The notice must include the exact wording of the proposed amendment(s) and a brief rational.
3. Amendment(s) must be approved by a majority of the general membership present at the Annual or a Special meeting called for that purpose where there is a quorum of the Board present.
4. No amendment may conflict with federal, state, or local laws governing nonprofits.
5. Amendments must align with the 501© 3 tax exempt status and mission of the Hibbing Farmers Market.
6. Approved amendments shall take effective immediately unless otherwise specified in the amendment.
7. The membership shall be informed of any bylaws changes through the minutes of the meeting where the changes were enacted.

Bylaws approved Date. \_\_\_\_\_

Board Signatures

