

DORSET FARMER'S MARKET COOPERATIVE

ARTICLE I NAME & OFFICES The name of this organization is the Dorset Farmer's Market Cooperative. The principle office of the Cooperative shall be Dorset, Vermont. The Cooperative may also have offices at such other places as the Board of Directors may from time to time appoint, or the purposes of the Cooperative may require.

ARTICLE II PURPOSES The Cooperative is organized for the purpose of running an agricultural association within the meaning of 11 V.S.A. 991, with the purpose of providing a marketing system in the form of an open marketplace for the sale of Vermont grown produce, milk, meat products, and crafts in Dorset, Vermont.

ARTICLE III MEMBERSHIP The cooperative shall have members defined as qualified individuals, 18 years or older, who pay the bi-annual membership dues. Membership is extended to any individual who is interested in furthering the goals of the organization. Each vending member has one vote at the annual meetings and is eligible for election to the Board of Directors, and also may serve on Ad-Hoc Committees. Non-vending members may not vote at annual meetings, but are eligible to run for election on the board of directors and will each have one vote on the board of directors, as well as serve on Ad-Hoc Committees. *No more than two community/non-vending members are eligible to serve on the board of directors at one time.*

ARTICLE IV ASSETS & INCOME The assets and income of the Cooperative shall be used for carrying out the purposes of the Cooperative. No part of the assets or income of the Cooperative shall be distributable or inure to the benefits of its members, directors, or officers except in the form of reasonable compensation to employees.

ARTICLE V MEMBER MEETINGS

a. The Annual meeting of the Cooperative will be held after January 1st, but no later than April 30th, after the application acceptance process has been completed by the appointed Jury Committee. The proposed budget will be presented to membership for approval at that time.

b. Notice of the annual meeting shall be sent out by written notice to all members at least 10 days of said meeting. Notice shall include an agenda for the meeting called.

c. Special meetings of the Members may be called by the Board of Directors or upon the petition of not less than ten percent (10%) of the members. The Board of Directors shall designate the time and place of all special meetings

d. The Number of members necessary for a quorum shall be twenty five percent (25%) of the members who participated in more than fifty percent (50%) of the season OR thirty three percent (33%) of the members for the season, whichever number is lower.

e. Members shall have the right to vote in person or alternate only and not by proxy or otherwise.

ARTICLE VI BOARD OF DIRECTORS

a. Number of Directors

The Cooperative shall have not less than 5 Directors, nor more than 9.

b. Election of Directors and Term of Offices Three directors shall be elected to a 3 year term at the annual spring membership meeting. Directors can run for re-election upon completion of their term.

c. Vacancies Vacant Directorships shall be filled by affirmative vote of the majority of Directors present at warned board meeting. Nominations to fill vacancies shall be made by any of the Directors present at said meeting. A Director elected to fill a vacancy shall fulfill the remainder of the term of the vacated director.

d. Removal of Directors

A Director may be removed from office only by majority vote of the Directors present at a warned meeting. Any Directors that misses three (3) meetings without notifying the President shall be automatically removed from the Board.

e. Notice of Meeting

Notice of each meeting of the Board of Directors shall be sent out seven (7) days in advance of said meeting, in writing. Notice shall include an agenda for the meeting called.

f. Quorum

A quorum for the transaction of Cooperative business at all meetings shall exist when a majority of Directors are present at said meeting.

g. Voting At all meetings in which a quorum for the transactions of business exists, all decisions and resolutions of the Cooperative shall be made by voice vote of the majority of Directors present unless a majority of the Directors vote to decide a question by ballot. The presiding officer shall have the right to vote only in a tie breaking situation.

h. Business The order of business at all regular meetings of the Directors shall be by agenda prepared by the President or presiding officer.

i. Conduct of Meetings All meetings shall be conducted and governed in the form and manner prescribed by the Directors. If the Directors so elect by resolution, all meetings shall be conducted and governed by Robert's Rules of Parliamentation. The President of the board shall run the meeting

j. Committees Committees shall be appointed by the Directors as needed.

i. The President or presiding officer shall have authority to establish and designate committees from time to time as deemed necessary. For purposes of a full democratic participation a vote of the Directors should be the ideal for establishment of committees.

ii. Coordinator shall serve as a member of each designated committee.

k. Officers and Election of Officers The officers of the Cooperative shall be President, Vice-President, Secretary and Treasurer, each of whom shall be elected by the Directors at the first meeting of the Directors after each annual meeting.

I. Officers Duties

i. President shall preside at all meetings of the Directors of the cooperative.

ii. The Vice-President or the President's appointed representative shall preside when the President is absent and shall have the same powers and duties of the President on those occasions.

iii. The Treasurer along with the Coordinator of the Cooperative shall be familiar with the Cooperative's financial status and shall be responsible for setting up the Cooperative's books, shall prepare an annual budget for approval of the Board, and perform such other duties as the Board directs.

iv. The Secretary/Clerk shall provide for the taking of all minutes of the meetings of the Board, the recording of all corporate resolutions, By-Laws and Articles of Association, the mailing of all notices required by these By-Laws and such other duties as the Board directs.

ARTICLE VII CONTRACTS, LOAN CHECKS AND DEPOSITS

a. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Cooperative and such authority may be general or confined to specific instances.

b. A corporate resolution of the Board of Directors of a general nature shall be required for authorizing to make loans, checks, drafts or other orders and indicate the officer or officers, agent or agents of the Cooperative authorized to act on its behalf.

ARTICLE VIII COORDINATOR The Cooperative shall employ a Coordinator for the running of Market and other such staff as the Directors shall approve. Said Coordinator shall be entitled to reasonable compensation as approved by the board.

ARTICLE IX BOOKS AND RECORDS The Cooperative shall keep books and records with a yearly accounting in the form of a report to be presented to the members at the annual meeting. This audit shall be done by a committee appointed by the President.

ARTICLE X NON-DISCRIMINATION No person on the grounds of age, race, color, national origin, gender, religion, disability, political beliefs, sexual orientation, and marital or family status shall be excluded from the Cooperative.

ARTICLE XI PENALTY The penalty for violations of the bylaws shall be to void the action taken in violation of the bylaws.

ARTICLE XII LIMITATION ON THE SALES OF PRODUCTS The Cooperative shall not handle or offer for sale the agricultural or handcraft products of non- members to an extent greater in value than the products of its own members.

ARTICLE XIII AMENDMENTS The Cooperative's Articles of Association and its By-Laws may be altered, enlarged, amended or repealed and new By-Laws may be enacted by a vote of a majority of the members constituting a quorum at a warned meeting.

ARTICLE XIV DISSOLUTION In the event of dissolution of the Cooperative, all assets remaining after the payment of the Cooperative's liabilities and obligations or dedicated to an exempt charitable purpose. Application and distribution of said assets shall be in accordance with a dissolution plan adopted by the Cooperative's Board of Directors.

Adopted by a majority vote of the members at a meeting held on the 24th day of June, 2007.

Amended by a majority vote of the members at a meeting held on the 13th day of April 2013.

Amended by a majority vote of the members at the Annual Meeting held on the 12th day of April 2014.

Amended by a majority vote of the members at the Annual Meeting held on the 18th day of March 2018.