

**BYLAWS
OF
PRESCOTT FARMERS MARKET, INC.
A Nonprofit Corporation formed under and pursuant
To the laws of the State of Arizona**

**ARTICLE 1
OFFICES, CORPORATE SEAL, AND CORPORATE ARTICLES**

- 1.1 PRINCIPAL OFFICE. The known place of business shall be PO Box 1853, Prescott, Arizona 86302 or at such other location designated by the Board of Directors.
- 1.2 CORPORATE SEAL. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the corporation. However, a corporate seal with the name, date and place of incorporation may be used to verify documents.
- 1.3 REFERENCES TO ARTICLES. Any reference herein made to the corporation's Articles shall refer to its Articles of Incorporation and all amendments thereto as at any given time on file with the Arizona Corporation Commission.
- 1.4 SENIORITY OF ARTICLES. The statutes of the State of Arizona will in all respects be considered superior to the Articles, with any inconsistency resolved in favor of said statutes. The Statutes and Articles will in all respects be considered senior and superior to these Bylaws, with any inconsistency to be resolved in favor of the statutes and Articles, and with these Bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

**ARTICLE 2
MEMBERS**

- 2.1 MEMBER. A member in good standing shall meet the following requirements:
- 1) The individual or representative of a participating entity must be a resident of Yavapai County;
 - 2) Who has paid annual membership dues and fees to the corporation by September 1 of each year;
 - 3) And has participated in at least (3) market days in the preceding season;
 - 4) And whose main product(s) must be/contain an agricultural product grown/harvested in Yavapai County.
- 2.2 MEMBER MEETINGS. All meetings of the members shall be held at such place as may be designated by the Board of Directors.
- 2.3 ANNUAL MEETINGS. Annual meetings of the members shall be held within 30 days of the last Prescott Farmers Market of the year. At the annual meeting, members shall elect a Board of Directors and transact any other business, which is properly brought before the meeting.
- 2.4 NOTICE OF ANNUAL MEETING. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each member in good standing

not less than ten (10) nor more than thirty (30) days before the date of the meeting. The notice shall state the purpose and the agenda of the meeting. Any special quorum requirements pertaining to the meeting in question shall be clearly spelled out in the notice.

- 2.5 SPECIAL MEETINGS OF THE MEMBERS. Special meetings of the members may be called by the President or Secretary at the written request of a majority of the Board of Directors, or at the written request of members numbering not less than one-tenth of the membership or ten (10) members, whichever is less. Such request shall state the purpose of the proposed meeting. Written notice of a special meeting stating the place, date and hour of the meeting, and the purpose for which the meeting is called, shall be given to each member not less than ten (10) nor more than thirty (30) days before the date of the meeting. Business transacted at any special meeting of members shall be limited to the agenda stated in the notice.
- 2.6 QUORUM. Thirty percent (30%) of members in good standing shall constitute a quorum. The Treasurer shall maintain a list of members in good standing. All members in good standing shall be entitled to vote.
- 2.7 PROCEDURE OF MEETING. All meetings of the corporation shall be conducted pursuant to Roberts Rules of Order, the latest edition.

ARTICLE 3 **DIRECTORS**

- 3.1 NUMBER. The Board of Directors shall be not more than nine (9) in number. Their term of office shall be three (3) years with the right of succession for one term or until a successor is elected. One third of the Directors must be members in good standing. Vacancies from resignation or death may be filled by a majority vote of the remaining Directors until the next annual meeting of members when the new Director must stand for election.
- 3.2 ELECTION FO DIRECTORS. Directors shall be elected by members in good standing. Directors shall be elected by non-Cumulative voting. Each member shall receive one vote for each of the Director positions being vacated. Nomination, form members in good standing for Directors shall be solicited for and accepted thirty (30) days prior to and until the last Prescott Farmers Market of the year. The nominated parties' names shall be placed on a ballot and given to each member in good standing not less than (10) not more than thirty (30) days prior to the date of the annual members meeting. Member ballots shall be returned to the Board of Directors on or before the date and time of the annual meeting. The number of ballots received must represent a quorum of the members. Ballot cast, as described herein, shall be tallied at the commencement of the annual meeting. The vacated director position will be filled based on the number of votes received with the majority vote getter being elected first and each next higher vote getter being elected until all vacant positions are filled.
- 3.3 POWERS. Business and affairs of the corporation shall be managed and conducted by its Board of Directors, which may exercise all such powers of the corporation and

do all such lawful acts as are not by statute, the Articles of Incorporation or these Bylaws directed or required to be exercised or done by the members.

- 3.4 MEETINGS. The Board of Directors shall meet a minimum of four (4) times a year and at other times by call of the President or three members of the Board. They may hold meetings by means of conference telephone or similar communications equipment where all persons participating in the meeting can hear each other.
- 3.5 OFFICERS. The first meeting of each newly elected Board of Directors shall be held immediately following the annual meeting of members. The Board shall elect a President, Vice President, Secretary and Treasurer. The elected officers shall constitute the Executive Committee, authorized to carry out any business of the corporation.
- 3.6 COMPENSATION. The Directors as such shall not received directly or indirectly any salary or other compensation from the organization, except for reimbursement of expenses incurred conducting business for the organization, except for reimbursement of expenses incurred conducting business for the organization or the carrying out their responsibilities as members of the Board. All such expenses must be approved by the Board.
- 3.7 QUORUM. One-third or no less than three (3) of the Directors at Board meetings shall constitute a quorum. If the written consent option for action is utilized, fifty percent (50%) of the Directors shall constitute a quorum.
- 3.8 DUTIES OF OFFICERS.
 - A. PRESIDENT. The President shall preside at all meetings of the members and the Board of Directors. The President shall serve as chief executive officer of the corporation. He or she shall sign all deeds and conveyances, contracts and agreements, and other instruments requiring execution on behalf of the corporation and shall act as operating and directing head of the corporation, subject to policies established by the Board.
 - B. VICE PRESIDENT. There shall be as many Vice Presidents as shall be determined by the Board, and they shall perform such duties as may be assigned to them by the Board. Any one of the Vice Presidents as designated by the Board shall have all the powers and perform all duties of the President in the event of temporary absence or disability and inability to act of the President. In the case of permanent absence or inability of the President, the office shall be declared vacant and a successor chosen by the Board.
 - C. SECRETARY. The Secretary shall see that the minutes of all meetings are kept. He or she shall have charge of all books and records of the corporation, except books of account.
 - D. TREASURER. The Treasurer shall have general custody of all funds of the corporation. He or she shall see to the deposit of funds of the corporation in such bank or banks designated by the Board. Regular books of accounts shall be kept under his/her supervision, and he/she

shall render financial statements to the President, Directors or members at proper times. The Treasurer shall have charge of preparation and filing of reports, financial statements and returns as may be required by law.

ARTICLE 4
FUNDS AND SECURITIES

- 4.1 AUTHORIZATION OF EXPENDITURES. The Board of Directors may authorize any officer in the name of and on behalf of the corporation to enter into any contract or execute and deliver any instrument or to sign checks, drafts, or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or it may be confined to specific instances; and unless so authorized in writing by the Board of Directors, no officer shall have the power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.
- 4.2 DEPOSIT OF FUNDS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may select. The Board of Directors shall designate the officers or Directors who have authority to endorse, sign and deliver checks, and other orders for the payment of money which are payable to the order of the corporation.
- 4.3 FINANCIAL REVIEW. The fiscal year shall be the Calendar year. After the close of each fiscal year of the corporation, the financial transactions of the corporation for the preceding fiscal year shall be subject to review as directed by the Board of Directors, and a report of the review shall be made to the Board of Directors.

ARTICLE 5
REPEAL, ALTERATION OR AMENDMENT

These Bylaws may be repealed, altered or amended, or substitute Bylaws may be adopted at any time only by a majority vote of the Board of Directors or by a majority vote of the members entitled to vote thereon.

CERTIFICATE

The undersigned hereby certifies that the foregoing Bylaws have been duly adopted by the Board of Directors, that they include all amendments adopted through this date, and that they have not been further amended, rescinded or repealed, and are currently in effect.

DATED this ____ day of _____, 2004.

Heather Houk, President -

Richard Clark, Vice President

Virginia Legg, Secretary

Kate O'Connor-Masse, Treasurer

Francis Fellows, Director

Jeff Sawyer, Director

Gregory Ware, Director

Lisa Gartner, Director

Cory Rade, Director
