

**BY-LAWS
Of
The Dalles Farmers Market, Inc.**

A NON-PROFIT CORPORATION

Revised April 2025

ARTICLE I

NAME, PURPOSE AND LOCATION

Section 1: The name of the Corporation shall be **The Dalles Farmers Market, Inc.** (the “Corporation”). The Corporation shall be organized and operated exclusively for charitable, scientific, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of the Corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon revised Statutes (or its corresponding future provisions).

Section 2: Mission Statement. The Corporation’s mission is to educate and promote access to local foods and crafts that enhance the health and happiness of our community.

Section 2: The Corporation’s register office shall be at Hemlock Tax Inc. located at 309 East 2nd Street, The Dalles, Oregon 97058, or at such place as the Board of Directors may from time to time designate.

ARTICLE II

NON-DISCRIMINATION POLICY

The Corporation, a Nonprofit 501(c)(3), is an equal opportunity organization and will not allow discrimination based on age, ethnicity, ancestry, gender, national origin, disability, race, size, religion, sexual orientation, gender expression, socioeconomic background, or any other status prohibited by applicable law. This includes, Vendors, Staff, Volunteers, Sponsors, other Non-Profits, Board members and Market Attendees.

ARTICLE III

CONFLICT OF INTEREST POLICY

The Board of Directors or other governing persons, officers, staff, or agents are to avoid any conflict of interest, even the appearance of a conflict of interest. The Corporation’s Board of Directors or other governing body, officers, staff and agents are obligated to always act in the best interest of the organization. This obligation requires that any Board member or other governing person, officer, staff or agent, in performance of Organization duties, seek only the furtherance of the Organization mission. At all times, Board Members or other governing

persons, officers, staff or agents, are prohibited from using their position, The Dalles Farmers Market name or property, for private profit or benefit for themselves, their family or friends

Furthermore, all Directors shall make prompt and full disclosure to the Board of any potential personal, professional, or financial conflict of interest in a matter under discussion. When a potential conflict of interest is disclosed, the Board shall determine if the circumstances constitute a conflict of interest. If the Board determines the circumstance constitutes a conflict, the Director with the conflict shall recuse themselves from the discussion or vote on the relevant issue.

ARTICLE IV

MEMBERS

Section 1: Qualifications. A person shall become a member of the Corporation by paying a membership fee of an amount set by the Board.

Section 2: Classes and Voting. There shall be one class of members of the Corporation. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the By-laws of the Corporation.

Section 3: Termination of Membership. Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by certified mail of the termination. An opportunity for the member to be heard by the board, orally or in writing (email), shall not be more than five days before the effective date of termination. The decision of the Board shall be final and shall not be irretrievable by any court.

Section 4: Annual Meeting. The annual meeting of the members shall be held in the spring of the year. The date, time and location will be scheduled by the Board of Directors.

Section 5: Special Meeting. Special meetings of the members shall be held at the call of the Board of Directors, or by the call of at least fifty percent of the voting members of the Corporation by a demand signed, dated and delivered to the Corporations Secretary. Such demand by the members shall describe the purpose of the meeting.

Section 6: Notice of Meeting. Notice of all meetings of the members shall be given to each member of the last address of record, by last email of record or if no email on file first class mail before the meeting. The notice shall include the date, time, place and the purposes of the meeting.

Section 7: Quorum and Voting. Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members represented and voting is the act of the members, unless these by-laws or the law provide differently.

Section 8: Proxy Voting. Voting by proxy is allowed. The member must notify the Secretary of the Corporation a minimum of 24 hours prior to the meeting of said members vote in writing or email.

Section 9: Action of Consent. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a members meeting, may be taken without a meeting if a consent in (writing) including email or other virtual recorded means, setting forth the action to be taken or so taken, is signed by all members.

Section 10: Code of Conduct. All Members will conduct themselves in an ethical, professional, inclusive and decorous manner including respecting confidential and proprietary information.

ARTICLE V

BOARD OF DIRECTORS

Section 1: Duties. The affairs of the Corporation shall be managed by the Board of Directors.

Section 2: Number. The number of Directors may be five to seven members at all times. Should the Board become an even number the President will abstain from voting except in the event of a tie.

Section 3: Dues. All Board of Directors may be members therefore must pay the annual membership fee which has been set by the Board, by submitting a vendor application if a vendor, or pay as an individual. (Those with financial constraints will be reviewed on a (case by case basis)

Section 4: Terms and Elections. The term of office for Directors shall be two years until elections occur as set by the current Board of Directors. All current members are eligible to vote. The Board shall make provisions to stagger the terms of Directors so that each year the terms are as close as possible to one-half of the Directors expiring. The Board positions are numbered 1-7. The odd numbered positions will expire on odd years and the even number of positions will expire on even years. All applications for a Director's position will be submitted by a date set by the current Board of Directors. NO write-in candidates will be accepted. Occasionally elected director positions may only be a one-year term to keep the balance of staggered terms. A Director may be re-elected without limitation on the number of terms they may serve. No person shall be considered for election nor shall serve as a member of the board of directors if they are related by blood or marriage to another board member as defined by the IRS as it pertains to NONPROFIT Board of Directors. This is considered a conflict of interest.

Section 5: Removal. Any Director may be removed, with justifiable cause, as determined at a meeting called for that purpose, by a vote of a majority of the members entitled to vote. Failure of a Director to attend three consecutive meetings of the Board without prior notification shall be cause for removal.

Section 6: Vacancies. Mid-term vacancies of the Board of Directors and newly created board positions will be filled by a majority vote of the Directors then on the Board of Directors, for the duration of the term of vacancy.

Section 7: Quorum and Action. A quorum at a Board meeting shall be a majority of the number of current Board members. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 8: Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place or purpose of these meetings is required.

Section 9: Special Meetings. Special meetings, including executive, of the Board of Directors shall be at the time and place or electronically, to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director in person, by phone, mail, or e-mail not less than two days prior to the special meeting. Quorum rules shall apply to any votes taken by electronic means and for special meetings held electronically.

Section 10: Virtual Meetings. Any regular or special meeting of the Board of Directors may be held by virtual means, as long as the Directors can hear each other.

Section 11: No Salary. Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 12: Action by Consent. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Section 13: Code of Conduct. All Board of Directors will conduct themselves in an ethical, professional, inclusive and decorous manner including respecting confidential and proprietary information.

ARTICLE VI

STAFF AND INDEPENDENT CONTRACTORS

The Board may hire Staff and Independent Contractors as needed and as funds permit.

Section 1: Compensation. All Staff and Independent Contractors will be compensated accordingly as approved by the Board of Directors in an executive meeting. Staff and Independent Contractors shall invoice the Corporation and be reimbursed in a timely manner consistent with their contract.

Section 2: Code of Conduct. All Staff and Independent Contractors will conduct themselves in an ethical, professional, inclusive and decorous manner including respecting confidential and proprietary information.

ARTICLE VII

COMMITTEES

Section 1: Executive Committee. The Board of Directors are the executive committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary recommendations.

Section 2: Other Committee Types. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may make recommendations to the Board of Directors or may be advisory committees. Committees may be standing (permanent) or ad hoc (temporary). All committees will be chaired by a Board Director. All meetings and generated minutes are considered confidential unless deemed appropriate to share beyond the Executive Committee.

Section 3: Limitations on the Powers of Committees. No committee may authorize payment of a dividend or any part of the income or profit of the Corporation to its Directors or Officers; nor approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Corporation's assets; nor may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its Committees; nor adopt, amend, or repeal the Articles, By-Laws, or any resolution by the Board of Directors. See Attachment A for required duties.

ARTICLE VIII

VOLUNTEERS

Section 1: Purpose of Volunteers. Volunteers support the mission and operations of The Dalles Farmers Market by assisting with setup, breakdown, event coordination, information booths, customer service, and other tasks as needed.

Section 2: Eligibility. Any individual may apply to volunteer, subject to approval by the Market Manager or Board. Volunteers under 18 must have written parental consent and be supervised by an adult.

Section 3: Expectations. All volunteers must follow the direction of market leadership, adhere to all market rules and safety protocols and refrain from handling vendor money or making business decisions unless authorized.

Section 4: Time Commitment and Scheduling. Volunteer shifts will be scheduled based on market needs. Volunteers are expected to commit to their assigned shifts or notify the Market Manager in advance if they are unable to attend.

Section 5: Termination of Service. The Market Manager or any Board Director may dismiss a volunteer at any time for failure to meet expectations, misconduct, or if their services are no longer needed.

Section 6: Code of Conduct. All Volunteers will conduct themselves in an ethical, professional, inclusive and decorous manner including respecting confidential and proprietary information.

ARTICLE IX

OFFICERS

Section 1: Titles. The Officers of the Corporation shall be the President, Vice President, Treasurer, and Secretary. See Attachment A for required duties.

Section 2: Election. The Board of Directors shall elect the officers to serve one-year terms.

Section 3: Vacancy. A vacancy of the officers shall be temporarily filled no later than the second regular meeting of the Board of Directors following the vacancy.

Section 4: President. The President shall be the Chief Officer of the Corporation and shall act as the Chair of the Board, run the meetings and call executive meetings. The President shall have other powers and duties as may be prescribed by the Board of Directors. Refer to Attachment A

Section 5: Vice President. The Vice President shall assist the President with their duties in regards to meetings and elections. The Vice President shall have other powers and duties as may be prescribed by the Board of Directors. Refer to Attachment A

Section 6: Secretary. The Secretary shall have overall responsibility for all record keeping. The Secretary shall have other powers and duties as may be prescribed by the Board of Directors. Refer to Attachment A

Section 7: Treasurer. The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall have other powers and duties as may be prescribed by the Board of Directors. Refer to Attachment A

Section 8: Other Officers. The Board of Directors may elect or appoint other officers as it deems necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

ARTICLE X

CORPORATE INDEMNITY

The Corporation will indemnify its Officers and Directors to the fullest extent allowed by Oregon Law.

ARTICLE XI

AMENDMENT TO BY-LAWS

These By-Laws may be amended or repealed, and new By-Laws adopted, by the Board of Directors by a majority vote of Directors present or via email. Prior to the adoption of the amendment/s, each Director shall be given a copy of the proposed amendment/s of the By-Laws and at least two days' notice of the date, time, and place of the meeting at which the proposed amendment/s will be considered.

These By-Laws were revised and adopted by the Board of Directors on April 20, 2025.

Attachment A
THE DALLES FARMERS MARKET
BOARD AND COMMITTEE POSITIONS

PRESIDENT

Act as chair of the board

Rule over each meeting and address all business using Robert's Rules of Order

Double check that all board members understand and complete their monthly tasks

Aid in completing an Annual Budget

Write contracts and/or delegate contracts to be written between businesses or persons
doing work for TDFM

The President will have knowledge of the Finance committee and financial budgets and
reports

Make the monthly Agenda for each Board Meeting

Miss no more than 3 meetings in a 12-month period

Assist with events that promote TDFM

Do all other duties as prescribed by the Board

Attend 2-3 Farmers Markets during the season, making oneself known to the vendors
and answering any questions that vendors may have.

VICE PRESIDENT

Assists the President with their duties

Help facilitate meetings by being the Time-keeper

Rule over meetings when the President needs to debate or discuss an issue or when the
President is absent

Miss no more than 3 meetings in a 12-month period

Assist with events that promote TDFM

Do all other duties as prescribed by the Board

Attend 2-3 Farmers Markets during the season, making oneself known to the vendors
and answering any questions that vendors may have

SECRETARY

Create Agendas, with the aid of the President, for Board and/or Vendor meetings and
email to board members and/or vendors, this should be completed one week
prior to the meeting

Take notes of meetings to create the official recording of all proceedings of the Board of
Directors and members' meetings and actions and email those minutes out
within 7 days of each board meeting, email to vendors

Authentication of the records of the Corporation

Provide documents either thru Google Docs or in written form to board members
Create the ballots for board member positions to be given out for the election to the members

Do all appropriate correspondence, such as Thank You notes to Sponsors and Friends of The Market and Grantors

Miss no more than 3 meetings in a 12-month period

Assist with events that promote TDFM

Do all duties as prescribed by the Board

Attend 2-3 Farmers Markets during the season making oneself know to the vendors and answering any questions that vendors may have

TREASURER

The Treasurer shall be responsible for the Corporations finances with the assistance of the bookkeeper or other board members, contractors or staff

Keep full and accurate accounts of all financial records of the Corporation

Deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors

Disbursement of all funds when proper to do so

Present financial reports at each board meeting, including income and expense, BALANCE SHEET, and bank statements.

If the treasurer is not the bookkeeper, the treasurer will act as a direct liaison from bookkeeper to the Board and to Vendors.

Provide back-up assistance to the bookkeeper, with counting, check dispersal, and entrance to bookkeeping system

Ensure that all invoices, bills and receipts are PROVIDED to the bookkeeper

Ensure that a correct financial report is present by email at least 1 week prior to each board meeting

Chair the Finance Committee and aid in completing an annual budget

Ensure the completion of all government documents (Federal, State, County and City) such as but not limited to 1099 forms, 990s, CT-12, permits, etc.

Miss no more than 3 meetings in a 12-month period

Assist with events that promote TDFM

Do all other duties as prescribed by the Board

Attend 2-3 Farmers Markets during the season, making oneself known to the vendors and answering any questions that vendors may have

Volunteer Coordinator

Maintain a list of names with contact information of volunteers

Maintain a calendar that is accessible to the market managers of the scheduled volunteers

Fill in as possible for gaps when a volunteer is not available or doesn't show up

Create a list of volunteer opportunities and duties

Line up extra volunteers for events i.e. Harvest Fest, National Farmers Market Week

Additional duties: set-up, take down, putting out signs, photography, newsletter, etc.

Children's ACTIVITIES Coordinator

Maintain a calendar that is accessible to the market managers of children's activities

Arrange for groups, individuals, or oneself to do an activity AT LEAST once a month

Attend the market on days when the activity is scheduled

Assist with events that promote the farmers market

Fund Raising Committee

There will be a board member on the Fund-Raising Committee.

The goal is to come up with ways to increase the general FUND balance in the bank FOR OPERATIONS AND PROGRAMS, to build an emergency fund and to have enough money to carry over the expenses that occur in the off season.

All fund-raising activities should be presented to and approved by the board.

Vendor Communication/ Liaison

There will be a board member that makes themselves available to the vendors to solve problems, enhance ideas, bring information to the board meetings from the vendors, and aid the Market Manager in making sure critical information is communicated to all vendors.

This position may be held by several board members.

Accessibility

There will be a board member to take the lead on making sure all avenues are covered in the continued improvement to making the market accessible to all people.

The language accessibility will need to be covered in both English and Spanish on all written flyers, boards, and if possible social media.

This member shall attend workshops that address making the market more accessible.

Special Events

- Coordinate with the volunteer coordinator, market managers, and rest of the board on upcoming events
- Create a timeline of activities, duties, number of volunteers needed, and supplies for the event
- Expand on current events to bring awareness to the market, i.e. Harvest Fest, National Farmers Market Week
- Research other ideas to keep our events fresh
- Assist with events that promote the farmers market

Branding, Media, Marketing Committee

- Keep the content current on all social media platforms
- Check that all current sponsors are listed ON THE WEBSITE
- Coordinate with other organizations that the market belongs to for free updates
- Assist Market Manager and Board Members in posting information about the market, the vendors, the sponsors, and all other information regarding the market
- Publish a public and a vendor newsletter