

BY-LAWS OF THE
DOWNTOWN TOPEKA FARMERS'
MARKET, INC.

MARCH 2020

Board Members

Richard Britt Chairman

Johnathan Ringel Treasurer Erica Gruebler Secretary

Dan Phifer Board Member Briana Arkenberg Board member

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Market Manager Mary Tyler

Assistant Manager TBD

ARTICLE I:

NAME AND ORGANIZATION

SECTION 1: NAME: The name of this organization shall be the Downtown Topeka Farmers' Market, Inc. hereinafter, the "Market".

SECTION 2: ORGANIZATION: The Downtown Topeka Farmers' Market, Inc. is and will be a state sanctioned not for profit organization. All funds generated shall be used solely for the stated operation of the organization. Expenses for social activities shall be at member's expense and not from the funds of the organization.

ARTICLE II:

OBJECTIVES AND POLICIES

SECTION 1: OBJECTIVES: The objectives of this organization are to provide a location where vendors of fresh produce and homemade/handmade goods can sell directly to consumers, to provide consumers locally produced, high quality fresh produce, and other artisanal products there by encouraging increased production of quality products for local consumption.

SECTION 2: POLICIES: The Downtown Topeka Farmers' Market shall not discriminate against qualified applicants for membership, employment, or directorships, nor shall the Market discriminate against members or consumers on their basis of race, color, creed, gender, national origin, sexual orientation, religion, age, or physical disability in execution of any of its policies.

ARTICLE III:

MEMBERSHIP

SECTION 1: ELIGIBILITY: Anyone who lives within a 100-mile radius of 10th and Topeka Boulevard, Topeka, Kansas is eligible to become a member.

SECTION 2: APPLICATIONS: Applications may be obtained from and shall be submitted to the Market Manager. The Market Manager shall accept or deny the application upon its submission.

SECTION 3: DURATION: Memberships are valid for one Market season only. The time frame begins at the annual meeting and continues through the next annual meeting.

SECTION 4: FEES: The Board of Directors shall determine the annual membership fee and stall fee at its annual meeting.

SECTION 5: REVOCATION: Membership in the Downtown Topeka Farmers' Market, Inc. is not a right and may be revoked by the Market Manager for violation of these by-laws or the Market Handbook. A member may appeal revocation of membership to the Board of Directors in writing no later than seven (7) days after revocation. The Board may call a special meeting to allow the member to present his or her case no later than seven (7) days after the written appeal is received. The Board may affirm or overturn the Market Manager's decision. If the revocation is upheld, the member shall be entitled to a pro rata refund of any prepaid stall fees. The membership fee will be forfeited.

SECTION 6: VENDOR STATUS: A vendor is defined as any member or members of the vendor's immediate family to include spouse, siblings, children, parents or grandparents, offering for sale articles such as fruits, honey, vegetables, edible grains, nuts, berries, plants and flowers and related agricultural products which have been raised, grown, bought or made by the vendor, members of the members family, or by persons in the employment of the vendor. No member shall become a vendor until they have paid their annual membership fee and the applicable stall fee.

SECTION 7: VOTING RIGHTS: All members who participate in at least fifty percent (50%) Market Saturdays during the previous Market season shall be eligible to vote on matters arising at the annual meeting. Participation shall include setting up a stall and selling produce and goods on Saturday mornings or assisting in the operation of the Market by serving as the Market Manager, or Alternate Market Manager. 1 Vote per vendor.

SECTION 8: INSURANCE: The Downtown Topeka Farmers' Market, Inc. provides general liability coverage for the Market. Copies of the Certificate of Insurance are available upon request.

ARTICLE IV:

BOARD OF DIRECTORS

SECTION 1: NUMBER: The number of Directors to constitute the Board of Directors for any given year shall not be less than five (5) and shall not exceed seven (7), not including the General Manager and the Market Manager who shall serve as ex-officio and non-voting members. The Board may also include one (1) non-voting ex-officio member from each of the following groups: The Topeka Chamber of Commerce, the Kansas Department of Agriculture and Downtown Topeka, Inc.

SECTION 2: TERMS: Directors shall be elected for two (2) year terms. Directors may serve no more than two (2) consecutive terms after which they must not be re-elected for at least one (1) year. An Interim Director, as described in Article IV, section 6 of these by-laws, elected to complete an unfulfilled term shall be eligible to be re-elected for two (2) additional two (2) year terms. Terms begin at the annual meeting to the next annual meeting after the election has been held.

SECTION 3: ELIGIBILITY: To be eligible for a Directorship, a current member must have been present in at least fifty (50) percent of the Saturdays which the Market was open the previous season. A Director must be present and participate in at least fifty (50) percent of the Saturdays during his or her Directorship to maintain eligibility. Participation shall mean setting up for sale or assisting in the operation of the Market in general.

SECTION 4: ELECTION: The Membership shall elect new Directors to fill open seats on the Board at the annual meeting. The Manager shall compile a list of all members who attained eligibility during the previous Market season and present the list to the membership at the annual meeting. Nominations may be made by any member and shall be taken by the Manager. The nomination period is open from the time the list is distributed until the election. At the annual meeting, the Manger will distribute a ballot which shall include the name of all nominees. The nominee/s receiving the highest total number of votes cast at the annual meeting shall be elected to Directorship.

SECTION 5: REMOVAL: Directors shall be removed only for cause. Cause may include a Director's failure to be present and participate in at least fifty (50) percent of the Saturdays in the current Market season. A Director shall be removed by a two-thirds (2/3) vote of the Directors then serving. Each Director, including the Director in question, shall receive written notice of the meeting in which such action will be considered postmarked not less than seven (7) days prior to the meeting.

SECTION 6: VACANCIES: In the event of the death, incapacity, resignation, or removal of a Director, the Board of Directors shall elect in Interim Director to complete the unfulfilled term. A list of members eligible for Directorship shall be compiled and presented to the Board by the Manager. The Directors shall make nominations for a Successor Director. The Directors then elected shall vote by written ballot and the nominee receiving the highest vote total will be elected to Directorship. Interim Directors shall serve until the annual meeting where the membership shall elect a Director to fulfill any remaining term.

SECTION 7: DUTIES: The fund raising, strategic planning, and exclusive control of the property and policy of the Downtown Topeka Farmers Market is vested in the Board of Directors.

The Board of Directors shall hire, evaluate, and issue directions to the Market Manager and Assistant Manager. The Market Manager and Assistant Manager shall be employed at the will of the Board of Directors.

The Board of Directors shall fix and determine an annual budget for the Market prior to the annual meeting. The Board of Directors shall retain the power to adjust the budget as necessary throughout the year. The Board of Directors shall retain the power to adjust fees throughout the year to meet Market needs.

The Board of Directors shall have the power to receive gifts, endorsements, bequests, and devises on behalf of the Market and to contract debts, borrow money and property, real, personal, and mixed, which may, from time to time become the property of the Market.

The Board of Directors may authorize any person/s to apply for and receive on behalf of the Market any grants or gifts that may benefit the Market's operation.

In addition, the Board of Directors is responsible for fulfilling other duties granted to it under the Articles of Incorporation, these by-laws or the Market Handbook.

SECTION 8: COMPENSATION: No member of the Board of Directors, or any officer of the Board of Directors, shall receive any salary or compensation for their service for acting in that capacity.

SECTION 9: ANNUAL MEETING/S: The annual meeting shall be defined as a meeting of the Board of Directors held prior to the annual membership meeting. Interim Directors may be elected at this meeting to fill any vacancies on the Board. The Market Manager will also present the Market Handbook to the Board of Directors for review and approval at the annual meeting.

SECTION 10: MEETING/S: The Board of Directors must meet at least twice during the year. One meeting must precede the annual meeting of the membership. The Board Chairperson or a majority of the Board may call meetings of the Board from time to time as necessary throughout the year. Notification of any Board meetings will be provided to all Directors.

SECTION 11: PROCEDURE: All meetings of the Board of Directors shall be governed by Robert's Rules of Order. The Board may vote to suspend the rules at any particular meeting if deemed appropriate and expeditious to do so.

SECTION 12: QUORUM: A simple majority of the Directors then elected and serving shall constitute a quorum for transaction of business.

SECTION 13: VOTING: At all meetings of the Board of Directors, all matters shall be determined by a majority of the Directors present and voting except in matters in which the affirmative number of Directors greater than a majority of those present and voting shall be required by applicable Kansas Statute, or by these by-laws. No Director shall be permitted to vote by proxy.

SECTION 14: INSURANCE: The Market shall provide general liability insurance coverage for the Market. Directors shall be immune from liability pursuant to K.S.A. 60-3601, and amendments thereto as it shall be amended from time to time.

ARTICLE V:

OFFICERS

SECTION 1: PERSONNEL: The Officers of this organization shall consist of a Chairperson, Secretary and Treasurer. All Officers must be Directors.

SECTION 2: ELECTION: Officers shall be elected by the Board of Directors following the annual meeting of the membership.

SECTION 3: CHAIRPERSON: The Chairperson shall preside at all meetings of the Directors and shall have general charge and control over the affairs of the organization under the direction of the Board of Directors. The Chairperson shall keep the Board fully informed and shall freely consult it concerning the business of the corporation. The Chairperson may sign and execute all contracts, checks or other obligations in the name of the organization at the direction of the Board. The Chairperson shall not vote on questions before the Board but may cast a vote to make or break a tie. The Chairperson may if time is of the essence and a meeting may not be called, get approval to act from the Board by telephone.

SECTION 4: TREASURER: The treasurer shall have custody of all the funds of the Market. The treasurer shall prepare the Market's financial statements and advise the Board of Directors as the Market's finances. The Board of Directors may authorize the Market Manager to write checks and two (2) names will be required on the signature card at the bank.

SECTION 5: RECORD KEEPING: The Board of Directors may designate a Director to keep records of meetings.

ARTICLE VI:

MARKET MANAGER

SECTION 1: EMPLOYMENT: The Market Manager will be hired annually by the Board of Directors. The Market Manager will serve as an at will employee of the Market.

SECTION 2: DUTIES: The Market Manager will assist the Board of Directors in drafting, developing and updating the Market Handbook prior to the annual meeting of the membership. The Market Manager shall be responsible for enforcing these by-laws and the Market Handbook. The Market Manager shall provide each member with a copy of these by-laws and the Market Handbook. The Market Manager shall accept or reject membership applications. The Market Manager shall collect membership fees and stall fees.

The Market Manager shall keep records of member's attendance at meetings and on Saturdays during the Market season.

The Market Manager shall prepare a list of those eligible for Directorship and assist the Board of Directors with elections and votes by preparing ballots, counting votes or other actions associated with elections and voting.

In addition, the Market Manager is responsible for performing all other duties assigned in these by-laws, in the Market Handbook or by the Board of Directors.

The Market Manger shall serve as an ex-officio and non-voting Board member. **The Market Manager shall not act as a vendor while serving in official capacity as the Market Manager.**

In addition, the Market Manager shall be responsible for all other duties assigned in these by-laws, in the Market Handbook or by the Board of Directors.

SECTION 3: AUTHORITY: The Market Manager shall have the authority to make decisions for the Market on Saturdays during the Market season. This authority includes, but is not limited to, assigning stalls to vendors and settling disputes, conflicts or problems that may arise. The Market Manager is expected to use this authority in the best interests of the Market.

A decision by the Market Manager that is deemed unacceptable by a vendor may be appealed to the Board of Director in writing no later than seven (7) days following the decision. The Board of Directors may take up the appeal and may call a special meeting of the Board to allow both sides to present their case no later than seven (7) days after receiving the written appeal. The Board may then make a final determination on the matter. Should the Board not choose to take up the appeal the Market Manager's decision will be final.

SECTION 4: COMPENSATION: The Market Manager shall be paid a monthly salary set by the Board of Directors at the beginning of each Market season. The Market Manager shall be paid on a monthly basis beginning on the first Saturday after the annual meeting of the membership.

SECTION 5: ALTERNATE MARKET MANAGER: The Alternate Market Manager will be appointed as needed by the Board of Directors at the annual meeting. The Alternate Market Manager will assume the duties of the Market Manager on Saturdays when the Market Manager is unable to attend the Market and will permanently assume the duties of the Market Manager should the Market Manager resign or become unavailable. The Alternate Market Manager will receive the salary due the Market Manger for

Saturdays when the Alternate Market Manager serves as acting Market Manager.

ARTICLE VII:

ASSISTANT MANAGER

SECTION 1: Employment: Assistant Manager will be hired annually by the Board of Directors. The Assistant Manager will server as an at will employee of the Market.

SECTION 2: DUTIES: The Assistant Manager may be asked by The Market Manager to help with operations of the Market on Saturdays and during the Market season.

SECTION 3: COMPENSATION: The Assistant Manger shall be paid a monthly salary set by the Board of Directors beginning on the first Saturday of the Market.

SECTION 4: POWERS: The Assistant Manager shall serve as an ex-officio and non-voting Board member and shall present information to the Board of Directors at their request.

ARTICLE VIII:

STALLS AND STALL FEES

SECTION 1: STALLS: Stalls may be set up only in designated areas. The Market Manager shall assign a stall to each vendor. No vendor, unless prepaid, shall set up in a stall without receiving a designated stall from the Market Manager. The Market Handbook shall set forth the Market's rules and guidelines concerning the size of a stall, when stalls may be set up, how stalls may be set up, and what can be displayed in a stall.

SECTION 2: STALL FEES: The Board of Directors shall determine the weekly stall fee at its annual meeting. The Board of Directors shall also determine the stall fee of additional stalls purchased by the same member on the same Saturday at its annual meeting. The Board of Directors shall determine prepayment plans at the annual meeting. Fees are due by the annual meeting of the membership or no later than the first time a vendor attends the Market. The Market Manager will collect such fees.

The Market Handbook shall list current stall fees, prices per additional stall/s, and prepayment options and these fees will be reported to the membership at the annual meeting of the membership.

ARTICLE IX:

GOODS FOR SALE

SECTION 1: WHAT MAY BE SOLD: All produce, products and other goods offered for sale must comply with applicable state laws and regulations. The Market Handbook shall set forth the Market's current rules for what products may be sold at the Market.

SECTION 2: HOW PRODUCE, PRODUCTS, AND OTHER GOODS MAY BE SOLD: All sales must comply with applicable state laws and regulations. The Market Handbook shall set forth the Market's current rules and guidelines on how goods should be marketed, quantified, priced, advertised, and sold.

SECTION 3: STATE TAXATION: Each vendor will be individually responsible for assessing appropriate State and local sales tax on the total purchase by each consumer. Collection of Kansas State Sales Tax is the responsibility of each vendor and the Market will not be responsible for such collections. For information on sales tax, members should contact the Kansas Department Revenue, Sales Tax Division.

SECTION 4: HEALTH AND SANITATION REQUIREMENTS: All produce, products, and goods sold at the Market must comply with State laws and regulations relating to health and sanitation. The Market Handbook shall set forth the Market's current rules concerning health and sanitation issues.

ARTICLE X:

SCHEDULE

SECTION 1: MEETING/S: The Board of Directors shall hold an annual meeting at least one month prior to the beginning of the Market season to elect Interim Directors, hire employees, and approve the Market Handbook.

The Board of Directors shall call an annual meeting of the membership approximately one month prior to the beginning of the Market season.

The Board of Directors may call special meetings of the Board or membership from time to time as necessary to discuss the business of the Market.

SECTION 2: MARKET SCHEDULE: The Market Handbook shall set forth the Market's current rules and guidelines concerning the times and dates the Market opens and closes, when vendors shall arrive and set up, and all other schedule information.

ARTICLE XI:

COMPLAINTS AND DISGREEMENTS

SECTION 1: PROCEDURE: Any complaints, disagreements, or concerns arising between vendors or between vendors and consumers should try to be resolved by the parties involved.

If the parties cannot come to satisfactory resolution, the parties may take their complaints, disagreements, or concerns to the Market Manager. By submitting the complaint form listed below. There is a \$25.00. filing fee. This fee is returned to the challenger if the claim is verified. Please submit this form on the Market day or within a week of the Market during which the alleged violation occurred. The Market Manager shall resolve the complaint, disagreement, or problem to the best of their ability. The parties to the complaint shall abide by the Market Manager's ruling.

A decision by the Market Manager that is deemed unacceptable by a vendor may be appealed to the Board of Directors in writing no later than seven (7) days. The Board of Directors may take up the appeal and may call a special meeting of the Board to allow both sides to present their case no later than seven (7) says after receipt of the written appeal. The Board may then make a final determination on the matter. Should the Board not choose to take up the appeal, the Market Manager's decision will be final, and the parties shall abide by the result.

ARTICLE XII:

MARKET HANDBOOK

SECTION 1: ADOPTION: The Board of Directors shall approve the Market Handbook prior to the annual meeting of the membership.

SECTION 2: REQUIREMENTS: The Market Handbook shall include the name and contact information of the Market Manager, Assistant Market Manager and Board of Directors. It should also state which Directors are serving as the Chairperson, Treasurer, and Secretary.

The Market Handbook shall include the Market's Code of Conduct. The Market Handbook shall set forth the annual membership fees. The Market Handbook shall list the stall fee, prices per additional stall/s, and prepayment options. The Market Handbook shall set forth the Market's current rules and guidelines concerning the size of stalls, when stalls may be set up, how stalls may be set up and what can be displayed in the stalls. The Market Handbook shall set forth the Market's current rules for what products may be sold at the Market and shall also set forth current rules and guidelines concerning health and sanitation. The Market Handbook shall set forth the Market's current rules and guidelines concerning the times the Market opens and closes, when vendors should arrive and set up, and all other schedule information.

SECTION 3: ENFORCEMENT: The Market Manager shall enforce the provisions of the Market Handbook.

SECTION 4: VIOLATION/S: Violation/s of the Market Handbook shall be grounds for revocation of membership.

SECTION 5: MARKET HANDBOOK CHANGES: Changes may be made to the Market Handbook throughout the season as deemed appropriate and approved by a majority vote of the Board of Directors.

ARTICLE XIII:

AMENDMENTS TO THE BY-LAWS

Amendments to the by-laws requires a two-step process. First, a proposed amendment must be approved by an affirmative vote of a simple majority of the Directors then elected and serving on the Board of Directors at any regular or special meeting of the Board, provided the proposed amendment be in writing and at least one (1) month notice of such proposed amendment shall have been given in writing to each Director.

Second, the amendment must then be presented and approved by a simple majority of the members eligible to vote at the annual meeting of the membership. This shall mean a simple majority of all eligible members present and voting at the annual membership meeting.