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## Organization and By-Laws

June 2016

### **ARTICLE I – Organizational Name and Status**

The name of this Organization is the “Kittery Community Market”, and may be referred to in these Bylaws as (KCM) or the "Organization."

KCM is incorporated in the state of Maine and will operate as a not-for-profit organization of local farmers, fishermen, artisans, food producers and citizens.

### **ARTICLE II - Purpose**

Section 1: The Kittery Community Market has been formed to provide healthy fresh foods, horticultural products, local prepared foods and local artisans’ works to Kittery, Maine and surrounding areas’ residents and tourists, and to encourage commerce, entertainment, and trade in Kittery, Maine.

This includes:

- Assist local farmers, producers and artisans with sustainable business opportunities.
- Increase health and nutritional options and education.
- Increase local pride and culture and economic development.
- Provide a space for local not-for-profit organizations to connect with the community.
- Provide access to local food choices.
- Involve local students and teachers in the market’s activities.
- Serve as a community gathering place.

Section 2: To achieve its purpose, the Organization shall do the following:

- a. Establish and operate a community market for the purpose of furnishing a venue for sales of local fresh foods and horticultural products.
- b. Work with local farmers, fishermen, food producers, county and state agricultural organizations and agencies and similar organizations to promote the sale of local fresh produce, and horticultural and artistic products.
- c. Organize and/or participate in educational and other activities that promote the use of fresh produce, horticultural products and artisan crafts and art work.

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- d. Organize and/or participate in those activities that, in conjunction with the operation of a community market, will serve to encourage commerce and trade in Kittery, Maine.
- e. Organize and/or participate in those activities that will serve to further the Organization's mission.
- f. Conduct research necessary to further the development of the community market.
- g. Solicit and receive funds, gifts, endowments, donations, devises and bequests.
- h. Lease and/or purchase property necessary to further the mission of the Organization.

Section 3: It is hereby provided that the said purposes are not intended to limit or restrict in any manner the powers or purposes of this organization to any extent permitted by law, nor shall the expression of one thing be deemed to exclude another although it be of like nature.

Section 4: KCM will be organized exclusively for public purposes as a not-for-profit corporation as described in Section 501 (c)(3) of the Internal Revenue Code or any amendments or additions thereto.

Section5: The Organization shall be nonsectarian and nonpartisan.

### **ARTICLE III - Membership**

Section1: Any person interested in and who supports the purpose and objectives of the Organization shall be eligible for membership upon approval of the Board of Directors.

Section 2: The membership of the Organization shall be representative of a broad cross section of the community which it serves, including but not limited to representatives from business, agriculture, government, horticulture, and education.

Section 3: Criteria for membership may be re-defined from time-to-time by the Organization Board of Directors.

Section 4: Members include a Board of Directors, its officers and a vendor member(s) representing farmers; artisans; local food producers; citizens; and sponsors.

Section 5: Members shall meet at least once annually for market discussion and rule changes.

Section 6: The Officers (Chair, Vice Chair, Secretary, and Treasurer) are elected by the Board. Voting is limited to one vote per Board Member.

Section 7: Also at this meeting the Board's Vendor Representative(s) will be elected by the full time vendor members present. Voting is limited to one vote per Vendor Member. Failure to attend the meeting will forfeit the voice of that Vendor Member in the proceeding.

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Section 8: A Vendor Member can be expelled from the Market by the Board of Directors for failure to comply with State or Kittery Community Market Rules and Regulations and By-Laws; expulsion notice will be in writing and with a notice of the right to appeal. The expulsion can be appealed and overturned with a quorum (2/3 Board of Director) vote.

### **ARTICLE IV - Board of Directors**

Section 1: Except as otherwise provided for by law, or these bylaws, the Board of Directors shall exercise the powers of the Organization, conduct its business affairs, and control its property. The Board is also expressly authorized to make appropriate delegations of authority through management agreements.

Section 2: The Board of Directors shall assume responsibility for setting goals of the organization, reviewing and approving the Organization's strategic and operational plans, and evaluating strategic and operational performance. No acquisitions or divestitures shall occur without prior approval of the Board.

Section 3: The Organization Board of Directors shall be composed of a minimum of five (5) members and a maximum of seven (7) including at least one full time Vendor Member.

Section 4: A Board Member will be elected annually for three year terms and may serve consecutive terms and will be eligible for reelection.

Section 5: The Board of Directors shall establish attendance, participation and/or ethical standards, and may from time-to-time amend same, to which Officers and Directors will have to adhere in order to maintain their membership on the board.

Section 6: The Board of Directors may fill an unexpired term of an Officer or Director by a vote of fifty (50%) percent plus one (1) of the Directors in attendance at a meeting at which a quorum is present. This newly elected officer will serve until the Annual Meeting at which time elections will occur. A quorum of the Board of Directors will be constituted with the presence of fifty (50%) percent plus one (1) of the Board positions that are filled at the time of a meeting for which proper notice has been served.

Section 7: The Board shall meet at least once annually for market discussion, rule changes and officer election.

Section 8: Notice of all Board of Directors meetings are to occur by written communication and are to be received no less than seven (7) days prior to the meeting.

Section 9: All decisions regarding the organization and the market will be decided at a Board of Director meeting and all Board Members are expected to participate. Failure to attend three unexcused meetings within a year will result in automatic removal from the Board.

Section 10: Market rules, except Maine Department of Agriculture requirements, can be changed, added or deleted by a quorum at a Board Meeting.

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**ARTICLE V – Officers and Market Manager**

Section 1: The Officers of the Organization shall be the Chairperson, Vice-Chairperson, Treasurer and Secretary.

Section 2: Officers shall serve annual term(s) as elected by the Board.

Section 3: The Chairperson is responsible and shall call and conduct all meetings of the Organization's Board of Directors. The Chairperson will appoint, subject to the approval of the Board of Directors, the chairpersons of all organization committees. The Chairperson or Market Manager, as may be delegated by the Chairperson, shall be the principal spokesperson for the organization and shall represent it at those programs and activities at which the organization is to have representation.

Section 4: The Vice-Chairperson shall preside at meetings upon the absence of the Chairperson and shall assume the duties of the Chairperson upon his/her inability to fulfill the duties of his/her office as determined by the Board of Directors. The Vice-Chairperson shall serve as the Organization's parliamentarian and shall be responsible to the Organization to insure that the Organization's business is conducted in an orderly fashion. Unless otherwise determined, meetings of the Organization shall be conducted in accordance with Robert's Rules of Order.

Section 5: The Treasurer shall be responsible for providing a regular accounting of the Organization moneys and financial transactions. The Treasurer shall be responsible for the prudent management of the Organization moneys and for making the financial transactions necessary to conduct the business of the Organization. Duties include keeping the finances and the checkbook and reporting at least once a year to the Market Manager and Board of Directors. He or she is responsible to collect all dues and other monies received from market operations. The Treasurer also pays out all monies as needed and is responsible for all necessary tax preparations.

Section 6: The Secretary, or as may be combined with the Treasurer, shall be responsible for notifying the members of the Board of Directors of upcoming meetings. The Secretary shall be responsible for recording the actions taken by the Board of Directors at their meetings. The Secretary shall be responsible for distributing correspondence and other information/material as may be necessary to conduct the business of the Organization.

Section 7: Market Manager shall keep the market record (i.e. the applications and licenses of members, the insurance policies, and copies of the Maine statute governing farmers markets). The responsibility of the Manager is to maintain the integrity of the market and carry out the rules of the market, mediate disputes among vendors, or between vendors and customers. She/He is also responsible to take on or delegate vendor recruitment, issuing vendor applications, public/town/state commerce relations, advertising and coordinating events. The Market Manager is responsible for any vendor or farm inspections if deemed necessary. Market Manager is hired by the Board of Directors for a one year term.

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## **ARTICLE VI – Dues/Fees**

Dues and fees will be determined by the Board of Directors on an annual basis.

## **ARTICLE VII - Committees**

Section 1: The Organization Board of Directors may from time-to-time form committees deemed to be necessary to conduct the purpose of the Organization.

Section 2: A person to serve as a Committee Chairperson may be a member of the Board of Directors. Committee Chairperson shall serve as result of an appointment by the Organization Chairperson and approval of the Board of Directors.

Section 3: Persons interested in serving as a member of an Organization Committee shall be eligible to serve upon meeting the membership requirements found in ARTICLE III of these bylaws. It is not necessary for such persons to be a member of the Board of Directors.

## **ARTICLE VIII - Staff Services**

The Board of Directors may from time-to-time engage an individual or organization to provide staff services to the Organization. The Board will provide those so engaged with a scope of work, reasonable compensation, and periodic (not to be less frequent than once every twelve (12) months) evaluation of the efforts to accomplish the scope of work.

## **ARTICLE IX - Finances**

Section 1: The Organization shall use its funds only to accomplish the purpose and objectives specified in these bylaws, and no part of said funds shall inure to the benefit of, nor be distributed to the members of the Organization.

Section 2: The Organization shall have a fiscal year beginning January 1, and ending December 31 of each calendar year. The Board of Directors shall vote on an annual operating budget.

Section 3: All moneys received by the Organization shall be deposited to the credit of the Organization in such financial institution or institutions as may be designated by the Board of Directors.

Section 4: The solicitation of funds shall not be authorized without prior approval of the Board of Directors.

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Section 5: No obligation of expenses shall be incurred and no money appropriated without prior approval of the Board of Directors.

Section 6: Upon approval of an annual budget, the Treasurer or other persons as authorized by the Board of Directors shall have the authority to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

Section 7: Disbursements shall be made by check signed by the Treasurer and/or the Market Manager. Expenditures of \$500.00 or more shall require two signatures, that of the Treasurer and Market Manager/or other Officer of the Board.

Section 8: The Board of Directors may from time-to-time cause an audit to be conducted of the Organization's books and accounts. Such audits are to be conducted by a certified public accountant, and upon its completion, the audit report shall be presented to the Board of Directors.

### **ARTICLE X - Dissolution**

Upon dissolution of the Organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization as selected by the Board of Directors.

### **ARTICLE XI - Indemnification**

Each elected or appointed Director or Officer of the Organization shall be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or the settlement of any proceeding to which he/she may be a party or may be involved by reason of his/her being or having been a Director or Officer of the Organization, whether or not he/she is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

### **ARTICLE XII – Organization Seal**

The Board of Directors may provide for an Organization Seal in such a form and with such inscription as it shall determine provided such seal shall always contain the words "Organization" and "Not-for-Profit."

### **ARTICLE XIII - Amendments**

These bylaws may be amended, altered, repealed or adopted by a 2/3rd vote of the Board of Directors at a meeting for which proper notice has been provided.

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