

BY-LAWS OF FARMERS' MARKET AT SANDPOINT, INC.

ARTICLE I NAME The name of the corporation shall be Farmers' Market at Sandpoint, Inc., a nonprofit Corporation organized by citizens of Bonner County.

ARTICLE II OBJECT The object of this corporation shall be to provide for the management and promotion of the Farmers' Market at Sandpoint and for the mutual benefit of its members; to provide a forum from which regional growers and makers can offer their product to the public; to educate the public about agricultural products and concerns; to study the needs of the members and promote the general welfare of the corporation; and to do all things legally necessary and proper to the conduct and furtherance of the business of the Farmers' Market at Sandpoint.

ARTICLE III GOVERNMENT The government and the management of the funds, properties, and affairs of the corporation shall be vested in the Farm membership.

ARTICLE IV

SECTION 1 MEMBERSHIP There shall be three classes as follows: a. Farm Members: persons who have paid annual dues, sold a minimum of 80% farm product, sold a minimum of two (2) times during the season, and been active with one or more committees of the Farmers' Market at Sandpoint. b. Fine Craft and Food Members: persons whose amount of annual fine craft or food sales exceeds 20% of gross sales. A Fine Craft and Food Member will not be required to serve on a committee. c. Honorary Members: persons who have rendered notable service to the Farmers' Market at Sandpoint, Inc., to agricultural interests in general or who may, by unanimous vote of the members present at any regular duly called meeting, be elected to honorary membership. Honorary members shall pay no dues and may not vote.

SECTION 2 EXPULSION Members who do not abide by the By-Laws and Rules and Regulations of the Farmers' Market at Sandpoint shall be subject to disciplinary action as defined by the Rules and Regulations. A member may be expelled by a majority vote of the board of directors during any regularly scheduled or duly called meeting.

ARTICLE V DUES The annual dues of the members of this corporation shall be determined by a majority vote of the Farm members present at the annual meeting of the corporation. Dues are payable at the time of approval of membership. Upon payment of dues, an applicant is considered a member in good standing until the start of the next year's market season. The dollar amount of the dues is specified in the Rules and Regulations of the Market.

ARTICLE VI

SECTION 1 ANNUAL MEETING There shall be an annual meeting of the corporation for the purpose of electing officers and board members, receiving annual reports, reviewing Market rules and regulations, and conducting regularly scheduled business. Notice shall be given at least ten (10) days but not more than fifty (50) days before the annual meeting.

SECTION 2 VOTING The annual meeting shall be open to all members, but only Farm members in good standing will be eligible to vote. A family or partnership, which has paid for one membership, may cast only one vote. Proxies will not be recognized at any meeting of the corporation. A simple majority vote will decide all actions.

SECTION 3 QUORUM One-tenth (1/10) of the Farm membership shall constitute a quorum.

SECTION 4 MEMBERSHIP MEETING The president or a board of directors majority has the right to call a membership meeting. The requirements of Section 1, 2 and 3 regarding notification, voting, and quorum shall apply to all membership meetings.

SECTION 5 BOARD MEETING The board of directors of the corporation may, at the discretion of the president or a board of directors majority, meet for the purpose of conducting regular business, hearing grievances and petitions, and discussing disciplinary matters.

ARTICLE VII

SECTION 1 MEETING PROTOCOL The order of business shall be as follows: 1. Call to order 2. Secretary's report 3. Treasurer's report 4. Committee reports 5. Unfinished business 6. New business 7. Executive Session

SECTION 2 MODIFICATIONS TO MEETING PROTOCOL The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules shall govern all debates, when not in conflict with these By-Laws.

ARTICLE VIII

SECTION 1 ANNUAL ELECTIONS At the annual meeting of the Corporation, the Board of Directors shall be elected by a hand or paper ballot for a term of one year.

SECTION 2 BOARD OF DIRECTORS The Board of Directors shall not exceed twelve (12) people and will be comprised of a president, a vice-president, a secretary, a treasurer, up to seven (7) additional Farm Board Members, up to one (1) Community Board Member, and up to one (1) additional board member representing Fine Craft and Food Members.

SECTION 3 REPRESENTATION Farm board members must be Farm members and shall be elected by the Farm Membership at the annual meeting. A Fine Craft and Food board member must be a fine craft and food member and shall be elected by the Fine Craft and Food Membership at the annual meeting. A family or partnership which has paid for one membership may hold only one board position. A community board member may be a market member or a member of the community who is not a vendor at the market.

ARTICLE IX

SECTION 1 OFFICERS Officers shall be comprised of Farm Members and shall be elected by the Farm Membership at the annual meeting.

SECTION 2 PRESIDENT The president shall be the executive officer of the corporation and shall preside at membership and board meetings. He or she shall meet and work with other officers, board members, and persons outside the Farmers Market to address obligations and issues affecting the market; shall retain information and pertinent forms and files; and shall work with the board and officers to delegate work involved.

SECTION 3 VICE-PRESIDENT In case of absence of the president, or his or her inability to act, the vice-president shall be designated by the board to temporarily perform the duties of the president's office.

SECTION 4 SECRETARY The secretary shall keep a record of the proceedings of the Corporation; shall conduct or delegate all correspondence; shall carry into execution all order, votes, and resolutions not otherwise committed; and shall keep a list of all members of the Corporation.

SECTION 5 TREASURER The treasurer shall keep an account of all monies received and extended for the use of the corporation and shall make disbursements authorized by the Board. All sums received shall be deposited in such banks approved by the Board. The treasurer shall

make an annual report at the annual meeting or when called upon by the board. Funds may only be drawn upon with two signatures. Those eligible to sign checks are determined by the board of directors.

ARTICLE X MARKET MANAGER.

SECTION 1 A market manager shall be hired by the board to represent the corporation.

SECTION 2 It shall be the responsibility of the market manager that all members read and abide by the By-Laws and Rules and Regulations of the Market.

ARTICLE XI STANDING COMMITTEES The president shall appoint such committees, as the corporation deems necessary.

ARTICLE XII RULES AND REGULATIONS OF THE MARKET The Rules and Regulations shall govern the routine operation of the Farmers' Market at Sandpoint. They may be reviewed and, if necessary, modified by a majority vote of the membership at any duly called and regular meeting. They are incorporated, by reference, into these By-Laws, as Attachment One. The board shall have the right to address situations not specifically covered in the By-Laws or Rules and Regulations.