

Danville Farmers Market Bylaws

Article I: Legal Authority

Danville Farmers Market is chartered as a nonprofit corporation under and by virtue of the laws of the State of Illinois. In accordance with Internal Revenue Code of 1986 Section 501(c)(3), the purpose of this corporation is limited to educational and public, not-for-profit activities.

Article II: Name and Location

Section 1: Official Name – Danville Farmers Market

Section 2: Location - The principal office of the corporation and its registered agent shall be located in Danville Illinois, in Vermilion County. This designation may be changed from time to time only by official action of the Board of Directors with the filing of an appropriate certification with the State of Illinois Secretary of State.

Article III: Purpose

Section 1: Mission - To support local producers of agricultural products, food products and crafts by providing a retail environment for their products and to encourage small food and non-food sellers to start and grow their business through market participation. The Danville Farmers Market goal is to educate the public about the many local food and non-food products available through the market vendors, as well as provide a fun, educational, family oriented environment at every market which will contribute to an overall healthier and happier community.

Section 2: Restrictions – No activity of the corporation shall support political campaigns on behalf of any candidate for public office; restrict membership on the basis of race, religion, gender or nationality; or do anything to disqualify its tax-exempt status pursuant to Code Section 501(c)(3) of the United States Internal Revenue Code.

Article IV: Membership

Section 1: Eligibility – Any business that has filed all necessary paperwork with the Danville Farmers, has acquired any necessary license with Vermilion County and the State of Illinois and is following all the Danville Farmers Market Guidelines, have their dues in a currently paid up status, and in every way be considered a member-in-good standing as defined by the Board of Directors is eligible for membership in the Market.

Section 2: Membership Fees – Membership shall be for a period of one year (January 1st-December 31st of each year) Categories of membership and their respective fees shall be established by the Board of Director's on an annual basis.

Section 3: Voting Privileges – Each business that has satisfied the requirements of Section 1 above, shall have one vote on motions presented at the Annual General Meeting and at special meetings of the Corporation. This shall be one vote per business not per individual, it is up to each business to designate a person that will cast a vote for their business.

Article V: Board of Directors

Section 1: Governance – The business, property and programs of this corporation shall be managed and controlled by a Board of Directors consisting of not less than Five and not more than Seven Directors. At least Five of these Directors shall be elected from eligible members of the Danville Farmers Market Organization. An eligible member would be defined as an individual that is associated with an eligible business of the Market as defined in Section IV. It is also recommended that at least one and not more than two Directors be elected from “Outside the Market Vendors.” These would be individuals from the local community who have an interest in the Danville Farmers Market but are not vendors in the market. If Directors from “Outside the Market” cannot be found to serve, then Seven Directors can certainly be elected from eligible members.

Section 2: Election of The Board – Election of the Board of Directors shall occur at the annual meeting of the Corporation and its members that is held each year. Any eligible business may nominate an individual or individuals for the Board of Directors. There would be two types of Directors nominated: those who are members of the organization and those who are individuals from “Outside the Market” The President of the meeting would call for nominations for Board Members at which time members would be allowed to make nominations. Once the nomination process is complete, the members would then vote to elect the Board of Directors. If there are more individuals nominated than there are seats on the Board of Directors, then the vote shall be by paper ballot with those members with the highest number of votes being elected.

Section 3: Terms of Office – All Directors elected at the Annual Meeting shall serve a term of two years. Elections will be held every two years beginning in 2024 and continuing thereafter. There are no term limits for Directors.

Section 4: Vacancies – Vacancies shall include both vacated and unfilled seats on the Board of Directors. Vacancies which occur on the Board shall be filled by the Board of Directors upon recommendation of the Chair for the remaining, unexpired term of an absent Director or an unfilled seat. Such appointments commence on that date and end at the next annual meeting at which time members may nominate an individual to fill the vacancy.

Section 5: Ex Officio Board Members – Others may be appointed by action of the Board to serve as advisors, managers or participants in special activities and serve as a nonvoting, ex officio member of the Board of Directors. Any such appointment is up to the Board of Directors and the length of time of such appointment is also up to the discretion of the Board of Directors.

Section 6: Committees – The Board of Directors may establish committees as needed, and appoint eligible members to such committees as they see fit. The purpose of any committee will be clearly defined to the members of such committee.

Section 7: Attendance Rule – Each Director is expected to attend all regular meetings of the Board all special meetings and Annual meetings of the Corporation.

Section 8: Compensation – Directors shall be volunteers and shall receive no compensation for their services.

Section 9: Commitment and Ethics Rule – Each Director must maintain a high commitment to the stated mission and goals of the Danville Farmers Market and exhibit the highest ethical standards in the conduct of business for the Danville Farmers Market.

Article VI: Meetings

Section 1: Annual Meeting – An Annual Meeting of the corporation and its members shall be held each year. The meeting date and place will be determined by the Board of Directors.

Section 2: Meetings & Notice – As a minimum, regular meetings of the Board of Directors shall be held at least quarterly according to a schedule announced by the Board Chair at the annual meeting. Any other meetings during the year can be called by the Board Chair or by a majority of the Board of Directors. An email notice of the meeting time and place shall be sent out to all eligible members of the Danville Farmers Market at least 24 hours prior to the meeting. Any member is allowed to attend the meeting.

Section 3: Quorum Voting – A simple majority of Directors being present shall constitute a quorum for the conduct of business, with a simple majority required for action on motions. Proxy votes shall not be permitted.

Section 4: Rules of Order – Robert’s Rules of Order (current edition) shall be followed in all meetings of the corporations and it’s committees unless otherwise modified herein by these bylaws.

Article VII: Officers

Section 1: Officers – Officers of the Corporation shall include a Board Chair, a Vice Chair, a Secretary and a Treasurer. All such officers shall be elected from among the voting members of the Board of Directors. No individual shall concurrently hold more than one office. The term of an officer shall be for two years. The officers will be elected at the Annual General Meeting after the Board as a whole has been elected. Nominations for officers can be made by any eligible business at the meeting, those nominated must be one of the Board Members that has been elected. Once the nomination process for the officers is complete, a vote will be taken for each office. The person with the highest vote total for each office shall be declared the winner.

Section 2: Duties of Board Chair – The Chair shall preside at all meetings of the Board of Directors, appoint committee members as needed, exercise general oversight of corporate business and perform such other duties as may from time to time be assigned by the Board of Directors.

Section 3: Duties of Vice Chair – Upon absence of the Chair, the Vice Chair shall perform the duties of the Board Chair and such other duties as may be assigned by the Board of Directors.

Section 4: Duties of the Secretary – The Secretary shall record the minutes of all meetings of the Board of Directors as well as the Annual Meeting, shall also maintain records of any committee meetings and provide safekeeping of all official contracts and documents of the Corporation.

Section 5: Duties of the Treasurer – The Treasurer shall be responsible for the financial records of the Corporation. A written financial report shall be given to the Board at their Quarterly Meeting using acceptable accounting practices.

VIII: Finance

Section 1: Fiscal Year – The Corporation’s fiscal year shall commence on January 1st and end on December 31st of each calendar year.

Section 2: Funds and Property – All funds and property held by the Corporation are maintained in trust for the purposes authorized in its charter and only in accordance with its official mission and goals.

Section 3: Records and Reports – Finances of the Corporation shall be maintained in accordance with generally accepted accounting principles and its records shall be kept in such a manner as to facilitate the preparation of quarterly financial reports for the Board of Directors and the membership. All books and records of the Danville Farmers Market may be inspected by any proper person at any reasonable time.

Section 4: Gifts Contributions & Fees – The Board may accept on behalf of the Market any contribution, gift bequest, devise of any property whatsoever, any fees, for the general and special charitable purposes of the Market.

Section 5: Deposits - All funds of the Market shall be deposited to the credit of the Market at such bank, trust company or other depository that the Board may select.

Section 6: Checks, Drafts, Orders for Payment – All checks, drafts, orders for payment, notes or other evidence of indebtedness issued in the name of the Market shall be signed by such officer or officer agent or agents of the Market and in such a manner that the Board shall determine.

Section 7: Liability of Directors – The Directors of this Corporation shall not be personally liable for its debts, liabilities, or other obligations.

VIII: Corporate Seal

Section 1: The Board of Directors shall provide a Corporate Seal as needed.

X: Amendments

Section 1: Power to Amend – The Bylaws of the Danville Farmers Market may be amended, repealed or added to, or new Bylaws may be adopted by 2/3 vote of all eligible members present.

Section 2: Amendments – If an amendment is to be voted on by the members, notice of the amendment shall be made known to the members at least ten days prior to the vote.

XI: Dissolution of the Corporation

Section 1: Dissolution Rule – Following an affirmative vote in favor by 2/3 of the Corporation membership voting, the Board of Directors shall call a special meeting for the sole purpose to voluntarily dissolve this Corporation. At that time all assets and funds after all liabilities and obligations have been paid, along with all minutes and records, shall be promptly transferred into the custody of an appropriate organization or agency designated by the Board of Directors. In this event, every attempt will be made to satisfy the Corporation's original mission.