

FARMERS AND CRAFTS MARKET OF LAS CRUCES, INC.



MISSION STATEMENT

The FCMLC promotes and supports local farmers and crafters in a thriving world-class market.

BYLAWS

Adopted December 18, 2017

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37 **BYLAWS**

38 **FARMERS AND CRAFTS MARKET OF LAS CRUCES, INC.**

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40 **ARTICLE I: NAME**

41 The name of the New Mexico non-profit Corporation is the Farmers and Crafts Market of Las
42 Cruces, Inc. (FCMLC). In order to maintain its Federal tax exempt status FCMLC shall engage
43 primarily in activities that accomplish one or more of its tax-exempt purposes.
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45 **ARTICLE II: GOVERNING STATEMENT**

46 The Board of Directors of the Farmers and Crafts Market of Las Cruces is committed to the
47 Principles of Governance and the Performance Standards established therein. Using these
48 principles and standards, the Board of Directors will exercise its authority, control, and direction
49 over the organization on behalf of the membership.
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51 **ARTICLE III: DEFINITIONS**

52 Ad Hoc Committee: A committee, usually temporary, created by and serving at the will of the
53 Board to address a specific task or assignment.

54 Bylaws: A document governing the working processes of FCMLC Board.

55 Block Coordinators: Vendors who exemplify the rules of the corporation and maintain order
56 within a block.

57 Board of Directors: Elected governing body representing FCMLC; also referred to as “the
58 Board.”

59 Board Consultant: A non-voting person of the Board whose expertise and experience may
60 enhance the goals of FCMLC; usually in a temporary advisory position.

61 Board Member: Elected vendor member or Board-appointed community member to serve on the
62 Board.

63 Board Officers: A Board Member who is elected to serve as Chair, Vice-Chair, Secretary, or
64 Treasurer.

65 FCMLC: Farmers and Crafts Market of Las Cruces, Inc.

66 FCMLC Member: Voting member in good standing in the corporation.

67 Market: The event on Wednesdays and Saturdays in downtown Las Cruces, NM.

68 Member: Dues paying vendor in good standing with FCMLC.

Moral Turpitude: Refers to "conduct that is considered contrary to community standards of justice, honesty or good morals."

Organizational Policies: Board-approved documents detailing organizational functions including Framework, Board Self Governance, Operations, and Advocacy.

Vendor Policies & Procedures (P & Ps): Board-approved document which defines the rules and regulations of the Market and the vendors.

Vendor: A person who sells a product or service at the Market.

ARTICLE IV: FCMLC MEMBERS

- A. FCMLC welcomes and admits for Membership people to all rights, privileges, programs and activities available to Members as specified in the P & Ps. FCMLC does not discriminate on the basis of race, color, national or ethnic origin, age, gender identity, sexual orientation, ancestry, and or disability in the administration of any of its policies or programs.

ARTICLE V: BOARD MEETINGS

Section 1. Regular Meeting

- A. The Board shall convene at least once a month. The time and place of the Regular Meeting shall be advertised at least one week prior to the meeting.
- B. The Chair, in consultation with the Board, shall prepare an agenda. The agenda shall be distributed at least one week prior to the scheduled Regular Meeting. Agenda items may be added, deleted or changed at the meeting.
- C. Regular Meetings shall be open to all Members and other interested individuals. The Chair may grant the privilege of the floor to observers at his or her discretion.

Section 2. Closed Session

- A. The Board reserves the right to meet in Closed Session at any time.
- B. A Closed Session may be called by the Chair or a majority of the Board. Notice of time and place of all Closed Sessions shall be given to each Board Member by telephone or e-mail at least 48 hours prior to the meeting.
- C. A Closed Session shall be reserved only for discussing sensitive matters such as personnel, legal, or contractual matters.

- 100 D. If a sensitive subject should arise during a Regular Meeting it will be tabled. A Closed
101 Session will be called to discuss the subject.
- 102 E. Closed Sessions shall have in attendance the Board and any other persons who are
103 specifically asked to attend the session by the Chair or a majority of the Board.
- 104 F. Business conducted during a Closed Session is confidential and known only to the Board
105 Members present. Participating Board Members shall not divulge the proceedings of a
106 Closed Session and can be punished under a disciplinary provision if they violate the
107 confidentiality. Anyone who is not a Board Member, but is allowed to stay during the
108 Closed Session, is honor-bound not to divulge what happened in the Closed Session.
- 109 G. Minutes of a Closed Session are read and approved only in a Closed Session.
- 110 H. General information regarding the results of a Closed Session will be announced at the
111 next Board Meeting. The Secretary will record this information in the minutes.
- 112 I. Any Board member not present at the previous Closed Session, must step out of the room
113 during the reading and approval of the minutes.

114 Section 3. Special Meeting

- 115 A. A Special Meeting may be called by the Chair or by a majority of Board Members.
- 116 B. Notice of the time and place of all Special Meetings shall be given to each Board
117 Member by telephone or e-mail at least 48 hours prior to the meeting.
- 118 C. Members can only discuss the business that was stated in the notification.
- 119 D. If other emergency business is transacted for which no notification was given, the Board
120 may ratify that business at a Regular Meeting or at another Special Meeting.
- 121 E. Proceedings and discussions can be discussed with Board members not present at the
122 meeting.

123 Section 4. Annual Meeting

124 The annual FCMLC Membership meeting shall take place during the first week in December
125 at a time and location designated by the Board. At this meeting, the Members present shall
126 receive reports on the activities of the organization and determine the direction for the
127 coming year.

128 Section 5. Emergency Action

In an emergency, the Chair may poll by email only the full Board to secure authorization for a given course of action due to a Corporation or Market matter requiring immediate attention and/or action.

Section 6. Presumption of Assent

Any Board Member who is present at a Board meeting during which action is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting or the Board Member files his or her written dissent with the Secretary prior to the next regularly scheduled meeting. The right to dissent shall not apply to a Board Member who has voted in favor of the action. Once a vote is taken and approved the entire Board must support the decision.

Section 7. Quorum.

A. At all Board meetings, the presence in person of a majority of members shall constitute a quorum for the transaction of business. Only Board Members may vote at any Board meeting. Proxies shall not be valid for voting.

B. In the absence of a quorum, a minority of Board Members may adjourn any Board meeting, without notice other than announcement at the meeting, until a quorum shall be present. A minority of Board Members may not transact any business, except the filling of vacancies on the Board if there are not sufficient Board Members to constitute a quorum as provided by these Bylaws.

Section 8. Robert's Rules of Order

The rules contained in the current edition of "Robert's Rules of Order" shall generally govern the FCMLC in all cases to which they are applicable and in which they are consistent with these Bylaws and any special rules of order the FCMLC may adopt.

ARTICLE VI: ELECTION FOR BOARD OF DIRECTORS

Elections shall take place on an annual basis in accordance with the approved Elections Policy.

ARTICLE VII: BOARD OF DIRECTORS

The Board helps set the tone for the Market. Actions of the Board shall be for the benefit and longevity of the Market, and not for the benefit of an individual or group.

Section 1. General Responsibilities and Duties

The Board shall oversee the continuing operation of the Market as an asset to the community and the City of Las Cruces. The responsibilities of the Board shall include, but not be limited to, making policy, acting on personnel matters, establishing fees, and promoting the Market.

To carry out the responsibilities listed above, the duties of the Board include:

- A. Setting Market policy.
- B. Directing the Chair to enter into all legal agreements and/or contracts.
- C. The hiring, termination, and determining compensation of the Market Manager and other staff.
- D. Corporate Authority. Individual Board Members only have authority to act when the Board is convened in regular, closed, or special session. The line of authority over day-to-day operations is Block Coordinator, then Market Manager, and finally the Board. In most cases, the Market Manager is charged with the responsibility for properly conveying the decisions and action of the Board to the Vendors.
- E. The Board shall procure, protect, maintain, and manage the property and equipment of the FCMLC. Such authority will flow from the Board to the Market Manager and Block Coordinators.
- F. Overseeing the general financial operation of the Market.
- G. Acquiring debt should it be deemed prudent.
- H. Reserving the right to dismiss any personnel or Member with due cause.
- I. Approving Market and Vendor Policies and Procedures.
- J. Annually reading, understanding, and signing a copy of the Board of Directors Code of Conduct.

Section 2. Eligibility

- A. Elected Board Members shall be Members in good standing, no previous violations, and be elected by the fellow Members. The Market Manager and Block Coordinators shall not serve as Board Members.
- B. A Board Consultant may be appointed to the Board when it is determined that their experience and expertise will enhance the FCMLC goals.
- C. A Board Consultant shall not have voting privileges.

Section 3. Number of Members

The Board shall consist of seven (7) voting members. The makeup shall consist of no fewer than four (4) elected vendors and no more than three (3) appointed community members.

Section 4. Tenure

The term of a Board member shall be three (3) years. Board Members shall serve no more than two consecutive 3-year terms. A former Board Member may serve one (1) more term after an absence of three (3) years.

Section 5. Compensation

The Board Members shall serve as volunteers without compensation.

Section 6. Officers

The Board shall annually elect Officers from among the Board Members by a majority vote. The Officers shall include Chair, Vice-Chair, Secretary, and Treasurer. Each Officer shall have a job description approved by the Board. Board elections shall be held at the next regularly scheduled Board meeting after the Annual Membership meeting.

Section 7. Board Vacancy

A. A vacancy on the Board shall be deemed to exist in the case of a Board Member's expiration of term, resignation before expiration of the term, death, or removal from the Board.

B. The Board shall appoint a member to fill the vacancy until the next election.

Section 8. Resignation

A. Any Board Member may tender his/her resignation in a written and signed letter to the Secretary who shall immediately inform the Chair or acting Chair.

B. The resignation shall be effective upon receipt by the Secretary.

C. If a Board Member chooses to resign in person, they must resign at the beginning of a Board Meeting.

D. If the resignation is by an Officer, the Board shall elect a replacement from the remaining Board Members at the next scheduled Board meeting after acceptance of the resignation.

E. Board Members who have resigned may choose to run again after a period of 2 years.

Section 9. Dismissal

A. After due consideration, any Board Member may be dismissed from the Board on the occurrence of any of the following events:

1. Declared of unsound mind by a filed order of the Court.

2. Convicted of a felony or misdemeanor.
 3. Deemed or charged with Moral Turpitude.
 4. Failed to attend at least three (3) consecutive Board meetings without notice or good cause as determined by the Board. When additional absences with good cause exceed this amount, the Board shall be notified 24 hours prior to the next meeting in writing or by electronic notification.
- B. Dismissal shall be concluded by at least a two-thirds vote of the Board.
- C. In view of the serious nature of a Board Member's involuntary removal from office, every effort shall be made by all parties to show discretion, compassion, and forbearance. Dismissal from the Board shall be a matter of "last resort." Any unpleasantness surrounding such action shall be dealt with quickly and consider the dignity and personal privacy of the individual in question.
- D. Dismissed Board Member shall not be eligible to return to the Board.

ARTICLE VIII. COMMITTEES

- A. There shall be four (4) standing committees which shall be accountable, subject to the control and direction of the Board: Operations, Marketing and Public Relations, Quality Control, and Finance. Each committee shall be governed by Committee Descriptions. Liaisons to the committees will be appointed from within the Board by the Board. Chairs for the respective Committees shall be chosen by the members who serve on them.
- B. All Members shall be eligible to serve on standing committees.
- C. All Committee Members shall serve as volunteers without compensation.
- D. All Committees are required to maintain records and provide written reports. Records and reports shall be submitted to the Secretary at the next regular Board Meeting.
- E. The Board may appoint additional Committees, as deemed necessary.
- F. The Board may establish Ad Hoc Committees made up of Board Members and other interested individuals to deal with specific issues in the Market. Upon completion of its assigned task and presentation of its final report, such Ad Hoc Committee shall dissolve.

ARTICLE IX: INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, or Employee of the Corporation against all

expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE X: STAFF AND AGENTS

Staff and agents shall be hired by the Board. Their responsibilities are to be defined in job descriptions approved by the Board.

ARTICLE XI: CONFLICT OF INTEREST

Whenever a Board Member or Officer has a financial or personal interest (other than being a Vendor) or a potential conflict of interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest, and b) withdraw from discussion,

lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board Members determines that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XII: MISCELLANEOUS

Section 1. Account Books, Minutes, Corporate Notebook,

The Board shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and Committees. All books and records, unless otherwise noted, are open and available for inspection.

Section 2. Professional Associations

FCMLC shall maintain Memberships in professional associations as deemed necessary.

Section 3. Fundraising Activities.

The Board, in conjunction with any fiscal agent, shall oversee and approve all fundraising activities, including submitting and receiving both private and public grants.

Section 4. Severability

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

ARTICLE XIII: AMENDING THE BYLAWS

The Board shall have the authority to alter, amend, change, adopt, or repeal these By-Laws as necessary through a simple majority vote of the FCMLC Members in good standing present at any regular FCMLC board meeting or any special meeting called for that purpose.

A. Proposed amendments to the Bylaws shall be provided to the Members as soon as practical and at least thirty (30) days prior to voting.

B. Membership review, comments, and questions of the proposed amendments shall be sent to the Board.

C. The Board shall review any comments and/or suggestions submitted by the Membership.

D. The Board shall approve the amendments by a simple majority vote.

E. Once a final draft has been created and approved by the Board, it will be made available to the Membership in writing.

317 F. An affirmative vote on these proposed amendments shall be by a simple majority of
318 FCMLC voting members present.

319 G. The revised Bylaws will become effective on the first day following their adoption and
320 on such effective date will supersede the By-Laws previously in effect.

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322 **ARTICLE XIV: DISSOLUTION**

323 In the event of dissolution, the residual assets of the organization will be turned over to one or
324 more organizations which themselves are exempt as organizations described in Section
325 501(C)(6) and 170(C)(2) of the Internal Revenue code of 1986 or corresponding sections of any
326 prior or future Internal Revenue Code, or to the Federal, State, or Local government for
327 exclusive public purpose.

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BYLAWS

Farmers and Crafts Market of Las Cruces, Inc.

These Bylaws of the Farmers and Crafts Market of Las Cruces, Inc. are hereby adopted by a majority vote of the Market.

Adopted this __18th __day of _December, 2017

Chair: _____

Brenda Mosley

Secretary: _____

Karin Bradshaw