

BYLAWS OF THE SEQUIM OPEN AIRE MARKET
October 2008

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ARTICLE I

Name

The name of the corporation is the SEQUIM OPEN AIRE MARKET.

ARTICLE II

Purpose

The purpose of the SEQUIM OPEN AIRE MARKET is:

- a. To promote the production and marketing of locally grown farm products, fine art, and handcrafted products;
- b. To support sustainable agriculture on the Olympic Peninsula;
- c. To support farming and fine art opportunities for youth; and
- d. To educate the public on community services.

ARTICLE III

Limitations

The corporation is a nonprofit corporation and no part of the net earnings of the corporation shall go to the benefit of, or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation; notwithstanding any purposes set forth in this Article II, and notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or a corresponding provision of any future United States Internal Revenue Law.

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ARTICLE IV

Membership

Any individual who agrees to abide by the rules of the corporation and who pays annual dues as established by the Corporation may be a member.

ARTICLE V

Participation

Participation in the Sequim Open Aire Market is at the discretion of the Board's appraisal jury committee.

ARTICLE VI

Offices

The principal office of the corporation shall be considered to be located at the business address of the Board President, or other address as the Board determines.

ARTICLE VII

Board of Directors

Section 1 General Powers.

A Board of Directors, which shall have all corporate powers allowed, governs the SEQUIM OPEN AIRE MARKET by Washington law. The Directors may adopt such rules and regulations for the conduct of their meetings and the governance of the corporation, as they may deem proper, not inconsistent with these Bylaws.

Section 2 Directors.

The Board of Directors shall consist of at least five (5) but not more than seventeen (17) members. Strong vendor representation on the Board is required. The vote of the majority of Directors shall be sufficient to elect a Director. Each member of the Board of Directors shall be entitled to one vote.

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Directors shall hold office for a term of one year, unless resigned or removed earlier. The number of one-year terms which a Director may serve shall not be limited.

A. – PRESIDENT

The President shall be the principle executive officer of the Corporation, subject to the Board and shall supervise and operate the affairs of the Corporation:

- a. Establish Board meeting agenda and communicate it to the Board;
- b. Serve as the official community contact. The President is the official speaker of the Board and will represent the Board and reports those policies decided by the Board; and
- c. Responsible for establishment and designation of chairmanship of committees.

The President shall be vested with the authority to make executive decisions, utilizing her/his best judgment and in keeping with the best interests of the Market, without the immediate approval of the Board in the event a need arises and there is insufficient time to contact a majority of the Board. The President shall provide notification of the decision in a timely fashion.

B. – VICE-PRESIDENT

The Vice-President, in the event of death, disability or absence, by notice, of the President, shall have the duties and authority normally vested in the President of the Corporation.

C. – SECRETARY

The Secretary shall keep a record of all meetings of the Board of Directors and general membership meetings, and perform other duties as the President and the Board of Directors may prescribe:

- a. Keep minutes of Board meetings;
- b. Prepare and issue Board-directed correspondence;
- c. Maintain files of official documents and legal records; and
- d. Check mail box regularly and distribute mail accordingly.

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D. – TREASURER

The Treasurer shall be responsible for all Corporation money, supervising the financial affairs of the Corporation, and performing such other duties as the President and the Board of Directors may prescribe:

- a. Oversee maintenance of all financial records;
- b. Oversee preparation and submission of all legal, tax and licensing documents;
- c. Present financial statement for each Board meeting;
- d. Present year end report for the Board;
- e. Coordinate and manage all Board-approved expenditures;
- f. Serve as cosigner on Market accounts;
- g. Make deposits as necessary; and
- h. Audit Market Manager's weekly market tally sheet and collected fees.

Section 3 Quorums

- a. A quorum should be a majority of the Board Members.
- b. The primary decision-making process will be by majority vote.
- c. Votes may be taken via email, when appropriate, on items which have been previously discussed but left unsolved at a regular Board meeting.

Section 4 Duties

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, by these Bylaws or by a resolution.
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix compensation, if any, of all officers, agents and employees of the corporation.
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.

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- d. Attend at least 75% of all regular Board meetings (SEE Article VII, Section 9 Presence Through Communication Equipment).

Section 5 Compensation

Directors shall serve without compensation. However, Directors may be reimbursed for any reasonable expenses incurred in the performance of their duties.

Should the Board wish to hire out a professional service such as a graphic design project, web site hosting, etc. a bid system will be used to award the work to interested Members first. Notice of the project and its requirements will be posted to all Members; those wishing to bid on the project may do so and the Board of Directors will choose from among any submitted bids.

Section 6 General Meetings

The Corporation shall hold an annual general meeting open to all members and vendors. The date should be established two weeks prior to the meeting with notification to all members. Other meetings may be called at the discretion of the Board.

Section 7 Regular Meetings

Regular meetings of the Board of Directors may be held at such places and at such times as the Directors may determine. Regularly scheduled meetings require no notice.

Section 8 Special Meetings

Special meetings of the Directors may be held at any time and at any place when called by the Board President, or a majority of Directors, provided that reasonable attempts are made to notify all Directors by telephone.

Section 9 Presence Through Communications Equipment

Unless otherwise provided for by Washington law or Articles of Incorporation, Directors may participate in a Board meeting by means of a conference telephone or similar communications equipment by means of which all persons

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participating in the meeting can hear each other at the same time. Participation in this manner shall constitute presence in person at the meeting.

Section 10 Committees

The Board of Directors may elect or appoint one or more committees, such as compensation committee, audit committee or executive committee, and may delegate to any such committee or committees any and all powers that the law permits to be delegated to a committee. Non-board or non-vendors may serve on a committee but not to exceed two (2) non-board or non-vendors on a committee and they are not to hold the chairmanship of that committee. The members of any committee shall remain in office at the pleasure of the Directors. The Board of Directors may provide a meeting and reporting schedule for such committees.

Section 11 Vacancies

A Director may resign at any time, by written notice. Any resignation shall take effect at the time specified in the notification, without the necessity of acceptance by the Board. When it is determined to be in the best interest of the SEQUIM OPEN AIRE MARKET, the Board of Directors, by a majority vote, may remove any Director, with or without cause. Lack of attendance at Board meetings provides cause for removal. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy will be elected for the unexpired term of his or her predecessor in office.

A Director may take emergency leave from the Board of Directors for up to six months for medical or family reasons. If the Director is unable to regularly attend meetings after six months, he or she will be removed from the Board but will retain the opportunity to re-join at a later date.

Section 12 Non-Liability of Directors, Indemnification

The Directors shall not be personally liable for the debts, liabilities or other obligations of the SEQUIM OPEN AIRE MARKET. In addition, the SEQUIM OPEN AIRE MARKET to the fullest extent permissible shall indemnify the Directors by Washington State law.

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ARTICLE VIII

Financial

Section 1 Banking

All funds and money of the corporation shall be deposited, handled and disbursed, and all bills, notes, checks and like obligations and endorsements, for deposit or collection, shall be signed by the Treasurer or such officers as the Board of Directors shall from time to time designate. Any officer or person performing said functions shall account therefore to the Treasurer as and when the Treasurer may require. All money, funds, bills, notes, checks and other negotiable instrument coming to the corporation shall be collected and promptly deposited in the name of the corporation in such depositories as the Board shall select.

The President shall have the authority to approve expenditures of up to \$200 for incidental items without prior consent of the Board of Directors.

Section 2 – Audit

An external audit should be conducted by a qualified individual. That individual will have no affiliation with the Sequim Open Aire Market.

Section 3 – Fiscal Year

The fiscal year of the corporation shall be November 1 through October 31.

ARTICE IX

Dissolution

If dissolution of this organization becomes necessary, a two-thirds vote of the total voting membership shall decide dissolution, and the board of directors shall dispose of all assets.

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ARTICLE X

Amendment of Bylaws

Subject to any provision of Washington law applicable to amendment of Bylaws of nonprofit corporations, the Board of Directors may alter, amend or repeal in whole or in part, any of these Bylaws, by a majority vote at any meeting properly convened, the notice of which meeting included a statement of the proposed amendment or alteration.

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