

By-Laws
Davenport Freight House
Farmers' Market Advisory Committee
Executive Board

Organization:

The Davenport Freight House Farmers' Market Advisory Committee Executive Board, working in conjunction with the Davenport Levee Improvement Commission, will represent the interests of the market vendor/*businesses* (hereafter referred to as the members) and will promote the riverfront farmers' market as a community destination.

Section 1. Executive Board

- A. The affairs of this committee shall be managed by an Executive Board of twelve (12) persons. The Executive Board will be voluntary and receive no compensation.

- B. The Executive Board directors shall consist of six (6) market vendors (market membership being described as a market lessee of at least two consecutive months in good standing) and six (6) ad hoc members, to include the following:
 - 1. Levee Improvement Commissioner
 - 2. Downtown Davenport Partnership member
 - 3. Freight House ownership/designee
 - 4. At-Large (adjacent business owner)
 - 5. At-Large
 - 6. At-Large.

- C. Each member in good standing will receive a ballot by mail by the Nominating Committee for candidates for the executive board. Each member in good standing will have one nominating vote. Ballots will be returned to the Nominating Committee who will present the candidates for election at the annual meeting to be held in January. Successful candidates will be chosen by 51% of the members present at the annual meeting. Each member in good standing will be entitled to one vote. All ballots will be secret. The two At-Large positions will be filled by appointment by the Executive Board.

For those who will not be available to attend the annual meeting, an absentee ballot may be requested from the Nominating Committee once the nominations have been received and the voting ballot must be received within a timeframe determined by them prior to the annual meeting and held for the general election.

The Nominating Committee will contact the ad hoc members, consisting of the Levee Improvement Commission, Downtown Davenport Partnership, and Freight House owner/designee for a representative. One adjacent business owner will be selected by the Nominating Committee to serve on the Executive Board.

- D. The term for each director will be two (2) years on a staggered basis.
- E. Three (3) directors shall be elected at each annual meeting to serve a two-year term of office or until replaced. The first election will provide for three (3) one-year terms and three (3) two-year terms to begin the rotation. Each may be re-elected at the expiration of their terms.
- F. The outgoing Chairman shall be automatically presented by the Nominating Committee to serve a two-year (2) term on the Executive Board. In the event the immediate past Chairman chooses not to serve, one (1) director shall be appointed to serve a two-year (2) term in his/her place.
- G. Board vacancies shall be filled by a majority vote of the market members from a roster of qualified persons to hold office for the remainder of the vacated term. In the event one of the appointed positions is vacated, the Executive Board will appoint an applicant for the remainder of that term.
- H. Meetings of the Executive Board may be held at such time and place as may be directed by no fewer than seven (7) directors, and who shall give notice of at least 24 hours to each director prior to such meeting.
- I. A quorum shall be comprised of a minimum of nine (9) directors present.
- J. A director may be removed from office upon a two-thirds vote of the members.

Section 2. Officers

- A. The Chairman, Vice-Chairman, Secretary, and Treasurer must be members of the executive board, and shall be elected at each annual meeting, and shall serve terms of one (1) year, but may be re-elected at the expiration of their terms in office, by the Executive Board.
- B. The Chairman shall not serve for more than two (2) consecutive terms. He/she may, however, serve again upon election, provided that one or more years have elapsed since his/her last term as Chairman.
- C. Duties of the officers:
 - 1. The Chairman shall preside at the meetings of the executive board.

2. The Vice-Chairman shall also be the Parliamentarian, and shall preside at meetings in the absence of the Chairman and assume any responsibilities delegated to him/her by the Chairman.
3. The Secretary shall keep accurate minutes of the meetings, send out notices and information as shall be requested by the organization, and carry out such duties as regularly belong to the Secretary of such organization.
4. The Treasurer shall keep the books of the organization, collect fees from the membership, receive donations, make disbursements, and carry out such duties as regularly belong to a Treasurer and as defined in the organization's Policies and Procedures.

Section 3. Committees

- A. The Chairman shall appoint a Nominating Committee comprised of at least three (3) market members prior to the annual meeting. The Nominating Committee shall submit a list of nominees for directors at the annual meeting.
- B. The Freight House Farmers' Market Advisory Committee shall have four (4) standing committees:
 1. Market set-up and clean-up
 2. Quality assurance
 3. Marketing
 4. Programming
- C. The Chairman may appoint, with approval by the Executive Board, such other special committees that may be deemed necessary or desirable.

Section 4. Parliamentary Authority

The Davenport Freight House Farmers' Market Advisory Committee Executive Board shall operate under Robert's Rules of Order.

Section 5. Amendments

These by-laws may be amended, or new amendments added, by a three-quarter super majority vote of the market members present and in good standing upon ten (10) days notice by the Executive Board.

Section 6. Dissolution

Upon dissolution of this organization, assets shall be distributed equally among those members in good standing within the current market year after all outstanding warrants have been satisfied.

Ratified: , 2008