

### Article 1. Organization

This organization shall be known as The Sunday Artisan Market (TSAM).

### Article 2. Purpose

- A. To provide a market setting for artists and crafters to sell their hand-made arts and crafts within the city of Ann Arbor, Michigan, and to grow in their mediums.
- B. To engage in cultural, civic, educational, charitable, and other activities in this community to further the interests of this organization both directly and indirectly.

### Article 3. Membership

- A. Any artist or crafter may apply for membership.
- B. Members are those artists and crafters who have been approved by the application process and have attended the market as a vendor.
- C. Voting members of this organization are the Annual Vendors who have attended a minimum of five (5) times in the calendar year. There is one vote per approved application.
  1. Members that are current with their payments can vote.
- D. Membership benefits may include:
  1. Regular Newsletter
  2. Networking and Mentoring Opportunities
  3. Self-governance of The Market
  4. Marketing & Advertising of The Market

### Article 4. Board of Directors and Executive Board

- A. The Board of Directors shall consist of between five (5) and nine (9) members, four (4) of whom comprise the Executive Board.
  1. Board Members are elected by the membership. Each year approximately one-half (1/2) of board positions will be up for election. Board Members are seated by:
    - Normal or special elections, as outlined in Article 7.
    - Board appointment, as outlined in Article 6.
  2. All Board Members shall be limited to serving not more than three consecutive terms, unless positions remain open.
  3. All Board Members must attend at least 70% of all Board meetings.
  4. No board member will be compensated, monetarily or otherwise, for serving on the board.
- B. The Executive Board of this organization shall consist of President, Vice-President, Treasurer, and Secretary. The Executive Board has the power to run and maintain the business of the organization.
  1. The Executive Board is elected by the Board.
  2. Executive Board terms are for one year.
  3. All members of the Executive Board will have signatory power on organization documents with the exception of banking processes. The President and Treasurer have signatory power for banking documentation.
  4. Board members not on the Executive Board must chair committees when needed to distribute the workload of the organization.

### Article 5. Duties of the Executive Board

A. President - It is the duty of the President to oversee all market functions and to preside at all meetings of the organization.

The President's duties include:

1. Enforce the bylaws of this organization and see that all other Executive Board and Board Members are performing their respective duties.
2. Appoint a Board representative to each standing committee if no one has volunteered.
3. Sign official documents and checks on bank accounts (along with the Treasurer).
4. Create Agendas for meetings or designate another executive board member for this duty.
5. Call a special meeting of the organization at the request of four (4) or more Vendors, when such a request states the objective of the meeting.
6. Call a special meeting of the Board at the request of a majority of Board Members when such a request states the objective of the meeting.
7. Call a special meeting of the Board or Executive Board for any reason deemed necessary to the operation of the organization.

B. Vice President - It is the duty of the Vice President to preside over market business in the absence of the president or as directed by the president or the board. The Vice President will perform other duties and render assistance as directed by the President.

C. Secretary - It is the duty of the Secretary to attend Executive Board, Board, and general Vendor meetings and to keep minutes of the proceedings. The minutes shall be kept in a form prescribed by the Executive Board. The Secretary's duties are as follows:

1. Take the minutes of all Board and general Vendor meetings. This task can be designated to another individual.
2. Provide copies of the minutes by email to all Vendors. A paper copy of the current year's minutes will be available from the Market Manager each Sunday.
3. Make certain all updates, adopted resolutions and minutes are uploaded and stored digitally at a location designated by the board.
4. If the Secretary is absent or if the position is vacant, the President will appoint a Board member or other market affiliate (agreed upon by a majority of Board members) as to act as Secretary. A non-Board Member acting as secretary will not have Board voting privileges.

D. Treasurer - The Treasurer will perform all duties dictated by this organization, these bylaws, and in general, perform all the duties as may be necessary and assigned by the Executive Board. The Treasurer's duties are as follows:

1. Keep itemized records showing the source of all monies received and spent, and provide receipts of same.
2. Be the first signatory on all official financial documents and all checks drawn on bank accounts, and perform such other duties as the bylaws or the law may require.
3. Make a report at each Board meeting, giving the financial standing of the organization, including the assets and liabilities of the organization.
4. In conjunction with the President, have the authority to disburse or order disbursement of monies necessary to pay the bills, obligations, and indebtedness of the organization.
5. Deposit all monies received from any and all sources into the organization's bank account not less than twice a month. This process may be designated with checks and balances kept intact. The Executive Board shall designate the bank of depository.
6. Produce any records, books, and documents at the request of the Board of this organization, allowing them full and free access to conduct an examination of financial status.
7. Call, by the authority vested in these Bylaws, a special meeting, of the Executive Board or if necessary the General Membership if, in the Treasurer's opinion, the records, books,

8. and documents of the organization are not in balance or show irregularities. This right of the Treasurer will not be abridged.

### Article 6. Power and Duties of the Board

- A. The Board shall have full power to transact all business and direct the affairs of the organization between general **Vendor** meetings, except as provided by the Executive Board in these bylaws.
- B. The Board shall have the power to make any change in the rules and regulations consistent with these bylaws to conduct the affairs of the organization.
- C. The Board may fill, by appointment, vacancies in elective offices, which occur during the term of such office for the remainder of that term. An appointed Board member may be removed from the Board by a majority vote of Board members. An elected Board member may be removed from the Board by a majority of votes from annual vendors.
- D. As to all matters requiring action by the Board between scheduled meetings, a board member may initiate action thru email, virtual conference or telephone contact. Such action so taken by the majority of the Members of the Board shall constitute action of the Board as though it were during a Board meeting, as long as all Board Members have the opportunity to vote. Any action taken will be documented and incorporated into the following meeting's minutes.
- E. The Board may as necessary establish committees, including but not limited to:
  1. Election Committee are documented in Article 7
  2. Marketing/Advertising Committee **finds** feasible marketing and media outlets to promote the Market.
  3. The Application Committee juries incoming applications while upholding the standards of diversity, quality and balance. **This committee** is made up of a variety of vendors with diverse medium backgrounds.
  4. The Special Events Committee **plans** and executes special events at The Market to encourage community interest and involvement.
  5. The Social Media Committee maintains a consistent presence for the Market on a variety of social media platforms to ensure community awareness.

### Article 7. Nominations and Elections

- A. An Election Committee shall be appointed by the President and approved by the Executive Board in August. A vendor wishing to run for the Board must be an Annual vendor who has vended at the market at least five (5) times in the current market season. They must notify the Election Committee or Board of their interest in serving on the Board by the first Sunday in September. The Election Committee or Board must provide the eligible membership with a complete list of candidates running for office, along with their bios, when ballots are distributed.
- B. Ballots and bios will be distributed via email with paper ballots available at the market upon request to all voting Vendors of the organization by the last Sunday in September.
  1. Ballots must be returned by the second Sunday in October.
  2. The Committee will count the ballots and report the results to the Executive Board.
  3. The results of the vote will then be communicated by the Board to the membership at large.
  4. In case of a tie vote, a run-off election will be held between the tied candidates.
  5. Election results are determined by a majority of votes.
- C. Installation of the new Board shall take place at the end of the last board meeting of the season. Incoming and outgoing board members will work together, following the election, through the end of the season, training and mentoring in preparation of the transition. Once board members are installed, they have board voting privileges..

- D. The old board tenure ends at the last meeting of the current year, the new board begins with the first meeting of the following year.
- E. Board terms are for a two-year time period, on a staggered election format.
- F. Special elections may be held to fill vacancies not filled during the normal election process.

### Article 8. Meetings

- A. General Vendor meetings may be held throughout the year.
  - 1. Any vendor may suggest a topic for the meeting by submitting it in writing or via email to any board member or the market manager.
  - 2. For the general Vendor meetings, a Board members must be in attendance.
- B. Board meetings will typically be held on a monthly basis with the date, time and venue to be determined by the current Board members.
  - 1. Guests may speak at the board meeting. Comments limited to five minutes per speaker.
  - 2. Executive Board meetings shall be held whenever any executive officer of the organization deems it necessary. Executive meetings are exclusive to executive board members.

### Article 9. Amendments and Revisions

- A. Proposed amendments to these bylaws shall be submitted to the board in writing or via email upon initiation by either a petition signed by twenty (20) percent of the annual membership or by resolution of the Executive Board. The board may appoint a Bylaws Committee for periodic and routine review and revision of the bylaws.
- B. The proposed amendments will be sent by email to all Vendors. Paper copies of the revisions will be provided upon request. Vendors will have the opportunity to comment on the proposed revisions in writing or via email to the Board and/or Bylaws Committee. If warranted, a general Vendor meeting may be called to allow for group discussion.
- C. Voting Vendors will have the opportunity to vote by secret ballot via email or by a secure Internet survey mechanism. The period for voting will be no than fourteen (14) days. Vendors may obtain a paper ballot if needed from the Market Manager. All deadlines and processes also apply to paper ballots. The Election Committee chair or Board designee will keep a record of all those who have voted. At the end of the voting period, the votes will be counted by the Election Committee or two (2) board designees and reported to the Board. Adoption will require approval by 2/3 of those voting.
- D. If the above procedures are followed in order to make changes in these bylaws, and the membership takes no active interest either for or against such change, the Board shall vote to accept or reject the proposal by vote of the majority of the Board.
- E. Vendors shall receive notice of election results within fourteen (14) days.
- F. Revisions such as typographical errors will be approved by the board.

### Article 10. Not-For-Profit Limitations

- A. This organization does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the earnings of this organization shall be used to benefit, or be distributable to its Board, Members, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further its purposes as provided by the law.
- B. No part of the organization shall be devoted to attempts to influence legislation. This organization shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

## Bylaws

- C. If this organization shall be dissolved, assets shall be distributed in the following order:
1. All liabilities of the organization shall be paid.
  2. Annual vendors, and daily vendors who have prepaid, will receive a pro-rated refund, determined by the number of market days remaining in the season at the time of dissolution.
  3. Any remaining funds shall be distributed to a local non-profit organization as determined by the Board.