

**LITHIA ARTISANS MARKET OF ASHLAND
BY-LAWS**

Article I – Office and Fiscal Year.

Section 1 – Principal Office.

The principal office of Lithia Artisans Market of Ashland (LAMA) shall be in the state of Oregon, county of Jackson, city of Ashland.

Section 2 – Registered Office.

The address of the registered office of LAMA is PO Box 3585, Ashland, OR 97520. The Market may have other offices as the Board of Directors may designate.

Section 3 – Fiscal year.

The fiscal year of the Market for accounting purposes shall be the period of January 1 through December 31.

Article II – The Purpose.

LAMA is incorporated to create venues for individual artists and crafters to promote and sell their products directly to the public. The Market will provide educational experience and entertainment for the general public, the hobbyist, the professional artist and the artisans. It shall provide information resources of all kinds in terms of fine art and craft.

Article III – Membership.

Section 1 – Membership.

Membership shall be open to any part-time or full-time artisan who produces items of unique quality and has been juried in by the Jury Committee.

Section 2 – Term of Membership.

The term of membership for all members shall be for one year. The Market Manager shall maintain a current list of members which shall be available to all members at reasonable times.

Section 3 – Membership Privileges and Conditions.

All members shall receive the Market Handbook and Newsletter, as well as any general mailings. All members may apply for the programs or benefits for which Market members are eligible,

unless otherwise specified by the Board. All members are eligible to attend Market programs at membership rates.

Section 4 – Membership Dues and Fees.

Members must be current with membership dues to remain a member. Failure to pay dues and fees within thirty (30) days of the due date shall make that membership subject to cancellation at the discretion of the Board of Directors.

Section 5 – Responsibilities of Members.

Members represent the Market to the public and individual conduct during Market activities must represent the organization in a favorable and professional manner. Market participants must be knowledgeable of rules, guidelines and procedures and must be in compliance with them at all times.

Section 6 – Termination of Membership for Cause.

Any member may be suspended or expelled for just cause including but not limited to, failure to abide by Market rules as set forth in the handbook, pernicious or unprofessional behavior, or behavior determined detrimental to the Market. Before any member is suspended or expelled, written notice of the charge against him/her, and of the time and place of the meeting of the Board of Directors of which the same is to be considered, shall be mailed to the member's last known address at least fifteen (15) days before the meeting. The member shall be given the opportunity to appear before the Board and present information. A probationary period may be prescribed at the discretion of the Board of Directors. All decisions are effective immediately.

Section 7 – Recommendations by Members.

A rule or regulation recommended by the members shall be considered by the Board of Directors at its next regular meeting. The Board of Directors may, by resolution, adopt the recommended measure as modified by the Board, or reject the recommended measure. A recommended measure adopted by the Board of Directors shall be effective immediately unless the effective date thereof is otherwise stated in the adopted resolutions. All members shall be notified of any such adopted recommendations in writing and such adopted recommendations shall be included in the Handbook by amendment. This section shall not operate as a limitation upon the Board of Directors to initiate such measures.

Article IV – Meetings and Member Voting.

Section 1 – Annual Meeting.

The annual meeting of the members of the Market shall be held at a time and place designated by the Board of Directors. This date may be changed by a majority vote of the Board.

Section 2 – Regular and Special Meetings.

The Board of Directors shall establish a schedule of general membership meetings. It shall have the authority to select time and place of such meetings. Special meetings of the members may be called by the President, the Board of Directors or by not less than one-fifth (1/5) of the voting members of the Market. All general meetings shall be open to the public.

Section 3 – Board Meetings.

Board meetings shall be held at such time and place as the Board of Directors may determine.

Section 4 – Voting.

All members are entitled to cast one vote per membership and proxy votes are permitted. Major issues as determined by the Board of Directors shall be brought to the membership for discussion. Members shall receive the proposal in writing prior to the meeting at which the proposal will be voted on and ballots may be mailed via email or US mail as determined by the Board.

Section 5 – Quorum

Those members participating at an annual or special meeting constitute a quorum that is sufficient for the meeting to proceed on minor or administrative issues. However, any voting rights or actions taken pursuant to Section 4 above shall require an affirmative vote of a majority of the total LAMA membership to be effective. The election of Board members shall be elected by majority of voting members at the annual meeting.

Article V – Board of Directors.

Section 1 – General Powers.

The lawful business of the Market shall be managed by its Board of Directors. The directors shall in all cases act as a Board, and may by majority vote adopt such rules and regulations for the conduct of their meetings and management of the Market and execution of its purposes as they may deem proper, not inconsistent with the by-laws, the Article of Incorporation, and the laws of the State of Oregon. This shall include the setting of dues and fees for its memberships and the authority to hire and/or terminate employment of a Market Manager or employees as

provided for in Article VIII. A majority of the Board of Directors shall also have the authority to amend the LAMA Bylaws in a manner that is consistent with LAMA's goals and intentions and permitted under Oregon law.

Section 2 – Qualifications.

Anyone who has been a member of the market for one year shall be deemed qualified for election to the Board. The Board may waive this requirement, if deemed in the Board's interest, by a majority vote.

Section 3 – Numbers.

The elected board shall be composed of seven (7) members. The elected Board at its discretion may appoint up to two (2) additional voting members.

Section 4 – Term of Office of Directors.

The full term of office shall be two (2) years. A Board member may be re-elected without limitation of the number of terms served. The members shall elect Board Members at a special meeting called for said purpose by the Board. Unless otherwise determined, the election meeting shall take place annually. Any board member who is unable to perform the duties of office or misses regular meetings without sufficient cause, may be replaced by a member appointed by the Board of Directors to serve until the next election.

Section 5 – Vacancies.

Vacancies on the Board of Directors shall be filled by appointment of all the remaining Directors. The terms of such appointment shall in no case extend beyond the date of the next scheduled election. At that time, a Board member will be elected to fulfill the remaining term of the vacant seat.

Section 6 – Indemnification.

The Board of Directors may require bonds or insurance as needed for its Officers or Market activities.

Section 7 – Monies.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Market shall be authorized by the board of directors and signed by the Treasurer or other designee.

Section 5 – Contributions.

The Board of Directors may accept on behalf of the Market any contributions, bequests, or devise for the general purpose or for any special purpose for the Market.

Section 6 – Compensation.

No compensation shall be paid to the Directors for their services, but by resolution of the Board of Directors, a fixed sum of expenses shall be authorized. The Market Manager shall be compensated for management duties as distinct from Board service.

Section 7 – Resignation of Directors.

A Director may resign at any time by delivering a written resignation to the President and the resignation becomes effective upon acceptance by the Board of Directors.

Section 8 – Removal of Directors.

A Director may be removed for cause, after receiving written notice, by majority vote by all the Board of Directors, except that Director under consideration of removal; or by a majority vote of those members in attendance at a special meeting of the membership called for the purpose of removing a Director. Removal of Directors shall be in accordance with the laws of the State of Oregon.

Section 9 – Attendance.

Any director who, without reasonable excuse, fails to attend three (3) meetings of the Board of Directors in any twelve (12) month period may be subject to removal for cause. Any member, upon approval of the Board of Directors may take a sabbatical of up to nine (9) months for reasonable cause.

Section 10- Committees.

The Board of Directors may designate committees from among its members as considered necessary for the Market to fulfill its purpose.

Section 11 – Annual Report.

The Board of Directors shall provide the members with an annual report that shall include a summary of its actions and financial position for the previous year in writing. Said report shall be available at the annual membership meeting.

Article VI – Election of the Board of Directors.

Section 1 – Nomination.

A nomination committee consisting of two board members will develop and present a slate of board members for nomination and election at the annual meeting. Interested members can put themselves forward and volunteer to run for the board election before the annual meeting.

Section 2 – Election.

Board members shall be elected by majority of voting members at the annual meeting.

Article VII– Duties of the Board Officers.

The board of directors will elect all officers of Lithia Artisans Market of Ashland by majority of the board of directors.

Section 1 - President.

The President shall:

- Preside over meetings
- Call all meetings of the Board of Directors and preside at same.
- Appoint chairs of all special committees in the absence of volunteers.
- Exercise general supervision over all affairs of the Market.
- Sign all legal documents required for Market activities.
- Perform such other duties as may be prescribed by the Board.

Section 2 - Vice President.

The Vice President shall:

- In the absence or disability of the President, shall perform the duties of the President.
- Perform such other duties as may be prescribed by the Board.

Section 3 - Secretary.

The Secretary shall:

- Record all business transacted at each general meeting of the membership and at all Board meetings.
- Have custody of all current records including membership roster, legal papers of the market, contracts, correspondence, and such other pertinent documents.
- Prepare and mail all notices required by law in the matter of special meetings and business matters, as directed by the President.
- Perform such other duties as may be prescribed by the Board.

Section 4 - **Treasurer.**

The Treasurer shall:

- Sign all checks, drafts, or orders for the payment of monies for indebtedness of the Market, or appoint a designee to perform said tasks.
- Submit a proposed budget to the Board of Directors by February to be reviewed by the Board and the Market Manager before introducing it to the members for discussion and approval at the annual meeting.
- Prepare financial reports for general meetings and for Board meetings, as needed.
- Perform such other duties as may be prescribed by the Board.

Article VIII – Market Manager/Additional Employees

The Board of Directors by a majority vote of all Directors present shall have the authority to hire a Market Manager to manage day to day operations of LAMA and to hire other employees as may be necessary as determined by the Board. The Board shall establish compensation for the positions and scope of responsibilities as well as having the authority to terminate the Market Manager and /or employees at any time in accordance with applicable Oregon law. The Board of Directors will assign one LAMA officer to supervise the Market Manager to ensure that all job responsibilities are being met and to provide a point of interaction between the Board and Market Manager.

CODE OF ETHICS AND STANDARDS FOR BOARD MEMBERS

As a member of the board I will:

- Represent the interest of all members of the Lithia Artisans Market of Ashland (LAMA).
- Not use the LAMA, or my service on this board, for my own personal advantage, or for the advantage of my friends or business partners.
- Keep confidential information confidential.
- Approach all board issues with an open mind, prepared to make the best decision for the Market.
- Do nothing to violate the trust of those who elected me or those I serve.
- Never exercise authority as a board member except when acting in a meeting or when a situation at the Marketplace warrants intervention by a board member.
- I have a copy of the by-laws and have read them.

Signed: _____

Date: _____

Responsibilities of the board of the Lithia Artisans Market of Ashland (LAMA)

The responsibilities of the board are to:

- Ensure the successful operation of LAMA in accordance with the requirements of the Department of Parks and Recreation.
- Meet the needs of the membership of the LAMA.
- Set policies to ensure that LAMA is run effectively, legally and ethically.
- Hire, supervise and evaluate a Market Manager who is responsible for implementing these policies and overseeing the market in accordance with them.
- Ensure adequate finances and that the money is being spent responsibly on the behalf of the members.
- Establish a plan for the long-term goals of the Market.

Duties of a Board Member:

- To regularly attend meetings and show commitment to the Board's activities.
- To be well informed on issues, especially Market Policies.
- To contribute skills, knowledge and experience when appropriate.
- To listen respectfully to other points of view.
- To participate in decision making.
- To participate willing outside of the meeting tasks.

Composition of present Board:

