

NAPMM BY-LAWS

As amended 1962, 1970, 1972, 1976, 1977, 1988, 2003, 2004, 2006, 2011, 2015, 2017

ARTICLE I

The name of this Association shall be the National Association of Produce Market Managers, and its principal place of business shall be in a city and place designated by the Board of Directors. The Board of Directors is hereby authorized to establish offices wherever it may deem advisable.

ARTICLE II: Objectives and Purposes

NAPMM's mission is to provide resources, leadership development, and networking opportunities for permanent retail, wholesale, and public market professionals to encourage their success and vitality on a local, regional and national level.

NAPMM's vision is to be the premier resource for information, education, leadership development, and networking opportunities for retail, wholesale, and public markets focusing on raising the profile and value of markets on a local, regional and national level.

NAPMM promotes education, research, and the exchange of information amongst members through a member-driven organization composed primarily of market managers as well as their strategic and supporting partners.

ARTICLE III: Membership

Section 1. The Association shall be a membership organization with no capital stock and no dividends or pecuniary profit of any character shall insure to the benefit of any member. All market managers and all persons interested in accomplishing the purposes of this Association shall be eligible for membership.

Section 2. There shall be five classes of membership in this Association:

a. Executive Membership - Any person actively engaged in the management or supervision of a produce market or markets shall be eligible for Executive Membership upon approval of the "Executive Committee".

b. Retired Executive Membership - Any person who has been an Executive Member for at least three (3) consecutive years, and has retired from market management, shall be eligible for Retired Executive Membership upon approval of the "Executive Committee". Retired Executive Members shall be entitled to the same privileges as any Executive Member, but may not hold office of President, First Vice President or Second Vice President.

c. Associate Membership - Any individual or firm engaged in work which promotes the objectives of this Association is eligible to Associate Membership upon approval of the "Executive Committee". An Associate Member shall be eligible to membership on all committees, including committee chairmanship, and on the Board of Directors, but may not hold office, except Secretary, Treasurer or Secretary-Treasurer if combined, in this Association.

d. Commercial Partnership - Any individual or firm which provides goods and services to member markets.

e. Honorary Membership - Honorary Membership may be conferred by the Board of Directors, as a mark of respect or distinction, upon persons who have rendered eminent service in the field of marketing, or to this Association.

Section 3. Any member may be expelled by the Board of Directors upon the Board's finding that he does not possess the requirements for membership, or who shall be adjudged by the Board to have violated the Constitution or By-Laws of the Association, or who, in the opinion of the Board, has been guilty of conduct prejudicial to the Association.

ARTICLE IV: Dues

The annual dues for membership shall be fixed on a uniform basis for each class of membership, for the ensuing year, by the Board of Directors meeting at the start of the annual convention; and shall then be approved by a majority vote of the Executive Members present and in good standing at the annual convention of the Association. Honorary Members shall be exempt from payment of dues.

ARTICLE V: Conventions and Meetings

There shall be an annual convention of all members of this Association at such time and place as shall be determined by the Board of Directors. Special meetings shall be called by the President or Secretary, upon written request of a majority of the Board of Directors, or upon written request of ten (10) percent or more of the Executive Members. Voting shall be limited to Executive and Retired Executive Membership only and all business coming before the convention shall be disposed of by majority vote.

ARTICLE VI: Board of Directors

A Board of Directors consisting of not more than fifteen (15) and not less than nine (9) members shall be elected from among the Executive and Retired Executive Membership, except that not more than two (2) of these may be chosen from the Associate Membership, by a majority vote of Executive and Retired Executive Members in good standing present at the annual convention.

The term of Director shall be three (3) years. A director must attend all scheduled Director's meetings. The Board of Directors can declare a vacancy in the event of non-attendance. Following the expiration of the term of the original Board, the Directors shall be elected as follows: one-third for a period of one (1) year, one-third for a period of two (2) years, and one-third for a period of three (3) years, so that each year thereafter only one-third of the Directors are elected for a term of three (3) years. A Director may not hold office for more than two (2) consecutive terms excluding any partial term to which he was appointed to fill a vacancy. A Vice President may be elected to a third term as a Director to allow him to be elected to the Presidency. All Directors shall hold office until their successors are elected and qualified.

Full management and control of the business and property of the Association shall be vested in said Board of Directors, except that during intervals between meetings of the Board of Directors such management and control shall be exercised by the Executive Committee.

Special meetings of the Board of Directors may be called by the President at any time, upon fifteen (15) days written notice, including notice of the business to be considered, to each member of the Board.

The Board of Directors may transact business by mail, conference calls, and electronic media. Under such circumstances, a majority vote of all the Directors shall control.

A majority of the Directors shall constitute a quorum for the transaction of business.

ARTICLE VII: Officers

The officers of the Association shall consist of a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may deem advisable. The office of Secretary may be combined with that of Treasurer, if the Board of Directors so elects. The President and Vice Presidents shall be chosen by the Board of Directors from members of the Board. These officers shall serve without salary for such period as elected or until their successors have been elected or appointed. Their election as officers shall not constitute the creation of vacancies of the Board.

The Secretary, and the Treasurer, or the Secretary-Treasurer (if combined), need not be chosen from members of the Board of Directors, and shall receive such compensation and serve for such periods of time as the Board may determine.

ARTICLE VIII: Duties of Officers

Section 1. President - The President shall preside at all meetings of the Board of Directors and of the Executive Committee. He/she shall preside at all meetings of the membership, both general and special, and shall have general supervision of all business of the Association.

Section 2. Vice Presidents - The Vice Presidents shall consult with, counsel and advise the President and, in the absence or disability of the President, his duties shall be performed by the Vice Presidents in the order of their seniority.

Section 3. Secretary - The Secretary shall be the executive officer of the Association and, under the general direction of the Board of Directors, shall establish, maintain, manage and generally control the executive office or offices of the Association. He/she will do, or cause to be done, on behalf of the Association, all actions directed by the Board of Directors and shall have power generally to carry on the business of the Association and to do the things necessary or appropriate to execute the policies, decisions and instructions of the Board of Directors. The Secretary shall keep all records of the Association, shall take and keep minutes of all meetings of the Members and Board of Directors, and shall give notice of such meetings. Subject to the approval of the Board, he may employ such assistants and assign to them such duties as he may deem necessary. He and his assistants shall give bonds in such amounts as the Board may direct, the cost of such bonds to be paid by the Association. At the close of each fiscal year, the Secretary shall render an annual report of his activities to the Board of Directors and said report shall be made available to all Members and shall be provided to any Executive Member upon request.

Section 4. Treasurer - The Treasurer shall receive all funds paid to the Association and shall deposit same in the name of the Association as in an accredited bank in the city where the Treasurer resides, subject to withdrawal upon his own signature as Treasurer. He shall bill all members for dues applicable to his respective group, and pay all bills of the Association approved by the President. He shall submit a report to the President at any time he may so request. He shall give bond in such amount as the Board may direct, cost of which shall be paid by the Association.

ARTICLE IX: Committees

Section 1. Executive Committee - There shall be an Executive Committee consisting of the President, Vice Presidents, Secretary and Treasurer. In the interim between meetings of the Board of Directors, the Executive Committee shall have power to transact all business of the Association. The Executive Committee shall meet upon call of the President, and the President or Secretary shall call a meeting of the Committee upon the written request of a majority of its members.

Section 2. Audit Committee - There shall be a Finance Committee appointed annually by the President, and approved by the Board of Directors, at the first meeting of the Board of Directors following each annual convention of the Association. At the time of the following annual convention, the Finance Committee shall have prepared an audit of the books and accounts of the Association for the previous fiscal year. The Committee shall also prepare and present to the Board of Directors at its first meeting each year, an operating budget covering estimated revenue and expenditures of the Association for the ensuing year.

Section 3. Nominating Committee - At each annual convention, the President shall appoint a Nominating Committee of a minimum of three members. The Nominating Committee shall receive and prepare nominations for members of the Board of Directors to fill expired terms and unexpired terms created by vacancies and shall present such nominations to the annual convention.

Section 4. Convention Committee - At each annual convention, the President shall name a Convention Committee to plan the program for the next convention. The Convention Committee shall suggest the dates for the convention to the Executive Committee for its approval before the announcement of the convention date is made. The Convention Committee shall also submit a program for the convention to the Executive Committee for approval before its final adoption. The Committee shall furnish the Secretary with a complete accounting of the finances of the convention and such accounting shall be made available to the next Convention Committee to assist in planning for the next convention.

Section 5. Other Committees - The Board of Directors, or the President with the approval of the Board of Directors, shall appoint such committees, standing or temporary, assistance may from time to time deem proper for carrying out the business of the Association, provided: That committees shall also be appointed in accordance with any resolution adopted by the Members and convention assembled.

ARTICLE X: Nominations and Elections

The Nominating Committee shall present its nominations to fill expired terms and unexpired terms created by vacancies of members of the Board of Directors to the annual convention, after which nominations shall be received by the floor.

Elections at annual conventions shall be by majority vote of the Executive Members present at the time of the election. Voting may be either by standing vote or by secret ballot, as may be determined by the convention.

ARTICLE XI: Vacancies

Vacancies occurring within the Executive Committee or within any standing Committee of the Association may be filled by appointment by the President, subject to the approval of the Board of Directors for the unexpired portion of the term of the particular office.

Vacancies occurring within the Board of Directors shall be filled for the unexpired portion of the term of office by the elective process at the first annual meeting of the Executive Membership following the creation of a vacancy.

ARTICLE XII: Parliamentary Rules

Robert's Rules of Order shall be the governing parliamentary law of the Association in all cases not definitely provided by its constitution or its own rules.

ARTICLE XIII: Fiscal Year

The fiscal year of this Association shall be from January 1 to December 31 and all membership fees shall be for such fiscal year.

ARTICLE XIV: Amendments

The Executive Members at any meeting may alter or amend these By-Laws by a two-thirds vote of all Executive Members present at such meeting.

ARTICLE XV: Logo

The Board shall establish and grant permission for use of the official logo for the organization.