

# National Flea Market Association



## *Preamble -- Bylaws – Code of Ethics*

### Constitution Preamble

WHEREAS, Unity guided by intelligence is a source of and the basis of constructive education, and

WHEREAS, without intelligent organization we cannot acquire the coordination which enables us to act together, concentrate our strength and direct our efforts toward the desired end;

WHEREAS, it is desirable that we have full freedom of association, organization, and designation for the purpose of promoting such unity and concept of action within the Flea Market industry throughout the United States of America, joining them together for mutual understanding and sharing of knowledge.

NOW therefore, we have organized the NATIONAL FLEA MARKET ASSOCIATION, a not-for-profit membership organization.

**NATIONAL FLEA MARKET ASSOCIATION**  
**BYLAWS**  
(Revised March 4, 2010)

**ARTICLE I. TITLE, LOCATION AND CORPORATE SEAL**

- Section 1. The name of this association shall be: NATIONAL FLEA MARKET ASSOCIATION.
- Section 2. The location of the principal office of the association shall be as set by the Board of Directors. The registered office of the association required by the General Not-For-profit Corporation Act, shall be set by the Board of Directors.
- Section 3. The corporate seal shall have inscribed thereon "National Flea Market Association" and "Corporate Seal," and the year of Incorporation.
- Section 4. Definition of a Flea Market shall be indoor or outdoor real property that is rented or leased to a person or business for the purpose of selling used and new items, merchandise, antiques, collectibles, produce, food, any and all legal products, and/or services to the general public.

**ARTICLE II. OBJECTIVES**

- Section 1. The objectives of this association shall be:
- A. To serve the public interest and to benefit the flea market industry by fostering high standards of business conduct which merits public trust.
  - B. To disseminate information and ideas helpful to it's members.
  - C. To sustain a friendly and cooperative relationship between the flea market industry and the agencies with whom they do business.
  - D. To investigate, endorse, and inform the membership of specific services, programs, and products related to the industry.
  - E. To present information to the public and to governmental agencies that will help them to understand the role of the flea market industry in the economy.
  - F. To encourage legislation and regulations constructive to the industry and to discourage legislation and regulations destructive to both consumers and small businessmen engaged in the flea market industry.
  - G. To support the association's Code of Professional Ethics.
  - H. To preserve, protect and promote the interests of those members who are currently operating in the industry.

**ARTICLE III. MEMBERSHIP**

- There shall be six classes of membership: regular, associate, affiliate, subscription, special and honorary.
- Section 1. A regular member shall be a flea market owner or an authorized representative of an operating facility.
- Section 2. An associate member shall be a person or entity engaged in a business relating to, associated with or servicing the flea market industry.
- Section 3. An affiliate member shall be a person directly involved in the flea market industry and whose organization already has a Regular Member.
- Section 4. A subscription member shall be anyone who subscribes to the Association's Newsletter Publication.
- Section 5. A special member shall be a person or business firm. Including but not limited to any other membership of the association, enrolled in a special membership project or campaign which is conducted at the discretion of the Board of Directors.
- Section 6. An honorary member shall be a person elected to such membership by either the Board of Directors or a majority vote of members present at the annual business meeting, who has distinguished himself or herself by outstanding service to the association or the Flea Market industry and who has an established record of integrity and responsibility.
- Section 7. An application for membership shall be submitted on such form as the Executive Director may design and approved by the President. This application will state the person's relationship to the industry.
- Section 8. Only Regular Members are eligible to vote and to serve on the Board of Directors or Executive Committee.
- Section 9. **QUALIFICATIONS.**  
An applicant for regular membership must meet the following qualifications:
- A. Must be an owner or representative of a facility currently engaged in the flea market business for a minimum of one year that offers space for rent to legal vendors.
  - B. Agree to abide by the provisions of the Bylaws and the Code of Professional Ethics of the Association.
  - C. Be approved in accordance with the procedure for application review and acceptance or rejection and subsequent notification as set forth by the Board of Directors.
- Section 10. **RESIGNATION AND TERMINATION.**  
Any member may resign from this Association by sending written notice accompanied by any dues or other accounts payable to the President. The Board of Directors may terminate or suspend the membership of any member if: 1) The member is sixty (60) days in arrears in payment of dues, 2) The member has so conducted himself or herself as to bring discredit to the Association or to the Flea Market industry or has failed to observe his or her

duties and obligations as a member of the Association or violated the spirit of the Bylaws.

Any member terminated in accordance with this provision shall immediately remove and further cease and desist to use any and all references and inferences of membership in this Association. All membership benefits will be discontinued when any member is terminated.

#### **ARTICLE IV. DUES**

- Section 1. The Association's fiscal year shall run from January 1 through December 31. Membership dues shall be due and payable as prescribed by the Board of Directors.
- Section 2. The amount of annual dues for regular, associate, affiliate, subscription, special, and honorary members shall be determined by the Board of Directors. The payment of the first year's dues shall be payable to the Association with the application for membership. In the event an application for membership is not approved, the first year's dues shall be refunded.
- Section 3. Membership shall become effective the date of application upon the approval of the Membership Committee. Annual renewal of membership shall be due by the anniversary date.
- Section 4. Assessments may be voted upon recommendation by the Budget Committee and/or the Executive Committee. An affirmative vote by 2/3 of the Board of Directors shall be required in order for the assessment to be approved.

#### **ARTICLE V. ADMINISTRATION**

The responsibilities of the Association shall be vested in the Board of Directors. The Board of Directors shall perform such duties as may be imposed on it by these Bylaws and as may from time to time be necessary to carry out the spirit and intent of the objectives of the Association. It shall receive reports from the President, the Executive Committee, Chairpersons of Committees, and the Board of Advisors, and take such action as it deems necessary. The Executive Committee shall possess and exercise the powers of the Board of Directors whenever the Board of Directors are not in session and shall possess such other powers as may be conferred by these Bylaws or by the Board of Directors in specific charges. All actions of the Executive Committee during the interim between meetings of the Board of Directors shall be reported to and be subject to approval by the Board of Directors provided that no rights of third parties shall be adversely affected by any revision or alteration of the Executive Committee's action.

- Section 1. THE BOARD OF DIRECTORS shall consist of the Chairperson of the Board, President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, Past Presidents, and ten At-Large Directors.
- Section 2. THE OFFICERS of the Association shall be the Chairperson of the Board, President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer.
- Section 3. THE EXECUTIVE COMMITTEE shall be comprised of the officers of the Association.
- Section 4. The Association shall be organized into regions and the Board of Directors shall designate the number of regions and boundaries.
- Section 5. CHAPTERS OF THE ASSOCIATION may be formed based upon concentration of the membership. The Executive Committee shall approve a form with the requirements and regulations to apply for a charter and shall approve or disapprove any application for such a chapter.
- Section 6. ASSOCIATION MANAGEMENT. The President, upon consulting with the Executive Committee and the Board of Directors, shall enter into a contract with an association management company or individual. If a management company, it shall designate with the approval of the President, an individual to serve as Executive Director. The duties and compensation shall be by contract, determined by the Executive Committee and ratified by the Board of Directors. The President of the Association shall have the authority to commit the Association as to the manner and mode of the performance of said service.
- Section 7. No salary or compensation for services shall be paid to any elected officer, director, committee member, or any member of the Association by reason of their office or membership.

#### **ARTICLE VI. ELECTIONS**

- Section 1. Nominating Committee- The function of the Committee shall be to nominate candidates for all offices and Director positions to be filled by election at the Annual Meeting. The Chairperson, shall be the Chairman of the Board. Should said Chairman decline or be unable to serve, or have been removed from office, the current vice-presidents, by majority vote, shall choose a past President to chair the committee. The Committee shall be composed of the following:
- A. Chairperson
  - B. A past President
  - C. A member of the Board, who is not currently up for re-election
  - D. Any other regular member of the Chairperson's choosing providing they are not currently an officer.
- Any committee member nominated for office, must resign their position on the Committee within the first thirty days of its formation, and the seat will be filled by a like-kind member of the Chairperson's choice. 90 days prior to the annual meeting of the membership, the Chairperson of the Nominating Committee shall call the committee to order. During the first thirty days of the committees' formation, they will perform all diligence

required to contact members that are eligible and qualified to serve on the Board in order to prepare a slate of nominees.

60 days prior to the annual meeting, the Committee must begin to arrange the slate of proposed officers and directors and receive acceptance from all candidates for office.

30 days prior to the annual meeting, the final slate must be presented to the Executive Committee for ratification. If the slate is not approved, within 10 days a new slate must be presented to Executive Committee and ratified. Upon approval, the general membership shall be notified of the slate at least fourteen (14) days prior to the annual meeting.

The elections will be held as the last order of business for that year's Board at the annual meeting of the membership. Officers and Directors shall take office at the beginning of the new fiscal year.

Section 2. Directors shall serve a two year term. Five shall be elected in even numbered years and five shall be elected in odd numbered years. A member must serve a minimum of one year on the Board before eligible to become an officer.

Section 3. The President of the Association may declare vacant the office of any officer or director who consistently fails to discharge the duties of their office or whose membership for any reason is suspended or revoked. All appointees will complete the remainder of the term, no new terms will be created.

## **ARTICLE VII. POWERS AND DUTIES**

Section 1. The office of Chairperson of the Board of Directors shall automatically be filled by the Immediate Past President. In the event that the Immediate Past President is not eligible to fill this office, the Immediate Past Chairperson shall continue as Chairperson. In the event the Immediate Past Chairperson shall decline to serve, this office shall be filled by an appointee of the President. The Chairperson of the Board shall have such duties as deemed by the President.

Section 2. The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Executive Committee, the Board of Directors and the membership. He or she shall call all regular or special meetings and the annual business meeting. He or she shall appoint all standing committee chairpersons and committee members and shall appoint all other committees as may be necessary to fulfill the objectives of the Association and shall be an ex-officio member of all committees. The President shall appoint a regular member to fill any vacancy of the Executive Committee or Board of Directors for the remainder of the term.

Section 3. The First Vice President shall assist the President in the performance of his duties and shall preside in the absence of the President and shall preside at any meetings at the request of the President. If neither member can preside then the President shall appoint another member of the Executive Committee to fulfill his or her duties at the meeting. The First Vice President shall succeed to the Presidency at the expiration of the current incumbent's term.

Section 4. The Second Vice President shall assist the State Presidents and Directors in the performance of their duties and report their progress to the President of the Association and shall have any other duties as deemed by the President.

Section 5. The Third Vice President shall serve as Chairperson of the Vendor's Council if so established and shall have any other duties as deemed by the President.

Section 6. Past Presidents serving on the Board shall serve as an ex-officio and retain the right to vote on all Board matters.

Section 7. The Directors can organize and promote state chapters and report to the Second Vice President.

Section 8. The State Chapter President is the Chief Executive Officer of his or her Chapter. He or she will help organize chapters within his or her state or region. The State Chapters shall operate their chapter in accordance with their bylaws and shall be liable and responsible for their own actions.

Section 9. The Secretary shall assure that the records are kept of the proceedings of all meetings of the Association, the Executive Committee, and the Board of Directors. He or she shall be responsible for the safekeeping of the Minute Book, official papers, and the official seal of the Association.

Section 10. The Treasurer shall have control and custody of the funds of the Association and may delegate the authority to the management company with the approval of the President. The management company shall report monthly to the Treasurer the deposits and disbursements and a copy of the bank statement. He or she shall delegate to the management company the depositing of funds of the Association in such depository or depositories as may be designated by the Executive Director and approved by the President. He or she shall delegate the approval of all disbursements upon presentation of proper vouchers or invoices to the management company. The Treasurer shall recommend to the President a CPA firm to keep the books and file all forms required by law and to present at each regular meeting of the Board of Directors and at the Annual Membership meeting, an accounting of all transactions and a statement showing the financial condition of the Association.

Section 11. The President shall possess and exercise the powers of the Executive Committee whenever such committee is not in session and shall possess such other powers as may be conferred by these Bylaws or by the Executive Committee or Board of Directors in specific charges. All actions of the President during the interim between meetings of the Executive Committee shall be reported to and be subject to approval by the Executive Committee provided that no rights of third parties shall be adversely affected by any revision or alteration of the President's action.

## **ARTICLE VIII. MEETINGS**

- Section 1. **MEMBERSHIP MEETINGS.** A convention of members of the Association shall be held annually or as determined by the Board of Directors. The annual business meeting of the membership shall be held during the convention. A quorum of the membership at the annual business meeting or at any meeting called of the membership shall consist of a majority of members who are present and eligible to vote at a membership meeting: A special meeting of the membership may be called by the President upon the request of the Board of Directors. If such meeting is called, a written notice shall be sent to each member of the Association at least fifteen (15) days prior to such meeting with the date, time, place and purpose of the meeting.
- Section 2. **THE BOARD OF DIRECTORS** shall meet three (3) times annually at such time and place designated by the President. One such meeting shall be held during the annual convention of all the membership. A special meeting of the Board of Directors may be called by the President upon the request of ten (10) members of the Board of Directors. If such meeting is called, a written notice shall be sent to each member of the Board of Directors at least fifteen (15) days prior to such meeting with the date, time, place and purpose of the meeting. Only members of the Board of Directors may vote at a meeting of the Board of Directors. A quorum of the Board of Directors shall consist of a majority of the members of the Board who are elected and eligible to vote at a Board of Directors meeting.
- Section 3. **THE EXECUTIVE COMMITTEE** shall meet at such time and place designated by the President. A special meeting of the Executive Committee may be called by the President and/or at the request of four (4) members of the Executive Committee. If such meeting is called, a written notice shall be sent to each member of the Executive Committee at least fifteen (15) days prior to such meeting with the date, time, place and purpose of the meeting. A quorum of the Executive Committee shall consist of a majority of the members of the Executive Committee.
- Section 4. **STANDING COMMITTEES** shall meet at the call of the committee Chairperson.
- Section 5. **STATE AND REGIONAL CHAPTERS** shall meet in accordance with their Bylaws.

## **ARTICLE IX. COMMITTEES**

- Section 1. Standing committees are formed by the objectives of the Association as determined by the Bylaws. The President shall appoint Standing Committee Chairpersons as soon as practicable after his or her election. The Chairperson of each committee shall be responsible for developing a budget for their programs and a method of funding for their projects to submit to the Board of Directors for their approval.
- Section 2. Standing Committees are as follows:
- A. **MEMBERSHIP COMMITTEE.** Charged with reviewing membership applications and to approve or disapprove membership according to the applicant's qualifications and acceptability. These responsibilities may be assigned to the management company upon approval of the President. The Committee shall conduct membership drives and develop membership programs to promote and retain members.
  - B. **BUDGET AND STEERING COMMITTEE.** Charged with recommending to the Board of Directors the budget and the policy of the Association. The Chairperson shall present a budget to the Board of Directors at the first meeting of the Board after their appointment. The committee shall recommend the amount of annual dues.
  - C. **EDUCATION COMMITTEE.** Charged with providing educational materials, seminars, workshops, and programs that will improve the knowledge of the membership about the Flea Market industry.
  - D. **ETHICS COMMITTEE.** Charged with the responsibility in investigating any and all claims of unethical behavior by one of the members of the Association and making a recommendation to the Board of Directors for termination or suspension of membership in accordance with these Bylaws for any alleged act of unethical behavior or violations of the Code of Ethics by a member.
  - E. **PUBLIC RELATIONS COMMITTEE.** Charged with the responsibility of promoting the image and reputation of the Flea Market industry.
  - F. **LEGISLATION COMMITTEE.** Charged with the responsibility of working with local, state and federal legislation and regulation programs.
- Section 3. The President shall appoint ad hoc committees as may be necessary or required in the operation and conduct of the business and operation of the Association. Each such committee shall have such membership, authority and responsibility as the President shall designate.

## **ARTICLE X. BOARD OF ADVISORS**

- Section 1. The Board of Advisors (BOA) shall consist of academics, activists, politicians, professionals, and business people who have an interest in the Flea Market industry. Membership on the BOA is to be approved by the President and/or the management company. There shall be no maximum size for this board. BOA members wishing to withdraw can withdraw at any time and request their name removed from all Board and membership lists. The dismissal of a member of BOA shall be by written notice signed by the President of the Association.
- Section 2. The objective of the BOA is to help inform and strengthen the Flea Market industry:
- Section 3. The purpose of the BOA is to provide ideas and suggestions for research, policies, articles, and advocacy for the Association and the publications.

- Section 4. The responsibilities of the BOA are to advise and share information with the Board of Directors and the management company.
- Section 5. The BOA will receive complementary associate membership in the Association. The Board of Directors, at its option, may invite one Board of Advisors member to the Association's annual meeting with expenses paid by the Association.

**ARTICLE XI. VENDORS COUNCIL**

- Section 1. The Vendors Council (VC) shall consist of Flea Market vendors who have an interest in the Flea Market industry. Membership is recommended by the Chapter President or a member of the Board and approved by the President. The number of members, the dues, the purpose and objectives of the VC shall be determined by the Board of Directors.

**ARTICLE XII. NON-LIABILITY AND INDEMNIFICATION**

- Section 1. The Association, its Board of Directors, Officers and such independent management company it may retain, shall not be liable to any of its members for any statements, errors or omissions in any reports sent out by the Association, whether the same shall be due to the negligence of the Association. its Board of Directors, Officers, Employees, Independent Management Company or their Employees, from any and all liability for such statements, errors and omissions and, further, from any and all liability by reason of any agreements, contracts, obligations, arts, steps or plans, entered into or undertaken by the Association on behalf of its members.
- Section 2. Each present and future director and officer, and each agent and employee, whether or not then in office, shall be indemnified by the Association against expenses actually and necessarily incurred by or imposed upon him or her (including court costs and counsel fees) in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a director. officer, agent or employee of the Association except in relation to matters as to which he or she shall be adjusted in such action, suit or proceeding to be liable for misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of other rights to which such director, officer, agent or employee may be entitled under any agreement of the members, as a platter of law or otherwise.
- Section 3. No member of the Association shall have any right, title or interest in or to the whole or any part of the property or assets of the Association, and in the event of dissolution, liquidation, abandonment or winding up of the affairs of the Association, the assets remaining after paying all debts and obligations (or adequately providing for the latter) shall be distributed to one or more non-profit organizations designated by a majority of the Board of Directors, which organization or organizations shall have established its or their tax exempt status under Section 501(c) of the Internal Revenue Code of 1954. In no event shall any assets inure to the benefits of or be distributed to any member of the Association. If the majority of the Board of Directors is not in full accord as to the disposition of assets within one (1) year from the date of the event causing its dissolution, liquidation, abandonment or winding up, then such assets shall be disposed of in such manner as may be directed by decree of a court of appropriate jurisdiction in the county where the principal office is located.

**ARTICLE XIII. AMENDMENTS**

- Section 1. These Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of a quorum of the Board of Directors present and eligible to vote at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose.

**ARTICLE XIV. CODE OF PROFESSIONAL ETHICS**

| <b>Code of Ethics</b> |  |
|-----------------------|--|
| Section 1.            | We will have a general duty of integrity, honor and fair dealing toward the general public. vendors, and business associates.                    |
| Section 2.            | We will comply with all city, county, state and federal laws and shall endeavor to keep ourselves informed of those laws governing our business. |
| Section 3.            | We will not intentionally injure the business reputation of another member or competitor.  |
| Section 4.            | We will employ truth and accuracy in advertising and renting to vendors.   |
| Section 5.            | We will stand behind any guarantee given.  |
| Section 6.            | We will not perform any act which would bring disrepute to our Industry.   |
| Section 7.            | We will encourage and defend the system of free enterprise.  |