

ASHE COUNTY FARMERS' MARKET, INC

BYLAWS – Revised October 13, 2022

ARTICLE I – ORGANIZATION

The name of this organization is Ashe County Farmers' Market, Inc. (ACFM). It is a nonprofit corporation established under the laws of the State of North Carolina. The corporation will comply with restrictions upon activities and upon personal benefit as described in the Articles of Incorporation and Section 501(c)(6) of the Internal Revenue Code. The principal and registered office of the corporation shall be located in West Jefferson, North Carolina. The Board of Directors shall have authority to change the location of the office and the person designated as registered agent; in the event of any such change, notice shall be given promptly to the North Carolina Secretary of State by the Secretary of the corporation.

ARTICLE II – PURPOSE

The purpose of the corporation is to promote, encourage and support the growth of small farming enterprises and related micro-enterprises in the Ashe County, North Carolina area, provide service to these diverse populations, operate one or more farmers' markets, provide public education about local products, and participate in other activities reasonably necessary to carry out this mission.

ARTICLE III – MEMBERSHIP

3.1 Members. Membership is available to any person, firm, association or corporation interested in the purposes of the organization and paying the dues established by the Board of Directors. The Board of Directors may establish categories of membership to recognize levels of contribution to the organization.

3.2 Dues. Membership dues shall be for the calendar year and are due by the 15th of February. Membership privileges will be terminated if dues are not paid by the due date, unless other arrangements have been agreed upon. There will be no prorating of membership dues if a member joins during the calendar year.

3.3 Honorary Members. Honorary membership may be awarded by unanimous vote of the Board of Directors to an individual recognized for special and unique contributions to the organization and its purposes. The duration of this membership is lifetime unless otherwise designated by the Board of Directors. Honorary members shall not pay dues or hold elective office unless also in another membership category.

3.4 Membership Definition. An "active member" is one whose dues are currently paid. A firm, association or corporation which becomes a member shall designate a single individual who is an owner, president, officer or employee to represent that entity; that representative shall be

considered a “member” of this organization, shall have the right to vote and hold office, and shall receive communications for the organization represented.

ARTICLE IV – BOARD OF DIRECTORS

4.1 General Powers. The business and affairs of the corporation will be managed by its Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all powers of the corporation shall be vested in the Board of Directors.

4.2 Number. The Board of Directors shall be composed of eleven (11) members until that number is changed by a Bylaws amendment. Nine of these directors shall be active members of the ACFM and two positions will be filled by community leaders, business people or members of other organizations that partner with the Farmers Market.

4.3 Election. At the Fall Annual meeting, the active members, by plurality vote, shall elect three active members to complete the nine required members of the Board. The members shall serve for a term of three (3) years or until their successors are duly installed. The Nomination Committee’s slate of eligible and willing persons shall be placed in nomination, and nominations may be made from the floor. When an election is contested, voting shall be through secret ballot. The Board of Directors will elect two Board members from outside of the Market Membership to serve on the Board as community representatives at its first meeting in the calendar year. These directors will serve one year terms, with term limits of three one year terms.

4.4 Term Limits. A Director elected by the membership to two successive terms shall not be eligible for re-election or appointment to the Board of Directors for a period of one year following the two terms.

4.5 Vacancies. In the event of a resignation, death, disability or removal of a director, the remaining members of the Board of Directors shall, by majority vote, act without delay to replace that Director.

4.6 Removal. A Director may be removed from office for good cause (including missing successive meetings without requesting an excused absence)) by a two-thirds vote of those present and voting at a meeting of the Board of Directors, after first giving the affected Director due notice and an opportunity to be heard.

4.7 Voting. The presiding officer shall vote only in the event of a tie or to meet a needed majority of votes for a proposal being considered.

ARTICLE V – OFFICERS

5.1 Officers. The corporation shall have a President, a Vice-President, a Secretary and a Treasurer.

5.2 Election and Term. Each officer shall be elected from the active membership by plurality vote of the members of the Board of Directors at a meeting immediately following the adjournment of the Fall Annual Meeting. Each officer shall serve a term of one year from the date of election or until a successor is duly installed.

5.3 Vacancy in Office. In the event of a vacancy in office caused by resignation, death or removal, the Board of Directors shall, by majority vote, act without delay to replace that officer. In the event of a temporary absence or disability, the Board of Directors may delegate the duties of that officer to another member of the Board for a designated period of time.

5.4 Removal from Office. An officer may be removed from office for good cause by a two-thirds vote of the board membership present and voting at a meeting of the Board of Directors, after first giving the affected officer due notice and an opportunity to be heard.

ARTICLE V1 – DUTIES OF OFFICERS

6.1 President. The President shall chair all meetings of the Membership and the Board of Directors; notify members of the scheduled and special meetings of the organization; arrange for meeting locations as needed; appoint all committees established by vote of the Board of Directors and appoint such other committees as the President deems appropriate for conducting the activities of the organization; generally superintend the activities of the organization; and perform such other duties as may be designated by the Board of Directors.

6.2 Vice-President. The Vice-President shall have duties and responsibilities as indicated by the title of the office, and as are assigned by the Board of Directors. In the event the President is absent from a meeting, the Vice-President shall preside until the President arrives.

6.3 Secretary. The Secretary shall keep and maintain minutes of the meetings of the Board of Directors and General Membership in a manner approved by the Board of Directors; oversee the maintenance of the current list of Market members, books, records and papers of the corporation; see that all notices are timely and properly given in accordance with these bylaws and as required by law; sign documents requiring the signature of the corporate Secretary; and in general perform all duties incident to the office of Secretary and other duties included in the Bylaws and assigned by the President and the Board of Directors.

6.4 Treasurer. The Treasurer shall have charge of and be responsible for all funds and securities, receipts and disbursements; deposit all moneys and securities in such banks and depositories as are designated by the Board of Directors; maintain financial accounts and records in accordance with generally accepted accounting practices; recommend to the Board of Directors annual

budgets; present at each meeting of the Board of Director and the membership a current financial statement; and determine that all tax returns and governmental reports of financial matters are filed accurately and on a timely basis.

ARTICLE VII – MEETINGS

7.1 General Membership Meetings. A meeting of the general membership shall be held before the Market opens for the season in April, and an Annual meeting will take place after the Market closes for the season. At the Fall Annual meeting, the election for new members of the Board of Directors will take place and the President will present a report on past events and future plans.

7.2 Board of Directors Meetings. The Board of Directors will meet a minimum of five times during the year. The primary purpose of these meetings is to review policies and procedures of the organization, to perform the duties prescribed by law and these Bylaws, and to make such recommendations to the membership as are deemed appropriate.

7.3 Special Meetings. The President or any four members of the Board of Directors or any ten members of the organization may call a special meeting of the general membership or the Board of Directors. Notice of the meeting shall specify the time, place and items to be voted on. Notice must be given ten days or more before the meeting, or a reasonable time period to be determined by the circumstances.

7.4 Quorum. A majority of the current members of the Board of Directors shall constitute a quorum for Board meetings. Thirty percent of the members shall constitute a quorum for meeting of the general membership. A majority of its membership shall constitute a quorum for meetings of a committee. In the event a quorum is not present, by a majority vote of those members present, a replacement meeting may be scheduled for another time, provided that date allows notice to be given to those entitled to vote at the meeting; and further provided that no quorum rule will attach to the replacement meeting and the meeting notice shall so state.

7.5 Rules of Order. The most current version of Robert's Rules of Order shall govern meetings of the organization's membership, Board of Directors and committees.

7.6 Meeting Notices. The President shall be responsible for giving advance notice of all meetings, in a manner approved by the Board of Directors and in accordance with these Bylaws.

7.7 Meeting Formats. Committees and the Board of Directors may conduct meetings by telephone or electronic means, provided that advance notice of the meeting provides a detailed agenda.

ARTICLE VIII – CONFLICT OF INTEREST POLICY

The policy of this organization is that no officer, member of the Board of Directors, or committee member of the organization shall participate in any decision-making process of the organization if that person has a conflict of interest between a personal benefit and what is best for the organization. As part of the application instructions for tax-exempt status, the Internal Revenue Service has prepared a suggested conflict of interest policy and has identified it as Appendix A. This organization has adopted that document as its own conflict of interest policy and it is to be part of the package delivered to each person at the time service begins on the Board of Directors.

ARTICLE IX – COMMITTEES

All committees will be composed of at least three active members appointed by the President from the membership.

ARTICLE X – CONTRACTS, LOANS, CHECKS AND DEPOSITS

10.1 Contracts. The Board of Directors shall have authority to enter into contracts for the performance of work necessary to carry out the purposes of the organization, and to establish lines of communication and supervision responsibility for such work. Only the Board of Directors may authorize an officer, officers, agent or agents to enter into a contract or execute and deliver an instrument in the name of and on behalf of the corporation. Any such authority may be general or confined to specific instances.

10.2 Loans. No loan shall be contracted on behalf of the corporation, and no evidence of indebtedness issued in its name unless authorized by a resolution of the Board of Directors. Any such authority shall be confined to specific instances.

10.3 Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the corporation, shall be signed by two officers of the corporation if the amount equals or exceeds \$1000.

10.4 Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such depositories as the Board of Directors shall designate.

10.5 Bonding. The Board of Directors shall consider the wisdom of purchasing fidelity bonds for those persons handling funds of the organization.

ARTICLE XI – GENERAL PROVISIONS

11.1 Fiscal Year. The fiscal year of the corporation shall be the calendar year.

11.2 Dissolution. In the event of dissolution of the corporation, the property of the corporation shall be donated to one of more nonprofit organizations tax-exempt under the provisions of Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code as selected by the Board of Directors or as selected by the person supervising the dissolution of the corporation.

11.3 Amendment. These Bylaws may be amended by a two-thirds vote of the Board of Directors, provided that members are notified of the general nature of the proposed amendments no less than twenty days in advance of that vote.