

By-Laws of the Foothills Farmers' Market

Article I. Name and Purpose

Section 1: Name - The name of the corporation shall be the Foothills Farmers' Market, hereinafter referred to as the "Corporation." It shall be a non-profit organization incorporated under the laws of the State of North Carolina and operating in Cleveland County.

Section 2: Purpose - The purpose of this Corporation is to provide programs and services that:

- a) Facilitate the sale of local food products directly from farmer to consumer;
- b) Strengthen and enhance the local food system;
- c) Encourage healthy eating and active living;
- d) Connect citizens of all ages to the source of their food, and;
- e) Build awareness about the community benefits derived from local foods.

Article II. Membership

Section 1: Membership - Membership shall consist of the Board of Directors.

Article III. Board of Directors

Section 1: Board role, composition and compensation - The Board of Directors is responsible for overall policy and direction of the Corporation, and delegates responsibility of day-to-day operations to staff, committees and volunteers. The Board is comprised of 15 total members, with 12 community representatives and 3 vendor representatives. Expectations of Board members are outlined in the Corporation's Policies & Procedures.

Section 2: Terms - All Board members shall serve three-year terms, but are eligible for re-election for up to two consecutive terms. After two consecutive terms, the Board member must take one year off before being considered again for re-election.

Section 3: Meetings - The Board shall meet monthly at an agreed upon time and place. Board meetings are open to the public.

Section 4: Board elections - During the last quarter of each fiscal year, the Board shall meet in regular session to elect new Board members to replace those whose terms will expire at the end of the fiscal year. Board member recruitment, application, and nomination processes are outlined in the Corporation's Policies & Procedures.

Section 5: Election procedures - New Board members shall be elected by a simple majority of Board members present at such a meeting, provided there is a quorum present. New Board members so elected shall begin serving their term beginning on the first day of the next fiscal year.

Section 6: Quorum - A quorum by at least 6 of 15 total Board members (40 percent) is required for business transactions to take place and motions to pass. Attendance may include Board members participating via conference call or proxy.

Section 7: Voting - One vote is allotted per Board member. Any Board member designating a proxy must do so in writing to a fellow Board member. A proxy vote will carry the same weight as a vote cast in person. A simple majority vote of Board members in attendance is required for motions to pass, provided a quorum is present.

Section 8: Acting Without Meeting - Any action requiring immediate attention may also be taken via an email poll directed to all Board members. A simple majority vote of the Board members polled is required for motions to pass.

Section 9: Officers and duties - There shall be four officers of the Board, namely the Chair, Vice-Chair, Secretary and Treasurer. Officers are elected prior to the end of the Corporation's fiscal year (December 31) and assume their duties January 1. The election and duties of officers are outlined in the Corporation's Policies & Procedures.

Section 10: Vacancies - When a vacancy on the Board exists mid-term, remaining Board members may nominate candidates for election to that seat. Nominations should be directed to the Board Chair at least one week prior to the scheduled election, allowing time to confirm the candidate's willingness and ability to serve. These mid-term vacancies will be filled only to the end of the vacant term, but members elected to fill a vacant seat are eligible for re-election to one additional three-year term after fulfilling their obligation to the vacancy.

Section 11: Resignation, termination and absences - Resignation from the Board must be made in writing and received by the Board Chair. A Board member may be terminated for misfeasance, malfeasance or nonfeasance as defined in the Corporation's Policies & Procedures. Removal from the Board requires a two-thirds majority vote of the remaining directors.

Section 12: Special meetings - Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board (5 members). All Board members shall be notified of special meetings and invited to attend.

Section 13: Compensation - Board members receive no compensation; their service to the Corporation is strictly voluntary.

Section 14: Ex Officios - The Board may also appoint ex officio members annually in line with the Corporation's mission, goals, and scope of work. Ex officio members serve only in an advisory/support capacity and do not have voting privileges. As such, their attendance at meetings is not counted toward achieving a quorum.

Article IV: Conduct of Business

Section 1. Executive Committee - The Elected Officers of the Corporation shall comprise the

Executive Committee, which serves as a sounding board for management and staff on emerging issues, problems, and opportunities. The Executive Committee is authorized to make decisions on urgent matters that arise, and is required to report their actions at the next full board meeting. The Executive Committee may enter the Corporation into contractual agreements which are in keeping with the Corporation's mission and goals, and which are covered by the Corporation's annual operating budget.

Section 2: Employees and Contractors - The Board of Directors may employ or authorize the employment of employees and contractors as deemed necessary and to set compensation at the fair market value for the services rendered.

Section 3: Insurance - The Board of Directors will provide for the adequate insurance of the Corporation's property or property stored by the Corporation and not otherwise adequately insured. The Board of Directors will provide adequate general commercial liability insurance to cover market activities.

Section 4: Contracts - The Board of Directors may authorize any Board Member, employee, or contractor of the Corporation to execute and deliver a contractual instrument in the name of the Corporation. Such authorization may be general or confined to specific instances approved by the Board.

Section 5: Gifts - The Board of Directors may accept on behalf of the Corporation any contribution, gift, or bequest for the general purpose or a special purpose of the Corporation.

Section 6: Audits At least once a year the Board of Directors will review the Corporation's financial records. The Board of Directors may secure the services of a disinterested public auditor or accountant to submit a written financial report.

Section 7: Market Policies - The Board of Directors shall develop and implement a set of Market Policies to govern the operation of the Market, including any sponsored mobile markets.

Section 8: Succession of Officers - In case of death or resignation of any Officer or the inability of any Officer to perform his/her duties, the Board of Directors will elect the Officer's successor as outlined in the Corporation's Policies & Procedures.

Article VII. General Provisions

Section 1. Fiscal Year. The Corporation's fiscal year will begin on the first day of January and end on the thirty-first day of December in each year.

Section 2. Public disclosure Tax-exempt nonprofits are required to provide copies, upon request, of their three most recently filed annual information returns (IRS Form 990) and their application for tax-exemption. To demonstrate a commitment to transparency and to make it easier for those seeking financial information to view these documents, the Corporation may elect to post these documents from a link on its website.

Section 3: Property - No property rights shall accrue to any Member. In case of dissolution, all property assets remaining after the payment of debts will accrue to the Corporation as provided for in the Articles of Incorporation. No Member will be liable for the Corporation's debts or obligations.

Section 4. Paid Staff - The Board of Directors will employ and contract with a Market Manager. In the fourth quarter of each year, the Board of Directors will approve a contract outlining the responsibilities and terms of employment of the Market Manager and any other paid staff for the coming fiscal year.

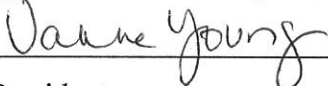
Section 5. Contracts for Services. The Board of Directors may contract with individuals and/or organizations to provide various educational, research, planning and marketing services to support the development and enhancement of the Corporation.

Article VIII. Amendments

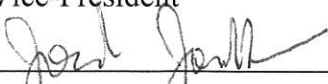
Section 1. Amendments to the Articles of Incorporation - The Articles of Incorporation may be altered, amended or replaced by a two-thirds majority vote of the Board's total membership at a regular or special meeting. Proposed changes to the Articles of Incorporation must be filed with the Secretary in writing at least ten days prior to the meeting during which it is to be considered.

Section 2. Amendments to the Bylaws - The Bylaws may be altered, amended, or replaced by a two-thirds majority vote of the Board's total membership at any regular or special meeting. Proposed changes to the Bylaws must be filed with the Secretary in writing at least ten days prior to the meeting during which it is to be considered.

THIS IS TO CERTIFY that the above Bylaws of the Foothills Farmers' Market were duly adopted by the Corporation's Voting Membership on May 18, 2019. Corporate Bylaws were first enacted by the Membership on February 9, 2010. Subsequent revisions were duly approved on February 22, 2013, April 9, 2015, and February 9, 2017.



President

Vice-President


Secretary

Treasurer