

1
2 **By-Laws of**
3 **The Wilmington Farmers' Market**
4

5
6 **Article I**
7 **Name, Purpose, and Goals**
8

9 Section 1. Name. The name of the corporation shall be the Wilmington Farmers' Market
10 Herein after referred to as the "Corporation."
11

12 Section 2. Purposes. The purposes of the Corporation and the powers it exercises are
13 as set forth in the Corporation's Articles of Incorporation.
14

15 Section 3. Goals. The Corporation was founded to promote direct marketing of farm
16 products and handcrafted goods from producers to consumers. The goals of the
17 Corporation are to operate a farmers' market at The Tidal Creek Cooperative Food Market
18 ("Market") that will
19 provide:

- 20 a) A direct retail outlet for the region's farmers and craftspeople, thereby promoting
21 local agriculture by supporting local farmers and craftspeople; and
22 b) An alternative outlet for consumers to buy high quality, local products at
23 reasonable prices in an atmosphere conducive to the exchange of information
24 and ideas between producers and consumers.
25

26 **Article II**
27 **Membership and Dues**
28

29 Section 1. Market Members. A Market Member ("Member") is any business actively
30 engaged in the production of farm products or handcrafted goods for direct sale that
31 meets the requirements for membership as set forth below in Article II, Section 2, and
32 that is approved as a member in accordance with these by-laws. The required steps for
33 membership are application, acceptance by the Board of Directors, and payment of
34 annual dues. Only Members are eligible to sell at the Market. The business of a
35 Member may be organized as a sole proprietorship, partnership, cooperative, corporation,
36 or any other lawful business activity.
37

38 Section 2. Requirements for Membership. The farm or business of anyone actively
39 engaged in the production of farm products or handcrafted goods for direct sale may
40 apply to become a Member of the Corporation. Membership applications will be
41 considered in accordance with the following:

- 42 a) Application for new memberships must be made each year by the date set in the
43 Market Rules for the season in which the member wishes to sell.
44 b) Members' farms and/or facilities must be within a 70-mile radius of Wilmington and
45 within the state of North Carolina.
46 c) Members must allow an initial inspection of any farms and/or facilities to be
47 conducted by a committee designated by the Board of Directors in order to verify
48 to the Corporation that the Member is the producer of all goods being sold. The
49 inspection must be carried out before a Member is allowed to sell at the Market.
50 d) Applications for membership are accepted or rejected by the Board of Directors.
51 The Board of Directors retains the power to determine at any time who is eligible
52 for membership and to limit the number of Members according to the size of the
53 Market and/or the number of market days in a season.

54 Members must abide by all of the rules, regulations, and bylaws of the Corporation, including
55 the Market Rules. A copy of the Market Rules will be given to each Member before the
56 start of the market season. Definitions of those farm products and crafts which may be
57 sold at the Market are determined by the Board of Directors and are included in the Market
58 Rules.

59
60 Section 3. Rights of Members. The primary rights of Members are as follows:

- 61 a) A Member is eligible to reserve a vendor's space for the upcoming market
62 season based on the seniority system stated in the Market Rules. The Board of
63 Directors will determine the procedures for the reservation of vendor's space.
64 b) Each Member is allotted one vote on Corporation issues brought before the
65 membership. Where a membership is granted to a cooperative or group of more
66 than one persons, that entity must designate on its membership application one
67 representative to vote and speak for the Member at all meetings at least ten days
68 prior to the Annual Membership Meeting each Spring. A proxy may be appointed
69 in accordance with Article III, Section 4. If an entity wishes to change its
70 appointed representative, it must do so in writing at least ten days before the
71 change is to become effective.
72 c) Only the person designated as the representative may serve on the Board of
73 Directors.
74 d) A Member wishing to submit proposals or concerns for the consideration of the
75 Board of Directors must do so in a writing signed and posted to the Market's P.O.
76 Box. Said communications will be disseminated to the Board of Directors and
77 may be made available to the Members at the discretion of the Board of
78 Directors.
79

80 Section 4. Annual Dues. Annual dues will be set by the Board of Directors and will be
81 proposed to the Members at the Annual Membership Meeting each Spring for approval
82 by a majority vote of those present. Annual dues must be submitted with applications to
83 return as a Member and applications to become a new Member. Annual dues will be
84 returned to any new applicant not accepted as a Member. Payment of annual dues
85 entitles a Member to sell on market days as defined by the rules.
86

87 Section 5. Weekly Fees. Weekly fees for vendor space will be set by the Board of
88 Directors and will be proposed to the Members at the Annual Membership Meeting each
89 Spring for approval by a majority vote of those present. Weekly fees will be collected
90 from each Member selling on each market day.
91

92 Section 6. Transfer of Membership. Except as provided in Section 12 of this Article II,
93 membership in the Corporation is not transferable or assignable to another party.
94

95 Section 7. Resignation. A Member may resign at any time by doing so in writing to the
96 Market Manager. Resignation does not relieve a Member of any obligations to pay
97 previously accrued dues, assessments, or other charges. Furthermore, annual dues will
98 not be prorated or refunded.
99

100 Section 8. Membership Termination. The Board of Directors may vote to suspend for a
101 fixed period of time or to expel permanently any Member for cause. Members have the
102 right to notice before any such action is taken. Cause may include, but is not limited to:

- 103 a) Failure to submit to or abide by decisions made by the Board of Directors,
104 including the Market Rules, or to accept any ruling of the membership;

105 b) Selling or offering to sale any product not grown or originally produced by the
106 Member; or
107 c) Failure to pay dues in accordance with the bylaws.
108 Annual dues are not refunded when a Member is expelled for any reason.
109

110 Section 9. Reinstatement. Upon submission of a new member application during the
111 regular application period, the Board of Directors may reinstate a terminated Member to
112 membership in a subsequent season under terms and conditions that the Board of
113 Directors deems appropriate.
114

115 Section 10. Property. No property rights shall accrue to any Member. In case of
116 dissolution, all property assets remaining after the payment of debts will accrue to the
117 Corporation as provide in the Articles of Incorporation. No Member will be liable for the
118 Corporation's debts or obligations.
119

120 Section 11. Agents of Market Members. Any individual may perform activities on behalf
121 of a Member, including selling at the Market, as designated by the Member.
122

123 Section 12. Change of Control. Ownership and control of a member business can be
124 transferred without the loss of member status in any one of the three following
125 circumstances: a) ownership is transferred through inheritance, b) additional owners are
126 brought into the business over time under and orderly transition that is documented in the
127 annual membership renewal form, or c) a transition plan is submitted to the Board of
128 Directors for other situations under which ownership would transfer within a single year
129 and cannot be documented on the annual renewal application. For the avoidance of
130 doubt, the transfer of ownership and control of a member business in any other
131 circumstances without prior written approval of the Board may be grounds for loss of
132 membership and all membership rights.
133

134
135 **Article III**
136 **Meetings of the Members**
137

138 Section 1. Annual Membership Meeting. The Corporation's Annual Membership
139 Meeting will be held at a time and place designated by the Board of Directors sometime
140 during the first quarter of the calendar year.
141

142 Section 2. Regular and Special Meetings. The Board of Directors will establish a
143 schedule of regular meetings of Members and designate the time and place of the
144 meetings. Special meetings of the Members may be called by the President, the Board
145 of Directors, or by a group of members that is at least one-fifth of the Corporation's total
146 membership.
147

148 Section 3. Notice of Meetings. Notice of all annual, regular, and special meetings of
149 Members will be prepared and mailed to the last known postal address of each Member
150 at least ten days and not more than 30 days prior to the date of each meeting. Each
151 notice will include the time, place, and purpose of the meeting.
152

153 Section 4. Voting. One vote is allotted per Member. Membership votes may be
154 conducted only when a quorum of the Members is present at any annual, regular, or
155 special meetings. A Member may designate a proxy if the Member does so in writing to
156 the Board of Directors.
157

158 Section 5. Quorum. Members representing 50% or more of the total membership
159 (rounded up in case of an odd number of Members) will constitute a quorum. In the
160 event that a quorum is not present, a meeting may be adjourned by the Members
161 present until a quorum can be obtained. A quorum is required for a membership vote to
162 take place.

163
164 Section 6. Order of Business. Annual Membership Meetings will follow a standard order
165 of business:

- 166 a) Officer roll call and quorum determination
- 167 b) Reading and approval of the minutes
- 168 c) Officer reports
- 169 d) Committeereports
- 170 e) Unfinished business
- 171 f) New business
- 172 g) Adjournment

173
174
Article IV
Board of Directors and Officers

175
176
177
178 Section 1. General Powers. The Corporation's affairs will be managed by the Board of
179 Directors. All Board Members must be residents of the state of North Carolina and must
180 be active members of the Corporation. Nine Board Members will comprise the Board of
181 Directors. Two Board Members will be drawn from the craft member community and
182 seven Board Members will be drawn from the farm member community.

183
184 Section 2. Election of Board of Directors. The Board of Directors will be elected by and
185 from the Members at the Annual Membership Meeting each Spring.

- 186 a) Board Members must be elected by the majority of the Members represented at
187 the Annual Membership Meeting.
- 188 b) Board Members will serve two-year terms. Half of the Board Members will leave
189 or stand for reelection to the Board of Directors each year.
- 190 c) No Board Member simultaneously will hold more than one of the
191 following positions: President, Vice President, Secretary, or Treasurer.

192
193 Section 3. Election of Officers. Immediately after each election of the Board of Directors
194 by the Members, the Board of Directors will hold a regular meeting to elect a President,
195 Vice President, Secretary, and Treasurer. The President must be chosen from among
196 the Board Members from the farm member community. Each Officer serves a one-year
197 term and holds office until the election and qualification of a successor. An Officer may
198 be reelected more than once.

199
200 Section 4. Vacancies. Whenever a vacancy occurs on the Board of Directors, other
201 than from the expiration of a term of office, the remaining Directors may select an interim
202 replacement to serve until the next regular meeting or special meeting.

203
204 Section 5. Board Meetings. Meetings of the Board of Directors will be held at such time
205 and place as the Board of Directors determines.

206
207 Section 6. Special Meetings. Special meetings of the Board of Directors will be held
208 whenever called by the President or by two Board Members. Each call for a special
209 meeting will state the time, place, and business of the meeting.

210
211 Section 7. Notice of Board Meetings. Notice of regular and special meetings of the
212 Board of Directors must be given to each Board Member by standard post, email,
213 telephone, or in person. Such notice will be given at least seven days prior to a regular

214 meeting and at least one day prior to a special meeting. Any Member may attend
215 meetings of the Board of Directors.

216
217 Section 8. Quorum. A majority of the Board Members on the Board of Directors
218 constitutes a quorum. Quorum is necessary for the transaction of any business by the
219 Board of Directors.

220
221 Section 9. Proxy Voting. Votes by proxy may be counted at regular or special meetings
222 of the Board of Directors if a quorum is present to conduct the meeting. A Board
223 Member must designate a proxy in writing to a fellow Board Member or the Market
224 Manager. A proxy vote will carry the same weight as a vote cast in person.

225
226 Section 10. Compensation. Board Members and Officers will not receive any
227 remuneration for their services. Travel expenses for attendance at regular or special
228 meetings may be reimbursed by a resolution of the Board of Directors in their discretion.
229 A Board Member may serve the Corporation in any other capacity and receive
230 compensation for those services.

231
232 Section 11. Removal. Any Board Member may be removed by a vote of the Board of
233 Directors after two unexcused absences from meetings of the Board of Directors.
234 Furthermore, any Board Member may be removed for cause by a two-thirds vote of the
235 Members at a special or regular membership meeting. Any Member may initiate a vote
236 to remove, but the vote only may be taken after the membership has received written
237 notice of the Member's intention to initiate a vote to remove that Board Member at least
238 30 days but not more than 60 days prior to the vote.

239
240
241 **Article V**
242 **Duties of the Board of Directors**

243
244 Section 1. Management of Business. The Board of Directors will have general
245 supervision and control of the Corporation's affairs and has the authority to make all
246 rules and regulations consistent with North Carolina law and the Corporation's bylaws for
247 the management of the business, guidance of all agents of the Corporation, and
248 supervision of employees and contractors. This includes the power to levy a fee for any
249 services provided by the Corporation to its members, provided that said fee is approved
250 by a majority vote of the Members at any regular or special membership meeting before
251 it goes into effect. The Board of Directors also retains the authority to promulgate an
252 ethical code governing the conduct of all Members. The Board of Directors must
253 maintain proper records of all business.

254
255 Section 2. Employees and Contractors. The Board of Directors may employ or
256 authorize the employment of employees and contractors as deemed necessary and to
257 set compensation at the fair market value for the services rendered.

258
259 Section 3. Insurance. The Board of Directors will provide for the adequate insurance of
260 the Corporation's property or property stored by the Corporation, and not otherwise
261 adequately insured. The Board of Directors will provide adequate general commercial
262 liability insurance to cover market activities.

263
264 Section 4. Checks and Drafts. All checks, drafts, orders for the payment of money,
265 notes, or other evidence of indebtedness issued in the name of the Corporation shall be
266 signed by the Treasurer or President. The Board of Directors may also authorize the Market

267 Manager to sign a check, draft, order of payment of money, note, or other evidence of
268 Indebtedness issued in the name of the Corporation.

269
270 Section 5. Contracts. The Board of Directors may authorize any Board Member,
271 employee, or contractor of the Corporation to execute and deliver a contractual
272 instrument in the name of the Corporation. Such authorization may be general or
273 confined to specific instances.

274
275 Section 6. Gifts. The Board of Directors may accept on behalf of the Corporation any
276 contribution, gift, or bequest for the general purpose or any special purpose of the
277 Corporation.

278
279 Section 7. Audits. At least once a year the Board of Directors will review the
280 Corporation's financial records. Furthermore, the Treasurer must deliver an annual
281 written statement on the Corporation's financial affairs. The Board of Directors may
282 secure the services of a competent and disinterested public auditor or accountant to
283 submit a written report based on the findings to the Corporation's membership.

284
285 Section 8. Depository of Funds. The Board of Directors will use a federally insured
286 bank to deposit the funds of the Corporation.

287
288 Section 9. Memberships. The Board of Directors will accept new memberships,
289 terminate memberships, and reinstate memberships as stated in Article II of the bylaws.

290
291 Section 10. Observance of the Bylaws. The Board of Directors has the power
292 to enforce the observance of the Corporation's bylaws by all Members.

293
294
295 Article VI Duties
296 of Officers

297
298 Section 1. Duties of the President. The President shall:

- 299 a) Preside over all meetings of the Board of Directors;
300 b) Preside over all meetings of the Members;
301 c) Call special meetings of the Board of Directors;
302 d) Perform all acts and duties usually performed by an executive and
303 presiding officer;
304 e) Supervise employees and contractors;
305 f) Sign all papers for the Board of Directors (except for the authority granted
306 in Article V, Sections 4 & 5); and
307 g) Perform any other duties as may be prescribed by the Board of Directors.

308
309 Section 2. Duties of the Vice President. The Vice President shall:

- 310 a) Assist the President and will perform the duties of the President in his/her
311 absence; and
312 b) Perform any other duties as may be prescribed by the Board of Directors.

313
314 Section 3. Duties of the Secretary. The Secretary shall:

- 315 a) Be responsible for keeping the archives of the Corporation's records and
316 documents, including a complete record of all meetings of the Members and
317 meetings of the Board of Directors;

- b) Serve all notices required by law and by the bylaws of the Corporation, including state and federal legal and tax documents;
- c) Make a full report of all matters and business pertaining to the office of the Secretary at the Annual Membership Meeting;
- d) Participate in the compilation of reports required by the Corporation or the Board of Directors;
- e) Retain a current, complete list of Members, agents, employees, and contractors of the Corporation and their contact information as compiled by the Market Manager; and
- f) Turn over all records, documents, and other Corporation property in his/her possession upon the election of a successor.

Section 4. Duties of the Treasurer. The Treasurer shall:

- a) Perform all duties with respect to Corporation finances as prescribed by the Board of Directors and as provided in Article V, Section 4;
- b) Make a full report of all matters and business pertaining to the office of the Treasurer at all Annual Membership Meetings; and
- c) Turn over all records, documents, and other Corporation property in his/her possession upon the election of a successor.

Section 5. Succession of Officers. In case death or resignation of any Officer or the inability of any Officer to perform his/her duties, the Board of Directors may declare the office vacant and elect the Officer's successor as provided in Article IV, Section 4.

Article VII General Provisions

Section 1. Fiscal Year. The Corporation's fiscal year will begin on the 1st day of January and end on the 31st day of December in each year.

Section 2. Inspection of Records. All of the records of the Corporation will be maintained in accordance with the following:

- a) The following records of the Corporation will be available for inspection by the

Members through an internet-accessible database:

- 1) Incorporation documents including the Articles of Incorporation;
- 2) Bylaws of the Corporation;
- 3) Current Market Rules;
- 4) Current annual budget;
- 5) Approved minutes of all meetings;
- 6) Treasurer reports; and
- 7) A list of all current Board Members.

- b) All other records of the Corporation shall be maintained by the Secretary. These records will be made available for inspection by any Member upon written request. Any request by a Member for these documents must:

- 1) Identify, to the extent possible, the specific documents requested; and
- 2) Identify the specific nature and purpose for the request.

The Board of Directors will evaluate the written request at the next meeting following the receipt of that request. If the Board of Directors determine the request is for a proper purpose, the requested documents shall be made available to the requesting Member within two weeks of the Board of Director's determination.

372 Section 3. Committees. Any business function of the Corporation may be delegated to
373 a committee of the Members by the Board of Directors. The committee may appoint or
374 elect a chairperson. Committees will investigate, plan, regulate, and oversee any
375 function of the Corporation within the approval of the Board of Directors. However, the
376 Board of Directors may not avoid their responsibilities by delegating to committees.
377

378 Section 4. Market Manager. The Board of Directors will employ or contract with a Market
379 Manager. The Market Manager may not be a Member of the Corporation. In December of
380 each year, the Board of Directors will approve a contract or an employment agreement
381 delineating the responsibilities of the Market Manager for the coming fiscal year. The
382 Market Manager may not be affiliated with any Member. The Market Manager will work
383 under the supervision of the Board of Directors.

384 Article VIII
385 Amendments

386
387 Section 1. Amendments to the Articles of Incorporation. The Articles of
388 Incorporation may be altered, amended, or replaced by a two-thirds majority vote
389 of the Corporation membership at a regular or special meeting. Any proposed
390 change to the Articles of Incorporation must be filed with the Secretary in writing at
391 least ten days before the meeting during which it is to be considered and before the
392 notice of such meeting has been provided to the Members.
393

394 Section 2. Amendments to the Bylaws. The Bylaws may be altered, amended,
395 or replaced by a majority vote of the Corporation membership at any regular or
396 special meeting. Proposed changes to the Bylaws must be filed with the Secretary
397 in writing at least ten days before the meeting during which it is to be considered
398 and before the notice of such meeting has been provided to the Members.

399

400

THIS IS TO CERTIFY that the above bylaws of the Wilmington Farmers' Market were duly adopted by the Members of the Corporation at a meeting held on

403

404

405

Name

Date

406

407

408

Name

Date

409

410

Signatures on file with the DFM Secretary of the Board and Market Manager.