



Wake Forest Farmers Market By-Laws

I. Mission Statement

The Wake Forest Farmers' Market, Inc. (WFFM) is a public-service, non-profit organization whose primary mission is to encourage, support, and promote the entrepreneurial efforts of local, independent, and small-scale farmers seeking to sell farm products directly to the consumer and operating independently from large corporate or factory farms. Inherent in this mission is serving the community and the consumer who benefit from the availability of these farmers' products. Secondary goals are to educate the consumer about the many benefits to the individual, the community, and the environment of buying locally produced food, and to enhance and enrich the community and culture of Wake Forest. The WFFM will operate in a manner consistent with the spirit of the goals of the Town of Wake Forest and in cooperation with the community.

II. Membership and Dues

- a. A Market Member is a farm or business that produces farm and/or handcrafted goods. A Market Member includes any person or group of people cooperatively producing farm products and/or handcrafted items under one farm/business name. Only Market Members of the WFFM may sell at the market. Market Members are those producers who have filled out a membership application, paid the annual dues, and have received notification from the WFFM Board of Directors that their application has been approved. Market Members must abide by laws, regulations, and By-Laws, including Market Rules. A copy of Market Rules will be given to each Market Member before the start of each season.
 - i. Market Members are allotted one vote on issues brought before members.
 - ii. One representative from the farm or business must attend the annual meeting to maintain good standing held in the first quarter of the calendar year
 - iii. Market Members must allow their farm or business to be inspected by members of the board and/or their representatives
 - iv. Market Membership goes from the first weekend of the regular season of the current year to the weekend before the first weekend of the regular market season the following year

b. Requirements For Membership

- i. Each member must reside and produce items to be sold at the Wake Forest Farmers' Market within a 75 mile radius of the Wake Forest city limits.
- ii. The Wake Forest Farmers' Market is a "Producers Only" market and, as such, each Market Member, or a designated representative, must be the original producer of the items sold.
- iii. Market Members must allow an initial farm/facilities inspection to be conducted by a committee designated by the Board of Directors to verify to the Corporation that the Market Member is the producer of all goods being sold. The inspection must be carried out before a Market Member is allowed to sell at the Market.
- iv. Application for membership must be made by a prospective member during the open application period set by the Board.
- v. To be a voting member, the market member must attend a minimum of 25 markets throughout the calendar year

c. Membership Termination

- i. The Board of Directors may vote to suspend for a fixed period of time or expel a Market Member for cause. Market Members have the right to notice before such action is taken. Cause may include but is not limited to:
 1. Failure to submit to or abide by decisions made by the Board of Directors, including the Market Rules, or to accept any ruling of the membership.
 2. Selling or offering for sale any product not grown or originally produced by the Market Member.
 3. Failure to pay dues by the period defined in the Market Rules. Membership annual dues are not refunded when a Market Member is expelled for any reason.

d. Dues

- i. Annual membership dues are set by the Board of Directors and are due on or before the first market attended by the member for the year.
- ii. Weekly Market fees are set by the Board of Directors and are paid per Market Member attending.
- iii. Should the Wake Forest Farmers' Market, Inc. cease operations, any and all remaining funds after expenses shall be donated to the Carolina Farm Stewardship Association or other 501(c)(3) working to support local agriculture in North Carolina.

III. Meetings of Members

a. Annual Membership Meeting

The Wake Forest Farmers' Market's Annual Membership Meeting will be held at a time and place designated by the Board of Directors sometime during the first quarter of the calendar year.

b. Regular and Special Meetings

The Board of Directors will establish a schedule of regular meetings of Market Members and designate the time and place of the meetings. Special meetings of Market Members may be called by the President, the Board of Directors, or by not less than one-fifth of the membership.

c. Notice of Meetings

All WFFM member vendors will be given reasonable notice of all planned board meetings. Board meetings shall be open to all WFFM member vendors for observation, although only board members will be allowed to participate and vote at board meetings.

IV. Board of Directors

a. A five-member Board of Directors shall be elected by a simple majority of the paying Market Members who have met the required attendance present at the annual meeting of the general membership of the WFFM. The affairs of the corporation shall be managed by the Board of Directors. The Directors must be residents of the state of North Carolina and must be active members of the corporation. There shall be 5 members of the Board of Directors.

b. Election Of Board

i. Board Members will be elected to two year terms.

ii. Board members will be elected by a simple majority of members present at the annual meeting of the Market's membership.

iii. Any member in good standing can run for a Board seat.

c. Election of Officers

Immediately after the election of the Board, the Board will determine roles and responsibilities of elected members based on skill set and necessity. The officers will serve until succeeded and at the end of their term, will transfer over any and all documents, accounts, and material relating to the business of the Market.

d. Vacancies

Whenever a vacancy occurs in the Board of Directors, other than from the expiration of a term of office, the remaining Directors may select a replacement to serve until a replacement is chosen by the Market's membership.

e. Special Meetings

A special meeting of the Board of Directors shall be held whenever called by the President or by two Board members. Each call for a special meeting shall state the business to be transacted and the time and place of such meeting.

f. Notice meetings

Notice of regular or special meetings of the Board may be mailed to each Board member, or made in person or by telephone or email. Such notice shall be given at least 7 days before a regular meeting and 1 day before a special meeting. Board meetings may be attended by all active Members of the corporation.

g. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

h. Compensation

- i. The Board will not receive any compensation for their duties.
- ii. No Board member, anyone in their family or under their employment, can serve as an employee of the market while the Market Member is on the Board of Directors.

i. Removal

Any member of the Board of Directors may be removed for cause by a two-thirds vote of the active membership voting at a special or regular membership meeting. Any active member may initiate a vote to remove, but such vote may be taken only after the active membership of the market has had at least 30 days and not more than 60 days written notice of the member's intention to initiate a vote to remove. The duty of the notification shall rest upon the member or members seeking the vote to remove.

V. Duties of the Board of Directors

a. Management of Business

The Board of Directors shall have general supervision and control of the affairs of the corporation and shall make all rules and regulations consistent with the laws of the state of North Carolina or with these By-Laws for the management of the business and guidance of the members, employees, and agents of the corporation. This shall include a power to levy a fee for any services provided by the corporation for its members. The Board of Directors shall have the authority to promulgate an ethical code of conduct to regulate the activities of members at events sponsored by the corporation or under the general auspices thereof. The Board of Directors shall require proper records to be kept of all business transactions.

b. Employees

The Board of Directors shall have the power to employ or to authorize the employment of such employees as may be deemed necessary and to fix their compensation at a fair market value or a reasonable amount for the services rendered.

c. Bonds and Insurance

The Board of Directors may require officers, agents, and employees charged by the market with responsibility for the custody of any of its funds or negotiable instruments to give adequate bonds. Such bonds, unless cash security is given, shall be furnished by a responsible bonding company and approved by the Board of Directors, and the cost thereof shall be paid by the corporation. The Board of Directors shall provide for the adequate insurance of the property of the association, or property which may be in possession of the association, or stored by it, and not otherwise adequately insured. In addition, the Board of Directors shall provide adequate insurance covering liability for accidents to all employees and the public.

d. Checks and Drafts

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the market shall be signed by the Treasurer, provided however that the Board of Directors may authorize any active member to sign any or all such checks, drafts, etc., on behalf of the market. Such authority may be general or confined to specific instances.

e. Contracts

The Board of Directors may authorize any officer or employee of the market to execute and deliver any instrument in the name and on behalf of the market, and such activity may be general or confined to specific instances.

f. Gifts

The Board of Directors may accept on behalf of the Market any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Market.

g. Audits

From time to time, and at least once a year, the Board of Directors will review the Market's financial records. The Treasurer will deliver an annual written statement on the Corporation's financial affairs and present it at the annual meeting of members.

h. Agreements with Market Members

The Board of Directors has the power to carry out all and any agreements of the Market with Market Members and others in every way advantageous to the Market, representing the Market Members and others collectively.

i. Depository of Funds

The Board of Directors will use a federally insured bank to deposit the Market's funds.

j. Memberships

The Board of Directors will accept new Market Members, terminate memberships, and reinstate memberships as stated in the By-Laws.

k. Observance of the By-Laws

The Board of Directors has the power to enforce the observance of all provisions of the Corporation's By-Laws by Market Members.

VI. Duties of Officers

a. Duties of the President. The President will:

- i. Lead the Board of Directors
- ii. Preside over the Corporation's meetings
- iii. Preside over meetings of the Market Members
- iv. Call special meetings of the Board of Directors
- v. Perform acts and duties usually performed by an executive and presiding officer
- vi. Supervise employees/contractors
- vii. Sign all papers for the Board of Directors
- viii. The President will perform such other duties as may be prescribed by the Board of Directors.
- ix. The President will turn over all records and documents and other Market property in his/her possession upon election of a successor.

b. Duties of the Vice President

The Vice President will assist the President and will perform the duties of the President in his/her absence. The Vice President will perform such other duties as may be prescribed by the Board of Directors.

c. Duties of the Secretary

- i. The Secretary will be responsible for keeping the archive of Market records and documents, including a complete record of Market meetings and meetings of the Board of Directors.
- ii. Serve all notices, including state and federal legal and tax documents, required by law and by the Market By-Laws.
- iii. Make a full report of all matters and business pertaining to the office of Secretary at the Annual Membership Meeting.
- iv. Participate in the compilation of reports required by the Market or the Board of Directors.
- v. Retain a current, complete list of Market Members, agents, and employees / contractors of the Market and their contact information, as compiled by the Market Manager.

- vi. Turn over all records and documents and other Market property in his/her possession upon election of a successor.
- d. Duties of the Treasurer
 - i. The Treasurer will perform all duties with respect to Corporation finances as prescribed by the Board of Directors and By-Laws.
 - ii. Make a full report of all matters and business pertaining to the office of Treasurer at the Annual Membership Meeting.
 - iii. Turn over all books and other Market property in his/her possession upon election of a successor.
- e. Succession of Officers

In case of death or resignation of an officer or the inability of an officer to perform his/her duties, the Board of Directors may declare the office vacant and elect the officer's successor.

VII. General Provisions

- a. Fiscal Year

The Market's fiscal year will begin on the first day of January and end the last day of December each year.

- b. Inspection of Records

All market books and records may be inspected by a representative of any Market Member or its attorney for any proper purpose at any reasonable time. Documents will be made available within two weeks of receipt of a written request for such an inspection.

- c. Committees

Any business function of the Market may be delegated to a committee of members by the Board of Directors. Members will investigate, plan, regulate, and oversee any function of the Market within the approval of the Board of Directors. However, the Board of Directors may not avoid their responsibilities for Market business by delegating to committees. A committee chairperson may be elected by a committee.

- d. Market Manager

The Board of Directors shall employ/contract a Market Manager. The Market Manager may not be a Market Member. The Board of Directors will approve a contract delineating the responsibilities of the Market Manager for the coming year.

VIII. Amendments

- a. Amendments to the Articles of Incorporation.

The Articles of Incorporation may be altered, amended, or replaced only by a two-thirds majority vote of the Market membership at a regular or special meeting. Intention to seek a change in the Articles of Incorporation must be filed with the Secretary in writing at least ten days before the meeting during which it is to be considered and before the notice of such meeting has been provided to the Market Members.

b. Amendments to the By-Laws

The By-Laws may be altered, amended, or replaced by a majority vote of the Market membership at any regular or special meeting. Intention to seek a change in the By-Laws must be filed with the Secretary in writing at least ten days before the meeting during which the change is to be considered and before the notice of the meeting has been sent to Market Members.