

BYLAWS OF VIRGINIA FARMERS MARKET ASSOCIATION

ARTICLE 1. NAME

The name of the association shall be the Virginia Farmers Market Association (herein referred to as VAFMA).

ARTICLE 2. PURPOSE

Section 2.1: Purpose. VAFMA is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as now or hereafter amended, and more specifically for the following purposes:

The Virginia Farmers Market Association (VAFMA) is a member-based, statewide association. The mission of VAFMA is to support farmers markets through education initiatives, while building opportunities for collaboration, networking, advocacy, and innovation that supports the growth and sustainability of farmers markets statewide.

Section 2.02: Intent. The intent of the corporation is to qualify as a non-profit, tax-exempt entity pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now or hereafter amended. In order to effectuate such intent, no part of the net earnings of the organization shall inure to the benefit of any of its Directors, officers, members, or any other individual, and the organization shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE 3. MEMBERSHIP

SECTION 3.1: Market Members (voting). Any farmers market operating in the Commonwealth of Virginia that meets the Virginia Department of Agriculture definition of a farmers market is eligible for membership in VAFMA. An eligible market shall be considered a voting member of VAFMA upon receipt of a written statement expressing such market's intent to become a member and establishing, to the best of its ability, an individual associated with the market as the primary point of contact on VAFMA matters and receipt of dues. Each member market shall be entitled to one vote on matters pending before a VAFMA annual meeting or at other meetings at which market members are present and voting. Membership in VAFMA shall be assessed annually unless a member market provides written notice to VAFMA that its membership is being terminated.

SECTION 3.2: Vendor Member (non-voting). A Vendor Member is any farmer, food producer, or artisan selling products at a community farmers market that pays annual dues as set by VAFMA and that supports the purpose of VAFMA. The Vendor Member shall not be a voting member of VAFMA or a member of the Board, except as determined in Section 4.2 which states that a vendor member may serve on the Board of Directors if he or she is chosen as the representative of a market that does not have an active market manager to represent the market and regional representation needs to be met on the Board. When a vendor member is elected to the Board of Directors he or she will assume all the responsibilities of the Board including the right to vote on Board decisions.

SECTION 3.3: Consumer Member (non-voting). A Consumer Member is any consumer that regularly shops at a farmers market in the Commonwealth of Virginia that pays annual dues as set by VAFMA and that supports the purpose of VAFMA. The Consumer Member shall not be a voting member of VAFMA or a member of the Board, except as determined in Section 4.2 which states that a consumer member may only serve on the Board of Directors if he or she is invited by the Board to do so. The consumer member will only be given the right to offer advice, but will not have the right to vote.

SECTION 3.4: Sponsoring Member (non-voting). A Sponsoring Member is a person or organization other than a farmers market that pays annual dues as set by VAFMA voting members and that supports the purpose of VAFMA. The Sponsoring Member shall not be a voting member of VAFMA or a member of the Board, except as determined in Section 4.2 which states that a sponsor member may only serve on the Board of Directors if he or she is invited by the Board to do so. When a sponsor member is elected to the Board of Directors he or she will assume all the responsibilities of the board including the right to vote on Board decisions.

SECTION 3.4: Annual Meeting. An Annual Meeting of the membership shall be held once a year and be open to the public.

SECTION 3.5: Special Meetings. Special Meetings of the membership may be called by a majority of the Board of Directors or by a majority of the membership and shall be held once each quarter or at least three times a year.

SECTION 3.6: Notice of Meetings. Written, printed, or email notice of every Annual Meeting and Special Meeting of the membership shall be sent to each member not less than two weeks before such meeting. Such notice shall state the purpose, and the time and place of the meeting. No business shall be transacted at special meetings other than that referenced in the meeting notice.

SECTION 3.7: Quorum. Business at an annual meeting will be conducted based on the approval of the majority of those present.

SECTION 3.8: Voting. Voting at the Annual Meeting will include the annual fiscal budget and new members of the Board of Directors. All other business to be voted on at the annual meeting or any special meeting must be announced to the membership at least two weeks before such meeting.

SECTION 3.9 Annual Budget. The budget will be assessed annually in accordance with the Fiscal Year of the organization. Guidelines for such, including schedule and amounts, will be determined annually by a committee of members appointed by the Board and agreed upon by majority vote of market members at each annual meeting. The annual budget will be posted for member review on the VAFMA website at least two weeks before the annual meeting.

ARTICLE 4. BOARD OF DIRECTORS

SECTION 4.1: Responsibilities. The Board shall be responsible for establishing all necessary goals, objectives, policies and procedures of VAFMA. The Board shall oversee the management of the business affairs of the Association, including but not limited to: holding meetings, developing programs, preparation of the annual budget, strategic planning, fundraising plans, fiscal management of all funds received and distributed in accordance with the contractual requirements of the funding source, and supervision and direction of activities of the executive director.

SECTION 4.2: Number, Term, Qualification. The Board of Directors must be at least eight but not more than twelve market members representing each of the eight regions (Tidewater, Richmond, Southside, Southwest, Blue Ridge, Charlottesville/Shenandoah, Central/Fredericksburg, Northern Virginia), and at least 60 percent of whom are actively managing a Virginia farmers market. A Vendor Member or Sponsoring Member is allowed to serve on the Board in situations where there is no other available market member to do so and regional representation needs fulfilled; Vendor Members and Sponsoring Members may also serve on the Board when they are invited by the Board to do so. Consumer Members are allowed to serve on the Board only when they are invited by the Board to do so and will not be given voting rights, but will mainly serve to help advise the Board. Each director shall serve a minimum term of two years, with term limits of four consecutive terms (making a total of eight consecutive years); after one year off a Board member may be permitted to return. The membership of the Board shall be staggered so as to ensure continuity and retain institutional knowledge during periods in which new Board members are elected; No more than 50% of the Board members will be replaced annually with the exception of unexpected vacancies in which case the Board will vote in a temporary replacement to fill the duration of the term. See Section 6.2 for Election & Term Specifics.

SECTION 4.3: Election of Directors. Officers shall appoint a nominating committee to nominate prospective new Board members. Members may also submit nominations by written communication in the form of a letter to the Chair of the Board or to the Chair of the Nominations Committee. Prior to the annual meeting, the Nominations Committee will affirm the ability and desire of the stated individual to serve. Nominations will also be accepted from the floor at the Annual Meeting. All Officers shall be elected by a majority vote of the member representatives present at the Annual Meeting. The Board of directors will establish a Nominating committee as defined in Section 5.2

SECTION 4.4: Board Meetings. The Board of Directors shall meet a minimum of four times a year including the Annual Meeting and as deemed necessary by the Chair of the Board or as requested by a majority of Directors. Required meetings shall be conducted in person, by conference and/or video call. Board Meetings shall be open to the public. A quorum of the Board of Directors must be present for a meeting to take place; if a quorum is not met, the meeting must be canceled or rescheduled.

SECTION 4.5: Quorum. A quorum shall consist of a majority of the current Board members.

SECTION 4.6: Voting. All decisions shall be made by the majority of those present, provided a quorum exists and except as otherwise provided by these bylaws. Voting at the Annual Meeting will take place in a face-to-face setting and members must be present to vote. Voting at Special Meetings may take place face-to-face, online, or via email and to be determined on a per meeting basis; see Section 4.7.

SECTION 4.7: Decisions not at physical meetings. The Board may adopt decision-making methods that do not require a physical meeting of its members, such as via email, video conferencing, or other method. For such decisions, a quorum shall mean all available current members of the Board and a majority shall mean a majority of the entire Board.

SECTION 4.8: Board Vacancies, Regional Representation. Vacancies on the Board may be filled by appointment by the Board at any time to fill the remainder of a term. In order to achieve regional representation, vacancies of regional Board members must be filled with qualified persons from the same region. All such appointments shall be subject to affirmation at the next Annual Meeting of the membership.

SECTION 4.9: Removal of Directors. Directors may be removed from the Board for cause by a two- third vote of the entire Board, whenever in its judgment the best interests of the VAFMA would be served. The vote will take place at a meeting, notice for which specifies

that such removal is to be considered. All members shall be notified of the pending action 30 days in advance of the meeting.

SECTION 4.10: Conflict of Interest. No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. None of the property of the corporation shall be distributed directly or indirectly to any member of the corporation except in fulfillment of its stated charitable and educational purposes.

ARTICLE 5. EXECUTIVE AND OTHER COMMITTEES

SECTION 5.1: Executive Committee. The Executive Committee shall consist of officers of the corporation. The function of the Executive Committee is to exercise powers of the Board of Directors on matters which arise between regularly scheduled Board meetings and when it is not practical or feasible for the Board to meet. To the extent permitted by applicable law, the articles of incorporation and these Bylaws, the Committee is empowered to act for the full Board; however, the Committee shall not have such power or authority in reference to the following matters:

a) Adopting, amending or repealing any bylaw; b) Filling vacancies in the Board; c) Changing the membership of, or filling vacancies in the Executive Committee; d) Making final determinations of policy; or e) Hiring or firing the Executive Director.

Actions taken by the Executive Committee must be reported to the Board by written communication within fifteen (15) days succeeding the taking of such action. The designation and appointment of the Executive Committee and any delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them applicable to the Articles of Incorporation or these bylaws.

SECTION 5.2: Nominating Committee. The Nominating Committee shall be appointed by the Board of Directors no later than the first special meeting following the Annual Meeting. The Nominating Committee shall be made up of at least three but not more than five VAFMA Market Members. Each committee member shall serve a minimum term of two years, with term limits of two consecutive terms (making a total of four consecutive years); after one year off a committee member may be permitted to return to the same committee.

The nominating committee will meet no fewer than three times prior the Annual Meeting and must submit Officer and Board member recommendations to the Board of Directors no later than 45 days prior the Annual Meeting. The nominating committee will assign a Chair to

oversee the communications and duties of the committee and who will serve as the liaison to the Board of Directors.

The duties of the Nominating Committee shall include the following:

- Assessment of Board and Officer Performance, both the Board as a whole and as individual Board members.
- Developing and/or refining Board position descriptions.
- Evaluates the needs of the Board and develops a profile of the kinds of people that are needed to fill vacancies on the Board.
- Works with the rest of the Board members to help find the right people to fill Board positions.
- Investigates, interviews, and determines the ability and interest of members to serve on the Board of Directors and/or in an officer position.
- Promotes diversity on the Board.
- Implements, along with senior staff members of the organization, Board orientation.
- Responsible for ongoing education of the Board.

SECTION 5.3: Other Committees. The Board may from time to time appoint such standing and ad-hoc committees as it deems advisable. Membership of these committees shall include Board members and other interested individuals. The Board shall determine power and responsibilities of such committees.

SECTION 5.4: Advisory Committee. An advisory committee shall be established to support the purpose of VAFMA. It shall be comprised of individuals and agents invited by the Board to advise in a non-voting capacity.

SECTION 5.5: Minutes. Committees shall keep minutes of their meetings and report all actions and recommendations to Board a minimum of two weeks in advance of Board meetings.

ARTICLE 6: OFFICERS

SECTION 6.1: Officers. The current Board shall recommend officers of the VAFMA to fill the following positions: President, Vice-President, Secretary, and Treasurer. The Board shall announce their recommendations to membership no less than 30 days prior to the Annual Meeting. Officers will be determined through a direct election at the Annual Meeting. The duties of any officer may be shared among more than one Board member subject to approval by a majority of the Board. The Board of Directors may also create other officers from time to time on an as-needed basis. In the event of an unexpected vacancy, see Section 6.4.

Officer Positions are as follows:

- **President.** The President shall be the principal executive officer of the VAFMA and shall supervise and control the business and affairs of the VAFMA subject to the policies and procedures established by the Board. The President shall preside at all meetings of this organization. The President shall sign any contracts or documents established on behalf of VAFMA. The President shall perform all duties essential to this office. The President serves as supervisor of VAFMA Executive Director and conducts regular employee reviews.
- **Vice-President.** The Vice-President, in the event of the inability of the President to perform his or her duties, shall have all the duties and authority normally vested in the President of VAFMA. The Vice-President may be designated by the Board from time to time to serve as Co-President of the organization.
- **Secretary.** The Secretary shall keep a record of all the meetings of the Board of Directors and membership, and shall receive and maintain files on the proceedings of committees. The Secretary shall hold all official documents of VAFMA and maintain the register of members. The minutes from each directors meeting and the annual meeting shall be reviewed and approved by the Board in a timely manner then shall be distributed to the membership within two weeks of the meeting.
- **Treasurer.** The Treasurer shall supervise the financial affairs of VAFMA, accounting for all the receipts and disbursements, sign together with the Chair any contracts executed on behalf of VAFMA and present a complete yearly statement of the financial affairs of the VAFMA at the annual meeting.

SECTION 6.2: Election and Term of Office. Officers shall be elected by a majority vote of the member representatives present at the Annual Meeting. Each officer shall hold office for two years and until his or her successor shall have been elected unless the member dies, resigns, or is removed.

Each officer shall serve a minimum term of two years, with term limits of four consecutive terms (making a total of eight consecutive years); after one year off an Officer member may be

permitted to return. The Officer elections shall be staggered so as to ensure continuity and retain institutional knowledge during periods in which new Officers are elected; No more than 50% of the Officers will be replaced annually with the exception of unexpected vacancies in which case the Board of Directors will vote in a temporary replacement to fill the duration of the term.

The first Officers of VAFMA shall be voted into office in the following terms to ensure the Officer member's terms are staggered:

- President: four year term; (renews in 2019)
- Vice-President: three year term; (renews in 2018)
- Treasurer: two year term; (renews in 2017)
- Secretary: one year term; (renews in 2016)

Each initial officer may be voted to remain for a subsequent term. Members voted to office in the second term will then take office for the standard two-year term; therefore, subsequent years will stagger the Board of Director positions as follows:

- President & Treasurer are up for renewal in 2019 and every other year thereafter;
- Vice-President & Secretary are up for renewal in 2018 and every other year thereafter.

SECTION 6.3: Removal. Any officer elected or appointed by the members may be removed from his or her position by a two-third vote of the Board, whenever in its judgment the best interests of the VAFMA would be served. Removal will take place at a meeting, written notice in the form of a letter and/or email must be given to the Board of Directors 30 days prior that such removal is to be considered and voted upon.

SECTION 6.4: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the President for the unexpired portion of the term. In order to achieve regional representation, vacancies of Officers must be filled with qualified persons from the Board of Directors. All such appointments shall be subject to affirmation at the next Annual Meeting of the membership.

ARTICLE 7: INDEMNIFICATION OF DIRECTORS AND OFFICERS

VAFMA shall have the power to obtain and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of VAFMA against liability asserted against him or her in order and incurred by him or her in any such capacity, or arising out of his or her status as such.

ARTICLE 8: AMENDMENT OF BYLAWS

These bylaws may be altered or amended by a two-thirds vote of the member representatives present at the Annual Meeting provided that notice of proposed change(s) has been provided to members at least 30 days prior to the proposed action. The Board of Directors shall review any and all proposed changes to the bylaws no later than 60 days prior to the Annual Meeting; upon agreement of at least ½ of the Board, proposed changes to the bylaws shall be posted to membership through the VAFMA website and via email notification no later than 30 days prior to the Annual Meeting. Members will be provide an open forum to post their comments prior to the annual meeting or will be able to email the Board of Directors with any comments they wish to be considered.

ARTICLE 9: FISCAL

SECTION 9.1: Fiscal Year. The fiscal year of the association shall be the calendar year.

SECTION 9.2: Authority to Solicit and Accept Funds. The corporation shall engage in raising funds as necessary to support VAFMA's activities and programs including the organizational capacity to solicit, receive, administer, and distribute funds or in-kind contributions in connection with any activities in which the corporation is the sponsor or a collaborative partner. All such funds and donations shall be expended in accordance with the contractual requirements of the funding source and in compliance with the rules set forth in Code Section 501(c)(3).

SECTION 9.3: Dissolution of Funds. In the event of dissolution of the Federation, subject to any restrictions on use or transfer that may exist, all assets remaining after all liabilities and obligations have been met, will be paid to one or more agriculturally-based not-for-profit organization(s) qualifying as exempt organizations described in Code Section 501(c)(3), as determined by the Board of Directors.

Adopted on (date) November 10, 2015 by the VAFMA Advisory Board of Directors:

