

Example of Farmers' Market Bylaws

BYLAWS of the DOWNTOWN FARMERS' MARKET

ARTICLE I

Name

The name of this Corporation is the "Downtown Farmers Market of Big Lake, Inc." and may be referred to in these Bylaws as the "Corporation".

ARTICLE II

Purpose & Objectives

Section 1. The Downtown Farmers Market of Big Lake, Inc. has been formed to provide healthy, fresh foods and horticultural products to Alligator County and surrounding areas, and to encourage commerce, entertainment and trade in Downtown Big Lake. (Mission Statement established June 1, 2001)

Section 2. To achieve its mission, the Corporation shall do the following:

- a. Establish and operate a farmers market for the purpose of furnishing a facility for sales of Florida fresh foods and horticultural products.
- b. Work with the Alligator County Agricultural Extension Office/University of Florida (Institute of Food and Agricultural Sciences) and similar organizations to promote the production of Florida fresh produce and horticultural products in Vegetable County.
- c. Organize and/or participate in educational and other activities that promote the use of Florida fresh produce and horticultural products.
- d. Organize and/or participate in those activities that, in conjunction with the operation of a farmers market, will serve to encourage commerce and trade in Downtown Big Lake.
- e. Organize and/or participate in those activities that will serve to further the Corporation's mission.
- f. Conduct research necessary to further the development of the farmers market.
- g. Solicit and receive funds, gifts, endowments, donations, devises and bequests.
- h. Lease and/or purchase property necessary to further the mission of the Corporation.

Section 3. It is hereby provided that the said purposes are not intended to limit or restrict in any manner the powers or purposes of this corporation to any extent permitted by law, nor shall the expression of one thing be deemed to exclude another although it be of like nature.

Section 4. The Corporation is organized exclusively for public purposes as a not-for-profit corporation. Its activities shall be conducted in such a manner that no part of its net earnings will inure to the benefit of any member, director, officer or individual. In addition, the Corporation shall be authorized to exercise the powers permitted not-for-profit corporations under Chapter 617 of the Florida Statutes as now exists or is subsequently amended or superseded provided, however, the furtherance of the exempt purpose for which it has been organized is as described in Section 501 (c)(3) of the Internal Revenue Code or any amendments or additions thereto.

Section 5. The Corporation shall be nonsectarian and nonpartisan.

ARTICLE III Membership

Section 1. Any person interested in and who supports the purpose and objectives of the Corporation shall be eligible for membership.

Section 2. The membership of the Corporation shall be representative of a broad cross section of the community which it serves, including but not limited to representatives from business, citrus, government, horticulture, and education.

Section 3. Criteria for membership may be from time-to-time established by the Corporation Board of Directors.

ARTICLE IV Board of Directors

Section 1. Except as otherwise provided for by law, by the Articles of Incorporation, or these bylaws, the Board of Directors shall exercise the powers of the Corporation, conduct its business affairs, and control its property. The Board is also expressly authorized to make appropriate delegations of authority through management agreements.

Section 2: The Board of Directors shall assume responsibility for setting goals of the corporation, reviewing and approving the Corporation's operational and strategic plans, and evaluating operational and strategic performance. No acquisitions or divestitures shall occur without prior approval of the Board.

Section 3: The Corporation Board of Directors shall be composed of fifteen (15) members.

Section 4: Five (5) members shall be elected each year to serve a three-year term.

- a. By April 30 of each fiscal year, the Board of Directors will appoint a Nominating Committee which will be composed of not fewer than three (3) and not more than five (5) persons. Persons who might be considered to serve in one of the five (5) available Board positions may not be a member of the Nominating Committee.
- b. By May 31 of each fiscal year, the Nominating Committee will present a slate of candidates numbering not fewer than five (5) and not more than ten (10) persons who are eligible to serve based on membership requirements found in ARTICLE III and who

have expressed their commitment to serve as a member of the Board of Directors. In the preparation of the slate, the Nominating Committee shall consider the future composition of the Board of Directors for the purpose of having representation from a broad cross section of the community which the Corporation serves.

- c. By June 30 of each fiscal year, the Board of Directors will elect five (5) persons to fill the five (5) available positions.
- d. Those elected will begin their service on the July 1 that immediately follows their election.
- e. A Board member may not serve more than two (2) consecutive three-year terms.

Section 5. The Board of Directors shall establish attendance, participation and/or ethical standards, and may from time-to-time amend same, by which Officers and Directors will have to adhere to maintain their membership on the board.

Section 6. The Board of Directors may fill an unexpired term of an Officer or Director by a vote of fifty (50%) percent plus one (1) of the Directors in attendance of a meeting at which a quorum is present.

Section 7. A quorum of the Board of Directors will be constituted with the presence of fifty (50%) percent plus one (1) of the Board position that are filled at the time of a meeting for which proper notice has been served.

Section 8. Notice of a Board of Directors meeting is to occur by written correspondence or facsimile and is to be received no less than seven (7) days prior to the meeting.

ARTICLE V

Executive Committee

Section 1. The Corporation Executive Committee shall have the full authority to act on behalf of the Corporation Board of Directors if action is required in a time which is insufficient to meet the notice requirement for calling a meeting of the Board of Directors, as found in ARTICLE IV, Section 8 of these bylaws. Otherwise, the Executive Committee shall act as an advisory, recommending body or in other capacities as may be determined by the Board of Directors. Actions taken by the Executive Committee on behalf of the Corporation shall be made known to the Board of Directors within seven (7) days from which the action was taken.

Section 2. The Corporation Executive Committee shall be composed of the following persons: Chairperson, Vice-Chairperson, Treasurer, Secretary and one (1) at-large member of the Board of Directors.

Section 3. The Board of Directors shall conduct an election to determine the Executive Committee members for the upcoming fiscal year during the period of time that immediately follows the annual election of Directors and the beginning of the new fiscal year on July 1.

Section 4. Persons eligible to serve on the Executive Committee must meet the membership requirements found in ARTICLE III of these bylaws and serve as a member of the Board of Directors.

Section 5. A quorum of an Executive Committee meeting will be constituted with the presence of fifty (50%) percent plus one (1) of the Executive Committee members of which one (1) must be the Chairperson or Vice-Chairperson.

ARTICLE VI Officers

Section 1. The Officers of the Corporation shall be the Chairperson, Vice-Chairperson, Treasurer and Secretary.

Section 2. Officers shall serve one (1) year terms and may not serve more than two (2) consecutive terms in any one position.

Section 3. It shall be the responsibility of the Chairperson to call and conduct all meetings of the Corporation Board of Directors and Executive Committee. The Chairperson will appoint, subject to the approval of the Board of Directors, the chairpersons of all Corporation committees. The Chairperson shall be the principal spokesperson for the Corporation and shall represent it at those programs and activities at which the Corporation is to have representation.

Section 4. The Vice-Chairperson shall preside at meetings upon the absence of the Chairperson and shall assure the duties of the Chairperson upon his/her inability to fulfill the duties of his/her office as determined by the Board of Directors. The Vice-Chairperson shall serve as the Corporation's parliamentarian and shall be responsible to the Corporation to insure that the Corporations' business is conducted in an orderly fashion. Unless otherwise determined, meetings of the Corporation shall be conducted in accordance with Robert's Rules of Order.

Section 5. The Treasurer shall be responsible for providing a regular accounting of the Corporation moneys and financial transactions. The Treasurer shall be responsible for the prudent management of the Corporation moneys and for making the financial transactions necessary to conduct the business of the Corporation.

Section 6. The Secretary shall be responsible for notifying the members of the Board of Directors and Executive Committee of upcoming meetings. The Secretary shall be responsible for recording the actions taken by the Board of Directors and Executive Committee at their meetings. The Secretary shall be responsible for distributing correspondence and other information/material as may be necessary to conduct the business of the Corporation.

ARTICLE VII Committees

Section 1. The Corporation Board of Directors shall from time-to-time form those committees deemed to be necessary to conduct the business of the Corporation.

Section 2. Persons to serve as a Committee Chairperson shall be members of the Board of Directors. Committee Chairperson shall serve as result of an appointment by the Corporation Chairperson and approval of the Board of Directors.

Section 3. Persons interested in serving as a member of a Corporation Committee shall be eligible to serve upon meeting the membership requirements found in ARTICLE III of these bylaws. It is not necessary for such persons to be a member of the Board of Directors.

ARTICLE VIII Staff Services

The Board of Directors may from time-to-time engage an individual or organization to provide staff services to the Corporation. The Board will provide those so engaged with a scope of work, reasonable compensation, and periodic (not to be less frequent than once every twelve (12) months) evaluation of the efforts to accomplish the scope of work.

ARTICLE IX Finances

Section 1. The Corporation shall use its funds only to accomplish the purpose and objectives specified in these bylaws, and no part of said funds shall inure to the benefit of nor be distributed to the members of the Corporation.

Section 2. The Corporation shall have a fiscal year beginning July 1 and ending June 30 of each calendar year.

Section 3. All moneys received by the Corporation shall be deposited to the credit of the Corporation in such financial institution or institutions as may be designed by the Board of Directors.

Section 4. The solicitation of funds shall not be authorized without prior approval of the Board of Directors.

Section 5. No obligation of expenses shall be incurred and no money appropriated without prior approval of the Board of Directors.

Section 6. Upon approval of an annual budget, the Treasurer or other persons as authorized by the Board of Directors shall have the authority to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

Section 7. Disbursements shall be made by check signed by the Treasurer and one other Officer.

Section 8. The Board of Directors may from time-to-time cause an audit to be conducted of the Corporations books and accounts. Such audits are to be conducted by a certified public accountant, and upon its completion, the audit report shall be presented to the Board of Directors.

ARTICLE X Dissolution

Upon dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization as selected by the Board of Directors.

ARTICLE XI
Indemnification

Each elected or appointed Director or Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or the settlement of any proceeding to which he/she may be a party or may be involved by reason of his/her being or having been a Director or Officer of the Corporation, whether or not he/she is a Director or Officer at the time such expenses are incurred, except when the Director or Office is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

ARTICLE XII
Waiver of Notice

Whenever any notice is required to be given under the provision of Florida Statute, Articles of Incorporation or these bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the same stated therein, shall be deemed equivalent to the giving of such notice where such waiver is permitted by Florida law. All waivers shall be filed with the Corporation records or shall be made a part of the minutes of the relevant meeting.

ARTICLE XIII
Corporate Seal

The Board of Directors may provide for a Corporate Seal in such a form and with such inscription as it shall determine provided such seal shall always contain the words "Corporation" and "Nor-for-Profit".

ARTICLE XIV
Amendments

These bylaws may be amended, altered, repealed or adopted by a 2/3rd vote of the Board of Directors at a meeting for which proper notice has been provided.

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