

Eno River Farmers' Market (ERFM) By-Laws

Article I – Statement of Purpose.

Eno River Farmers' Market ("ERFM") is a not-for-profit membership organization that operates in Orange County NC.

ERFM provides local farmers and farm-related artisans and craftsmen the opportunity to sell goods and services directly to the citizens of Hillsborough and the greater Orange County area.

The farmers, artisans and craftsmen seek to create a friendly, open market and an enjoyable destination for the community to meet, to purchase farm and farm-related goods and services and to learn about farming, food and food production.

ERFM's success will be apparent by its impact on the local agricultural economy, the wholesome fruits, vegetables and agricultural products available to the community, and the increased understanding of farming, healthy foods and local food production and consumption.

Article II - Membership and Dues

Section 1. ERFM Membership. A farmer, business, artisan or craftsman actively engaged in the production of farm or agricultural related products or handcrafted goods for direct sale to the public may apply for ERFM membership. Members must be the original producer of all products sold and agree to abide by ERFM By-Laws, Rules and the Policies and Procedures as approved by the Board of Directors and the membership. All pertinent documents are posted on ERFM's web site. Membership is not transferable or assignable.

Section 2. Market Members. A member is a farm or business that produces farm, farm-related or handcrafted goods. A member includes any person or group of people cooperatively producing farm or farm-related products or crafts under one farm or business name. A member is expected to attend the annual membership meeting and must pay applicable dues and fees. Each member has a single vote at the membership meeting and a single space at the market.

Section 3. Membership Definitions and Requirements

1. A member must reside and produce their goods and services within a 60-mile radius of Hillsborough.
2. A member grows, raises, or produces products sold at the market.
3. A value-added farm products member produces goods and services derived primarily from local farm raw products.
4. A craft member sells edible and non-edible hand-crafted products (baked goods, artwork, crafts etc.) derived primarily from locally produced raw material if available. The member must be the creative force and maker or producer of the products or services. Craft vendors will not exceed 25% of ERFM membership.
5. There are two categories of membership: **Full and Part-time.**

A. Full Member: meets all membership requirements and sells at a minimum of 24 Saturday and mid-week markets during the year. A full member is entitled to one vote at membership meetings and maintains a reserved space in the following year's market.

B. Part-time Member: meets all membership requirements and sells from 13 to 23 markets during the year. A part-time member is not entitled to vote at membership meetings but does maintain a reserved space in the next year's market.

C. All Market Members agree to allow their farms or facilities to be inspected by a committee designated by the Board of Directors whenever deemed necessary.

D. Full and Part-time members are considered members in good standing. Failure to attend 13 markets in a year will require reapplication for membership.

E. Guest Vendor: The Board of Directors reserves the right to designate "guest" vendors and to set appropriate fees. Guest vendors must be farms, artisans or craftsmen with very specific part-time crops or products that are under-represented by regular members. Guest vendors' farms or facilities must be inspected. "Guests" may attend the market for no more than 8 consecutive weeks and will be assigned non-member guest stall fees for the privilege of participating in the ERFM.

Section 4. Annual Dues. Annual dues will be proposed by the Board of Directors at the Annual Membership Meeting each year as part of the process of approving the proposed Budget for the upcoming year. Annual dues must be received by the earlier of one week prior to the first market day each spring or March 1, whichever occurs first.

Section 5. Vendor Space Fees. Separate from the annual dues, the Board may establish additional fees as required to support the budget and goals and purposes of the ERFM, including but not limited to a weekly and mid-week vendor's space fees.

Section 6. Applying for Membership. Membership applications are to be submitted to the Board of Directors according to approved guidelines and written documents. Membership applications are approved or denied by a majority vote of the Board of Directors based upon space availability as well as an applicant's anticipated contribution and impact on ERFM's purposes and goals, including ERFM mix. When all other factors are equal, preference is given to Orange County residents.

A. Member farms or facilities must be within a 60-mile radius of Hillsborough, the approximate geographic center of Orange County. The Board may approve specialty guest vendors outside this radius in order to enhance the market mix.

B. Market members must allow an initial farm or facility inspection to be conducted by a committee designated by the Board of Directors to verify to ERFM that the applicant is the producer of all goods being sold and that generally accepted practices and procedures are being used.

Section 7. Resignation and Leave of Absence. A member may resign at any time in writing to the Board of Directors. Resignation will not relieve the member of obligation to pay previously accrued dues, assessments, or other charges, nor will annual dues be prorated or refunded. In the case of prolonged illness or other extenuating circumstances and with the approval by the Board of Directors, a member may receive a leave of absence from the market for a specified period without jeopardizing membership status for the following year. Requests for a leave of absence must be made in writing. Members on a leave of absence may not vote at membership meetings. A leave of absence will not relieve the member of obligation to pay previously accrued dues, assessments, or other charges, nor will annual dues be prorated or refunded.

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

A. Failure to submit to or abide by decisions or rulings made by the Board of Directors and by the membership including the Market Rules and current Policies and Procedures.

B. Selling or offering for sale any product not grown or originally produced by the Member

C. Failure to pay annual dues by the deadline.

Membership annual dues are not refunded when a member is expelled for any reason.

Section 9. Reinstatement of Former Members. Any lapse in membership for any reason requires submission of a New Member Application.

Section 10. Property. No property rights shall accrue to any Market member. In case of dissolution, all property assets after payment of debts accrue to ERFM. No Market member will be liable for the ERFM's debts or obligations.

Section 11. Agents of Members. Any individual designated by the member may perform activities on behalf of a member, including selling at the Market and voting at membership meetings. Agents, typically family members or employees, must be intimately involved in production of the farm product or service.

Section 12. Grievances. All members have a right to express formal grievances to the Board in writing and have grievances addressed. The Board will use the ERFM established procedures for dealing with grievances and will have final authority in the matter. Grievances will be addressed by the Board in a practical and timely manner.

Article III - Meetings of the ERFM's Membership

Section 1. Annual Membership Meeting. ERFM's Annual Membership Meeting will be held prior to the opening of the Spring market season at a time and place designated by the Board of Directors.

Section 2. Special Meetings. Special meetings of members may be called by the President, the Board of Directors, or by not less than one-fifth of the ERFM membership.

Section 3. Notice of Meetings. Notice of all annual and special meetings of members will be prepared and communicated at least 15 days and not more than 30 days prior to the date of each meeting. Each notice will include the time, place, and purpose of the meeting.

Section 4. Voting. One vote is allotted per member. Membership votes may be conducted only at annual or special meetings when a quorum of members is present.

Section 5. Quorum. Members representing 51% of the total membership will constitute a quorum. In the event that a quorum is not present, a meeting may be postponed by the members present until a quorum can be obtained.

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

- A. Officer roll call and quorum determination
- B. Approval of minutes
- C. Officer reports
- D. Committee reports
- E. Unfinished business
- F. New business
- G. Adjournment

Article IV - Directors and Officers

Section 1. General Powers. ERFM affairs will be managed by a Board of eleven Directors. Directors must be residents of the state of North Carolina. The Board of Directors shall consist of nine full members, a majority of whom will be farmers. The Board shall also include at least one artisan or crafts vendor. The elected Board members shall appoint two community members as voting members of the Board. The Board may also appoint ex officio Board members.

Section 2. Election of Board of Directors. The Board of Directors will be elected by ERFM members at the Annual Membership Meeting by majority vote of members represented at the meeting, provided a quorum is present. Members will serve two-year terms. Board members may serve a maximum of six consecutive years on the Board, and are eligible to be re-elected for additional terms to the Board after not being a member of the Board for two years.

Section 3. Election of Officers. Immediately after each election of the Board of Directors by the members, the Board will hold a regular meeting and elect a President, Vice President, Secretary, and Treasurer, each of whom will hold office until the next annual election. The President and Vice President will be elected by and from the Directors continuing in office. Each officer serves a one-year term and may be re-elected up to a maximum of three consecutive years in the same office. Members may hold only one elected office at a time.

Section 4. Vacancies. Whenever a vacancy occurs due to death or resignation of an officer or the inability of an officer to perform his or her duties, the remaining Directors may select a replacement to serve until the next regular or special membership meeting.

Section 5. Board of Directors Meetings. Regular meetings of the Board will be held at such time and place as determined by the Board. All regular Board meetings are to be announced and open to all members.

Section 6. Special Board of Directors Meetings. Special meetings of the Board will be held whenever called by the President or by two Board members. Each call for a special meeting will state the time, place, and business of the meeting. Notice of special meetings of the Board must be given to each Director by standard post, e-mail, telephone, or in person at least three days before a special meeting.

Section 7. Quorum. A majority of the Board of Directors constitutes a quorum for the transaction of business at any Board meeting.

Section 8. Compensation. Directors and officers will not receive salaries for their services. Nothing in these By-laws precludes any Director or officer from serving the ERFM in any other capacity and reimbursed for out-of-pocket expenses for such services.

Section 9. Absences & Removal. If a Director, in any calendar year, has absences which total more than 25% of the regularly scheduled Board of Directors meetings, or three consecutive meetings, whichever comes first, the Director is obligated to resign. The Board may consider extenuating circumstances, granting a leave of absence for a specified period if such request is made in writing. Any Director may be removed for cause by a two-thirds vote of the ERFM membership at a special or regular membership meeting. Any Member may initiate a vote to remove, but the vote may be taken only after the membership has received written notice of at least 30 days but not more than 60 days to indicate the Member's intention to initiate a vote to remove. The Director proposed for removal shall have an opportunity to make a statement at the meeting held for consideration of removal. If a quorum is present, a two-thirds majority vote for removal is necessary.

Article V - Duties of the Board of Directors

Section 1. Management of Affairs. The Board of Directors will have responsibility for supervision and control of ERFM's affairs. All rules and regulations for the management of the organization and its agents and for supervision of contractors shall be consistent with North Carolina law and with ERFM by-laws. This responsibility includes the authority to levy a fee for any service provided by ERFM to its members. The Board of Directors has the authority to adopt an ethical code of conduct to regulate the activities of members. The Board of Directors must maintain proper records of all business.

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

Section 3. Insurance. The Board will provide for the adequate insurance of ERFM's property or property stored by ERFM and not otherwise adequately insured. The Board will provide adequate liability insurance to cover activities of the Board and potential accidents to all employees and the public.

Section 4. Checks and Drafts. The Treasurer or Vice President will sign all checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of ERFM.

Section 5. Contracts. The Board may authorize by resolution any officer of the ERFM to execute and deliver a contractual instrument in the name of the ERFM. Such activity may be general or confined to specific instances.

Section 6. Gifts. The Board may accept on behalf of ERFM any contribution, gift, or bequest for the general purpose or any special purpose of the ERFM.

Section 7. Audits. From time to time and at least once a year, the Board will review ERFM's financial records. Once each year the Board of Directors may secure the services of a competent and disinterested public auditor or accountant. The report of this person or firm shall include a written report of findings to share with ERFM's membership.

Section 8. Deposit of Funds. The Board will use a federally insured bank to deposit ERFM's funds.

Article VI - Duties of Officers

Section 1. Duties of the President. The President will:

- A. lead the Board of Directors
- B. preside over ERFM's Board and Annual and special Membership meetings
- C. call special meetings of the Board of Directors
- D. supervise the work of contractors
- E. sign all papers for the Board of Directors except as stipulated by Article V, Sections 4, 5.

The President will perform such other duties as may be prescribed by the Board of Directors.

Section 2. Duties of the Vice President. The Vice President will:

- A. assist the President and will perform the duties of the President in his or her absence
- B. perform such other duties as may be prescribed by President or the Board of Directors.
- C. prepare Board meeting packets to include agenda, financial report, previous meeting minutes, and any relevant documents
- D. serve as an active Board liaison to all ERFM committees.

Section 3: Duties of the Secretary. The Secretary will:

- A. be responsible for keeping the archive of ERFM records and documents, including a complete record of ERFM meetings and meetings of the Board of Directors
- B. serve all notices, including state and federal legal and tax documents, required by law and by ERFM by-laws
- C. make a full report of all matters and business pertaining to the office of Secretary at the Annual Membership Meeting
- D. participate in the compilation of reports required by ERFM or the Board of Directors
- E. retain a current, complete list of Members and their contact information, including family members or employees who participate in ERFM markets.
- F. turn over all records and documents and other ERFM property in his or her possession upon election of a successor

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

- A. perform all duties with respect to ERFM finances as prescribed by the Board of Directors and as provided in Article V, Section 4
- B. deliver a written statement on the ERFM's financial affairs at each regular Board meeting
- C. make a full report of all matters and business pertaining to the office of Treasurer at the Annual Membership Meeting
- D. turn over all books and other ERFM property in his or her possession upon election of a successor.

Article VII - General Provisions

Section 1. Fiscal Year. The ERFM's fiscal year is January 1 to December 31.

Section 2. Inspection of Records. All ERFM books and records may be inspected by a member, along with his or her representative if desired, for any proper purpose at any reasonable time. Documents will be made available within two weeks of receipt of a written request from the member to the Board for such an inspection.

Section 3. Committees. The Board of Directors may designate permanent or limited-life committees to accomplish ERFM business and functions. Committee size, membership and charge should be determined by the Board. Each committee will select its chairperson. Each committee is answerable to the Board and serves at the pleasure of the Board.

Section 4. Market Manager. If a Market Manager position is established, it shall be a contracted position answerable to the Board. The contract should be on an annual basis and be governed by Board approved policies and procedures.

Article VIII – Amendments

Section 1. Amendments to the By-Laws. The by-laws may be altered, amended, or replaced by a vote of two thirds of ERFM's membership present at any regular or special meeting, provided a quorum is present. Intention to seek a change in the by-laws must be a result of a Board decision or a request from the membership filed with the Secretary in writing at least thirty days before the meeting. The decision concerning a by-laws change must be part of the stated purpose of the meeting as sent to all voting members.