

**BYLAWS FOR
THE ARKANSAS FARMERS' MARKET ASSOCIATION**

ARTICLE I

Corporate Name, Office, and Registered Agent

- Sec. 1 **Corporate Name.** The name of this nonprofit corporation shall be the Arkansas Farmers' Market Association (hereinafter Association).
- Sec. 2. **Corporate Offices.** The Association's registered office shall be maintained at 9 East Ash Street, Fayetteville, Arkansas 72203.
- Sec. 3. **Registered Agent.** The Association's registered agent shall be Harrison M. Pittman.
- Sec. 4. **Same Address.** At no time shall the address of the registered office and the registered agent not be identical.

ARTICLE II

Purpose

- Sec. 1. **Purpose.**
- b To meet, discuss, exchange ideas, and resolve problems of mutual concern to the Association's members.
 - b To educate members and disseminate information to members regarding production and marketing associated with farmers' markets.
 - b To work for the enactment of laws to advance the common business interests of the Association's members.
 - b To promote higher business standards and better business methods on the part of Association members.
 - b To educate the public about farmers' markets.
 - b To promote the sale of Arkansas grown produce sold at farmers' markets.
 - b To identify and pursue funding sources, including federal grant funds, that further the purposes of the Association.

ARTICLE III
Membership and Dues

- Sec. 1. **General Provisions.** The Association shall have members. Any existing farmers' market located in Arkansas that (1) has an advisory board or similar body and bylaws, (2) has paid the applicable membership fees and/or dues as determined by the Board of Directors, and (3) has been approved by a majority vote of the Board of Directors is eligible to become a member. A membership in the Association allows all individuals or entities who are a part of the member's local organization to participate in Association meetings. Each Association member shall assign in writing and submit such writing to the Association Secretary a representative and an alternative representative to vote on Association matters on behalf of the Association member.
- Sec. 2. **Dues.** The membership dues shall be paid annually and shall be in an amount determined by the Board of Directors. Dues shall be paid to the Secretary-Treasurer prior to the annual meeting. Dues must be paid prior to a member's participation in any vote.
- Sec. 3. **Duration.** All memberships annually expire the December 31 following the date in which the dues were paid.
- Sec. 4. **Classes of Members.** The Association shall have only one class of members. Each member shall be allowed one vote on each matter that is presented to the membership by the Board of Directors.
- Sec. 5. **Termination, Expulsion, and Suspension.** The Board of Directors shall be responsible for determining whether a member of the Association should be terminated, expelled, or suspended from the Association. The Board of Directors may suspend or expel a member of the Association for cause after an appropriate hearing, and may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who is in default in the payment of dues for an unreasonable period of time. A determination to terminate, expel, or suspend a member of the Association requires an affirmative vote of no less than three (3) Directors.
- Sec. 6. **Resignation.** Any member of the Association may resign by filing a written resignation and presenting such written resignation to the Secretary-Treasurer of the Association. Such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.
- Sec. 7. **Reinstatement.** Upon written request submitted to the Association Secretary-Treasurer by a member who had previously resigned from the Association, the Board

of Directors may reinstate the former member to membership status on such terms and conditions deemed appropriate by the Board. A determination to reinstate a member of the Association requires an affirmative vote of no less than three (3) Directors.

Sec. 8. **Miscellaneous Duties.** Each member shall provide to the Secretary-Treasurer an address to which information can be delivered to the member's representative and alternative representative via mail, e-mail, a phone number, or other similar contact information requested by the Secretary.

ARTICLE IV **Meetings**

Sec 1. **Annual Meetings.** The Association shall hold an annual meeting of the members at a time and place determined in accordance with Article VI, Sec. 2, of these Bylaws. The purpose of the annual meeting of the members is to elect Directors and to transact such other business as may come before the meeting. All members are entitled to receive notice of all meetings, including the annual meeting of the members.

Sec. 2. **Regular Meetings.** The Association may hold regular meetings at times stated or fixed within the Association Bylaws. All members are entitled to receive notice of all regular meetings.

Sec. 3. **Special Meetings.** Special meetings of the members may be called by the President, the Board of Directors, or by not less than one-third or a minimum of five, whichever is greater, of the members of the Association. The calling of a special meeting shall be put in writing and submitted to the Secretary.

Sec. 4. **Place of Meetings.** The Board of Directors may designate any place, either within or without the state of Arkansas, as the place for any meeting of the Association.

Sec. 5. **Notice of Meetings.** Written notice stating the place, day, and time of any meeting shall be delivered, either personally or by mail or e-mail, to each member or individual entitled to vote at such meeting. Such notice shall be delivered no fewer than ten (10) days nor more than sixty (60) days before the meeting date, unless otherwise specified in these Bylaws. The notice shall state the matters that will be considered by the members at the meeting.

Sec. 6. **Quorum.** Twenty-five percent (25%) of the membership that may cast votes at a meeting shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

Sec. 7. **Manner of Acting.** A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented at a meeting at which a quorum is present will be necessary for the adoption of the matter unless a greater proportion is required by law or by the Association Bylaws.

Sec. 8. **Procedural Guidance.** Roberts' Rule(s) of Order shall be used as a parliamentary guide when these by-laws or standing rules do not apply.

Sec. 9. **Proxy Voting.** Proxy voting is prohibited.

ARTICLE V **Board of Directors**

Sec. 1. **Duties Generally.** The Board of Directors shall exercise all corporate powers and it shall manage and direct the affairs of the corporation, unless otherwise specified in the Articles of Incorporation or delegated to the Officers as stated in Article VI of the Association Bylaws. Directors need not be residents of the state of Arkansas. The Board of Directors shall, at the Association's organizational meeting, appoint the initial officers of the Association.

Sec. 2. **Composition of Board.** The Board shall consist of five (5) individuals who shall serve as Directors. Board members shall be the designated representatives of a market. No member of the Association shall have more than one representative member on the Board.

Sec. 3. **Terms of Directors.** The Initial Directors shall serve until the first annual meeting of the Association and such service on the Board prior to the annual meeting shall not count against any limitation on successive terms for Directors. The Initial Directors shall be eligible to serve on the Board of Directors that is elected at the first annual meeting. At the first annual meeting five (5) Directors shall be elected. Two members shall have a term of three (3) year terms, one member shall have a term of two (2) years, and two members shall have one a term of one (1) year. No Director shall serve longer than two consecutive terms. An individual who serves as a Director for two consecutive terms is eligible to again serve on the Board after a period of one (1) year has passed from the date in which the individual's second consecutive term expired.

Sec. 4. **Annual Meetings.** The Board of Directors shall hold a regular annual meeting. Such meeting will be held without notice other than the notice provided in this bylaw. The meeting may be held immediately after and at the same place as the annual meeting of the members. The Board has discretion, however, to hold its regular annual meeting at a place, within or without the state of Arkansas, and at a time of its choosing. Such annual regular meeting of the Board of Directors can occur via telephone conference.

Sec. 5. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call the special meeting may fix any place, within or without the State of Arkansas, as the place for holding the special meeting. Such special meeting can occur via telephone conference. Notice of meeting shall be provided to the Secretary.

Sec. 6. **Election of Directors.** At the first annual meeting of the Association the members of the Association shall elect five (5) individuals to serve as Directors. Elections to determine Directors that

occur after the first annual meeting may be conducted through the use of mail-in ballots. The President shall appoint a nominating committee of one or more individuals to solicit nominations for Directors from the Association members. The nominating committee shall provide the list of nominees to the President on the date specified by the President. The President shall forward the list of nominees to the Secretary-Treasurer.

Sec. 7. **Quorum.** Three Directors shall constitute a quorum.

Sec. 8. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law or by the Association Bylaws.

Sec. 9. **Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy will be elected for the unexpired term of his or her predecessor in office.

Sec. 10. **Removal of Director.** A Director may be removed from his or her position as a Director if the Director's position is vacated by resignation, incapacity, death, or the failure to attend three consecutive meetings of the Board of Directors. A Director may be removed from his or her position if three (3) Directors vote in approval of such removal. The Director who is being considered for removal cannot vote in the election to determine whether that Director should be removed.

Sec. 11. **Compensation.** Directors serve on a volunteer basis. Directors will not receive a salary or other financial payment for their services.

Sec. 12. **Authority to Contract.** The Board shall determine and state in writing the officer, officers, agent, or agents of the Association who possess authority to contract or execute and deliver any instrument in the name or on behalf of the Association. Such authority may be general or limited to specific instances. Such writing shall be deposited with the Secretary-Treasurer of the Association.

Sec. 13. **Appointment of Advisors.** The Board may elect additional non-voting members to the Board of Directors from various organizations or agencies in Arkansas to serve in an advisory capacity.

ARTICLE VI

Officers

Sec. 1. **Association Officers.** The officers of the Association shall consist of a (1) President, (2) Vice-President, and (3) Secretary-Treasurer. The Board of Directors may designate and elect any other officers as the Board deems desirable and such officers shall have authority to perform the duties prescribed by the Board of Directors, however, such duties shall not be redundant with or otherwise overlap the duties of the officers expressly designated in this bylaw. The initial officers shall be elected by the Board of Directors at the Association's organizational meeting. The officers shall serve until the

first annual board meeting of the members. Initial officers are not precluded from being elected as officers at the first annual meeting.

Sec. 2. **President.** The President shall be responsible for notifying members of any upcoming meetings and shall preside at all meetings of the Association. The President shall be responsible for planning and organizing upcoming meetings of the Association. The President shall, in consultation with Directors and members, establish the time, date, and place of the annual meeting of the members. The President shall appoint Association committees when he or she deems such appointment desirable. The President shall serve as chair of the Board of Directors and in so doing shall carry out its duties as chair as assigned by the Board. The President shall appoint a newsletter editor who will preside over a newsletter committee. The President shall otherwise attend to any duties incidental to those duties specified in this bylaw and any other duties the Board of Directors may assign.

Sec. 3. **Vice-President.** The Vice-President shall serve as President whenever the President is unable to fulfill his or her duties. The Vice-President shall otherwise attend to any duties incidental to those duties specified in this bylaw and any other duties as the President or Board of Directors may assign.

Sec. 4. **Secretary.** The Secretary shall be responsible for preparing minutes of the directors' and members' meetings and for authenticating records of the Association. The Secretary shall attend to the necessary correspondence of the Association, including working in conjunction with the President to notify members of any upcoming meetings. The Secretary shall be the custodian of corporate records including financial records. The Secretary shall maintain a current, alphabetical list of the names of each member and its representative and alternative representative, the address for each member and representative and alternative representative as supplied by the member, and the number of votes to which each member is entitled. The Secretary shall otherwise attend to any duties incidental to those duties specified in this bylaw and any other duties as the President or Board of Directors may assign.

Sec. 5. **Treasurer.** The Treasurer shall receive all money due or paid to the Association and shall deposit the same in a credible banking institution. The Treasurer shall pay out said funds as instructed by the Board of Directors, or as instructed by the person authorized to instruct the Treasurer to pay out said funds. The Treasurer shall issue a detailed report at the annual meeting that states the Association's financial condition and expenditures that have occurred since the last annual meeting. The Treasurer shall provide a detailed written report whenever requested by the Board of Directors. The Treasurer shall otherwise attend to any duties incidental to those duties specified in this bylaw and any other duties as the President or Board of Directors may assign.

Sec. 6. **Election of Officers.** The officers of the Association will be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers will not be held at such regular annual meeting, the election shall be held as soon thereafter as convenient. Each officer will hold office until his or her successor is elected and qualified.

Sec. 7. **Removal of Officers.** Any officer may be removed by the Board of Directors whenever in the judgment of Board it is in the best interest of the Association. Such removal shall require an

affirmative vote of a majority of the Board of Directors.

Sec. 8. **Vacancies.** A vacancy in any office for any reason may be filled by the Board of Directors for the unexpired portion of the term.

Sec. 9. **Compensation.** Officers serve on a volunteer basis. Directors will not receive a salary or other financial payment for their services.

ARTICLE VII

Committees

Sec. 1. **Appointment.** Committees may be appointed by the President or the Board of Directors as desirable.

Sec. 2. **Duties and Authority.** Any committee shall perform those duties assigned by the President or Board of Directors that appointed the committee. The committee shall have only that authority provided to it by the Director or Board of Directors that appointed the committee.

Sec. 3. **Duration.** A committee shall exist no longer than the time specified by the President or Board of Directors that appointed the committee. The members of a committee shall serve no longer than the time specified by the President or Board of Directors that appointed the committee.

Sec. 4. **Chairperson.** The President or Board of Directors appointing a committee shall designate a member of the Association to serve as chairperson of that committee, along with any duties or authorities that member shall exercise as chairperson.

Sec. 5. **Vacancies.** Vacancies on a committee shall be filled in the same manner that the committee was appointed by the President or Board of Directors that appointed the committee.

Sec. 6. **Quorum.** A simple majority of the total number of persons serving on a committee shall constitute a quorum.

Sec. 7. **Rules.** A committee may adopt rules to govern the committee so long as those rules are not inconsistent with Association Bylaws or any rules adopted by the Board of Directors.

ARTICLE XIII

Books and Records

The Association shall maintain correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office or other appropriate location approved by the Board of Directors a record of the names and addresses of the members entitled to vote. All books, records, or any other corporate documents may be inspected by

any member, or his or her agent or attorney, for any proper purpose and at any reasonable time.

ARTICLE XIV
Fiscal Year

The fiscal year shall begin on January 1 and end on December 31.

ARTICLE XV
Waiver of Notice

Whenever any notice is required to be given under the provisions of the Arkansas Nonprofit Corporation Act of 1993 or under the provisions of the Articles of Incorporation or the Association Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVII
Amendments to Bylaws

The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of the members at any properly called meeting, provided all members have been notified in writing at least fourteen (14) days prior to a meeting where the Bylaws are to be amended. These Bylaws may also be amended by a two-thirds vote of all members in a vote conducted by mail-in ballots, provided members have at least fourteen (14) days to return their ballots.