



Lexington Farmers Market Inc. Bylaws  
Last Amended 3-2-2020

**Article I**

**Purpose and Goals**

**Section 1. Purpose and Powers:** Reasons for forming the Lexington Farmer’s Market Inc. and the powers it exercises are set forth in the organization’s Articles of Incorporation.

**Section 2. Goals:** The Lexington Farmers Market was founded to promote direct marketing of farm products from producers to consumers. The goal of the Inc. is to operate a farmers’ market in the depot district of Lexington to provide 1) a direct retail outlet for the region’s farmers, thereby promoting local agriculture by supporting local farmers, and 2) an alternative outlet for consumers to buy high quality fresh products at reasonable prices in an atmosphere conducive to exchange of information and ideas between producers and consumers.

**Article II**

**Membership and Dues**

**Section 1. Membership.** A member is a farm or business that produces farm goods. A member includes any person or group of people producing farm products under one farm/business name. Members can also be craftsmen or bakers approved by the LFM board. A member must pay dues, may vote and will be allowed to use a vendor space at the market. Members must abide by the Lexington Farmers Market rules, regulations, and bylaws. Membership will be accepted pending proper market certification. A copy of the market rules will be given to each member before the start of each season. Definitions of farm product which may be sold at the market are determined by the Board of Directors and are included in the Market Rules.

- Each Member is allotted one vote on market issues brought before the membership.
- At least one person representing each member should attend the Spring and Fall General Membership meetings each year.
- Members agree to allow their farms/facilities to be inspected by Cooperative Extension or the market manager whenever deemed necessary.

**Section 2. Annual Dues.** Annual dues will be \$60/year.

**Section 3. Vendor Stall Fees.** (amended 3-7-11) Paid members will be given a discounted rate on all stall fees. The rates for stall fees will be determined by the board of directors each year and approved by the membership.

**Section 4. Requirements for Membership** (amended 7-12-10) From market opening date to June 15<sup>th</sup> and from September 1<sup>st</sup> through market closing date, only 50% of what a vendor is selling must have been produced at the farm or business that the vendor represents. Products acquired by the vendor to sell must have come from Davidson county or one of the counties adjoining Davidson, and labeled as such. From June 15<sup>th</sup> through August

31<sup>st</sup> all 100% of what a vendor is selling must have been produced at the farm or business that they represent. Any exceptions to these rules, such as the selling of North Carolina mountain apples or coastal peaches, must be approved by the board of directors each season.

During the 100% time frame of the Lexington Farmers Market season, certified vendors may represent themselves and up to one other certified farm/business. The farm/business must be certified to sell at the Lexington Farmers Market and be a current paid member of the Lexington Farmers Market Inc.

- a.) A farm/business who designates another vendor to sell their product for them gives up the privilege to sell at the Lexington Farmers Market for the calendar year.
- b.) Only one membership per farm/business is allowed each calendar year for the Lexington Farmers Market.

If a LFM member feels that a vendor is in noncompliance to this rule, the member should:

- 1.) Respectfully ask the suspected vendor about the issue.
- 2.) If concerns still exist, the member should submit their concern in writing to the market manager.
- 3.) The market manager will ask the suspected vendor about the issue to the market manager's satisfaction.
- 4.) If the market manager deems it necessary, a farm/facility inspection may be conducted by a cooperative extension agent or market manager to verify compliance.
- 5.) If the vendor is found to be in violation of the rules, by the market manager's conclusion, the disciplinary action will be in accordance with the vendor guidelines spelled out in the LFM rules and regulations.

Exception to this rule would be for the annual Craft Fair Artisans.

Member farms/businesses must be located within Davidson, Davie, Forsyth, Guilford, Montgomery, Randolph, or Rowan Counties, North Carolina– Vendors must allow an initial farm/business inspection to be conducted by their County Cooperative Extension Agent to verify that the member is the producer of goods being sold. The inspection must be carried out before a request for membership is made. Uncertified farms may be allowed to sell at one market before they are certified but must be certified before they are allowed to return to the market to sell or become a member.

**Section 5. Resignation.** A member may resign at any time in writing to the Market Manager. 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. **Amended 11-28-16:** If a member experiences a loss prior to opening day of the market that will prevent them from vending at any market, one-half of their membership dues may be refunded. After opening day no membership refunds may be made.

**Section 6. Attendance at Market.** **Members will be given the market manager's contact info at the start of each season. Members should let the manager know when they will not be attending a market, or conversely when they will be attending. Due to space restrictions the Market Manager may allow the use of a Member's space when they are not attending the market. Notification to the market manager should not be less than one hour before market opening time. Failure to notify the Market Manager regarding attendance at market will result in a loss of points according to the point system approved by the Board of Directors. Season pass holders that do not show up for 3 straight Saturdays without communicating with the market manager will**

**FORFEIT their space. LFM will then have the right to resell that vendor space without refund to the original season pass holder. The Member does retain all other rights as a Member.**

### **Article III**

#### **Meetings of Lexington Farmers Market Inc. Membership**

**Section 1. Annual Membership Meetings.** The Lexington Farmers Market Inc. Annual Membership Meetings will be held at a time and place designated by the Board of Directors in March each year and in the fall for the election of officers following the market season end.

**Section 2. Regular and Special Meetings.** The Board of Directors will establish a schedule of regular meetings of Members and designate the time and place for 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.

**Section 3. Notice of Meetings.** Notice of all annual, regular, and special meetings of Lexington Farmers Market Inc. Members mailed or e-mailed at least ten days and not more than 30 days prior to the date of each meeting to the last known address of each member. Each notice will include the time, place, and purpose of the meeting.

**Section 4. Voting.** Membership votes occur as stated in Article II, Sections 1,2,4. One vote is allotted per Market Member. Membership votes may be conducted only at annual, regular, or special meetings when a quorum of Members is present.

**Section 5. Quorum.** Members representing 50% of the total membership (rounded up in the case of an odd number of members) will constitute a quorum. In the event a quorum is not present, a meeting may be adjourned 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:

1. Officer roll call and quorum determination
2. Reading and approval of minutes
3. Officer and manager reports
4. Committee reports
5. Unfinished business
6. New business
7. Adjournment

### **Article IV**

#### **Directors and Officers**

**Section 1. General Powers.** Lexington Farmers Market Inc. affairs will be managed by the Board of Directors. Directors must be residents of the state of North Carolina and must be active or "at Large" members. Nine members will comprise the Board of Directors, four of which will be "at large". The "at large" members may be representatives from the Lexington community, Cooperative Extension, Davidson County Tourism Board, or other organizations as deemed necessary. The remaining five members of the Board of Directors will consist of the elected officers of the LFM Inc.

The following individuals will be considered non-voting members of the board (amended 3-2-2020):

- A representative of Cooperative Extension, who will advise and assist the Farmers Market
- A representative of the City of Lexington, who will act as a liaison between the Farmers Market and the City
- The current market manager
- The immediate past president of the board of directors

**Section 2. Election of Officers.** The officers will be elected by and from among Members at the Fall Annual Membership Meeting. The offices to be filled will be President, Vice-President, Secretary, Treasurer, and Historian.

- A. Officers must be elected by the majority of Market Members represented at the meeting. The President and Vice-President will be elected in years ending with odd numbers. The Secretary, Treasurer, and Historian will be elected in years ending with even numbers.
- B. Officers and “at large” board members will serve two-year terms, with half of the members leaving or standing for re-election to the office each year.
- C. No Board member will hold simultaneously more than one office.

**Section 3. Vacancies.** Whenever a vacancy occurs on the Board of Directors, other than from the expiration of a term of office, the remaining Directors may select a replacement to serve until the next regular or special membership meeting.

**Section 4. Board Meetings.** Meetings of the Board of Directors will be held at such time and place as the Board determines.

**Section 5. Special Meetings.** Special meetings of the Board of Directors will be held whenever called by the President or by two Board members. Each call for a special meeting will state a time, place, and the business of the meeting and such meeting may be held through electronic means.

**Section 6. Notice of Board Meetings.** Notice of regular and special meetings of the Board of Directors must be given to each Director by standard post, e-mail, telephone, or in person. Such notice will be given at least seven days before a regular meeting and one day before a special meeting. Any person who is part of a Member farm/business may attend Board meetings.

**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. By resolution of the Board of Directors, travel expenses may be reimbursed for attendance at regular or special meetings of the Board. Nothing in the by-laws precludes any Director or officer from serving Lexington Farmers Market Inc. in any other capacity and receiving compensation for such services, with the exception of the Market Manager.

**Section 9. Removal.** Any elected director may be removed for cause by a two-thirds vote of the Membership at a special or regular membership meeting. Any Market Member may initiate a vote to remove, but the vote may be taken only after the membership has received notice of at least 30 days, but not more than 60 days, to indicate the Market Member’s intention to initiate a vote to remove.

## **Article V**

### **Duties of the Board of Directors**

**Section 1. Management of Business.** The Board of Directors will have general supervision and control of Lexington Farmers Market Inc. affairs and will make all rules and regulations not inconsistent with North Carolina law or with the Market’s bylaws for the management of the business, guidance of agents of the Market, and supervision of employees/contractors. This includes the power to levy a fee for any service provided by the Market to its members, provided the exact fee is approved by a majority vote of the Market Membership at any regular or special membership meeting before it goes into effect. The Board of Directors has the authority to promulgate 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 of Directors may employ or authorize the employment of employees/contractors as deemed necessary and to set compensation at fair market value for the services rendered.

**Section 3. Bonds and Insurance.** The Board of Directors may require officers, agents, and employees/contractors 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 will be paid by the market. The Board of Directors will provide for the adequate insurance of the Market's property or property stored by the Market, and not otherwise adequately insured. The Board of Directors will provide adequate liability insurance to cover activities of the Board of Directors and potential accidents to all employees and the public.

**Section 4. 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 Lexington Farmers Market Inc. will be signed by the Treasurer and approved by one other officer or the market manager. The Board of Directors may authorize the Market Manager or any Market Member representative to sign any check, draft, etc. on behalf of the Market. Such authority may be general or confined to specific instances.

**Section 5. Contracts.** The Board of Directors may authorize any officer or employee/contractor of the Market to execute and deliver a contractual instrument in the name of the Market. Such activity may be general or confined to specific instances.

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

**Section 7. 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 Market's financial affairs. At least once each year the Board of Directors may secure the services of a competent and disinterested public auditor or accountant and submit a written report based on the findings to the Market's Membership.

**Section 8. Agreements with Market Members.** The Board of Directors has the power to carry out all and any agreements of the Market Members and others in every way advantageous to the Market, representing the Market Members and others collectively.

**Section 9. Depository of Funds.** The Board of Directors will use a federally insured bank to deposit the Market's funds.

**Section 10. Memberships.** The Board of Directors will accept new Market Members, terminate memberships, and reinstate memberships as stated in Article II of the bylaws.

**Section 11. Observance of the By-Laws.** The Board of Directors has the power to enforce the observance of all provisions of Lexington Farmers Market Inc. bylaws by Market Members.

## **Article VI Duties of Officers**

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

1. Lead the Board of Directors
2. Preside over the Membership meetings
3. Preside over meetings of the Market Members
4. Call special meetings of the Board of Directors
5. Perform acts and duties usually performed by an executive and presiding officer
6. Supervise employees/contractors

7. Sign all papers for the Board of Directors except (see 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 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.

**Section 3. Duties of the Secretary.** 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. S/he will serve all notices, including state and federal legal and tax documents, required by law and by the Market bylaws. S/he will make a full report of all matters and business pertaining to the office of Secretary at the Annual Membership Meeting. The Secretary will participate in the compilation of reports required by the Market or the Board of Directors. S/he will 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. The Secretary will turn over all records and documents and other Market property in his/her possession upon election of a successor.

**Section 4. Duties of the Treasurer.** The Treasurer will perform all duties with respect to Market finances as prescribed by the Board of Directors and as provided in Article V, Section 4. S/he will make a full report of all matters and business pertaining to the office of Treasurer at the Annual Membership Meeting. The Treasurer shall turn over all books and other Market property in his/her possession upon election of a successor.

**Section 5. Duties of Historian.** The Historian will document events and activities from the market season in an album or scrapbook. H/she is responsible for documenting the market with photographs and making such photos available to the webmaster and the Facebook page manager.

**Section 6. 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 as provided in Article IV, Section 4.

## Article VII

### General Provisions

**Section 1. Meeting Dates.** Meetings are covered in Article IV, Sect. 4

**Section 2. Fiscal Year.** The Market's fiscal year will begin on the first day of January and end the last day of December each year.

**Section 3. 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.

**Section 4. Committees.** Any business function of the Market may be delegated to a committee of Markets by the Board of Directors. Committees 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.

**Section 5. Market Manager.** The Board of Directors will employ/contract a Market Manager. The Board of Directors will approve in January of each year a contract delineating the responsibilities of the Market Manager for the coming year.

## Article VIII

### Amendments

**Section 1. Amendments to the Articles of The Lexington Farmers Market Inc.** The Articles of the Market 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 Lexington Farmers Market Inc. 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.

**Section 2. 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 notice of the meeting has been sent to Market Members.

**Amendment #1 Inside the Depot Market**

In order to facilitate an equal sales opportunity, establish a rule that when the market is allowed to operate inside the depot, that ALL vendors must set up inside the depot. NO vendors will be allowed to set up outside of the depot. The exception would be a special event such as a craft fair where, due to space restrictions, only craft vendors would be allowed, but not necessarily mandated, to set up outside of the depot.