

BYLAWS
OF
JOHNSON CITY FARMER'S MARKET

Article I – Name and Objectives.

Section 1: The name of this non-profit organization shall be Johnson City Farmer's Market (hereinafter referred to as "JCFM").

Section 2: The objective of this organization is to promote opportunity for small local farmers/gardeners/bakers/canners/artists/vending to sell produce/product to the public. The objective is to help and to promote small farm interests. It is to promote unity among its members through moral, social, and public support.

Article II – Membership and Dues.

Section 1: There are only two memberships available:

A) Active Membership:

The head of the household or farming entity is considered as the Active Member with all others (family or employees) considered as a part of that Membership.

Active Memberships may be issued to those wishing to participate in the JCFM whose residence is located in one of the following Tennessee counties: Hawkins, Sullivan, Johnson, Carter, Unicoi, Washington, or Greene. Exceptions may be made for vendors outside these counties who have unique items that are not available in the previously mentioned counties

The Board of Directors will govern a balance of product/produce in the market.

1. Active Memberships may be issued to farmers who grow produce they will sell at the market, within a mileage area set by the Board.
2. The ratio of homegrown to purchased will be regulated by the Board.
3. All produce must be labeled with origin of production.

Active Memberships may be issued to Value Added vendors, i.e. bakers and canners who produce their own product for selling at the market. No mass production is allowed. Mass Production is defined as: the production or manufacture of goods in large quantities, especially by machinery. <https://www.dictionary.com/browse/mass-production>

Active Memberships may be issued to artists who produce their own art (not mass-produced) with the stipulation that the artist must be present on the lot to sell the goods.

B) Board Appointed Honorary Membership:

Honorary Memberships may be bestowed to individuals by decision of the Board of Directors.

The intent of an Honorary Membership is to bestow a thank you for services given or to be given by individuals. Honorary Memberships are not charged dues and carry no voting privileges.

For the remainder of these Bylaws all discussion of memberships shall pertain to Active Memberships only.

When there is controversy as to others receiving memberships with parameters outside that which is described above, the matter will be brought before the Board of Directors.

An allowance may be made for a one-day vendor to sell at a special fee determined by the Board of Directors.

All issues will be settled by policy as directed by the Board of Directors except where attendance is important.

Fees and membership dues shall be set and approved by the Board of Directors.

Section 2:

Membership dues are to be paid by/on the first day of market attendance or may be paid in April at the General Membership Meeting or by USPS.

Article III – Meetings.

Section 1: There will be at least two (2) General Membership meetings each year; one in the Spring and one in the Fall. At the President's discretion, monthly or quarterly General Membership meetings may, also, take place.

There will be Board of Directors meetings, which will be called by the President, when business is needed.

All meetings will be open to the membership.

Section 2: The business agenda for each meeting will be published at least five (5) calendar days prior to the meeting and shall include time allotted for a free dialogue at the end of each meeting.

Any matter raised in the free dialogue portion of a meeting shall not be voted upon in the same meeting in which it is initially raised. The purpose of this is to aid in keeping meetings timely, promoting member fellowship and market business, and ensuring that all Directors and Memberships are informed and given proper notice of matters to be voted upon at a given meeting.

Section 3: Business may be conducted only when there is a quorum.

For the General Membership meetings, a quorum is fulfilled when the current President (or the President's representative) plus five (5) other members are present.

For the Board of Directors meetings, a quorum is fulfilled when the President (or the President's representative) plus five other officers are present.

The only business that may be transacted in the absence of a quorum is to take action to obtain a quorum.

Section 4: Each Membership has one vote. A majority vote at both the General Membership meetings as well as the Board of Director meetings shall decide the issue unless a higher voting threshold is set forth in the Charter or these Bylaws, see Article X. The President or his representative (representative is defined as another officer – ex. Vice President) will not vote except to break a tie vote.

Section 5: Notice of each meeting shall be given at least five (5) calendar days prior thereto and shall include a listing of matters to be voted upon. The notices provided for in this Section shall be by electronic mail (email), text message, posting on the JCFM social media account(s), telephone/voicemail and/or written notice via United States Postal Service.

The attendance of a Director or Membership at a meeting shall constitute a waiver of notice of such meeting, except where a Director or Membership attends a meeting for the sole and express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 6: Any action required or permitted to be taken at a meeting by the Board of Directors, or by any committee thereof, may be taken without a meeting if all voting members of the Board or committee, as the case may be, consent in writing or by email to taking such action without a meeting. If all members entitled to vote on the action shall consent in writing or by email to taking such action without a meeting, the affirmative vote of the numbers of votes that would be necessary to authorize or take such action at a meeting shall be the act of the members. The action must be evidenced by one or more written or emailed consents describing the action taken, signed in one or more counterparts by each member entitled to vote on the action, indicating each signing member's vote or abstention on the action taken. All such written or emailed consents and action shall be filed with the minutes of the proceedings of the Board or committee. A consent signed under this Section shall have the same force and effect as a meeting vote of the Board, or any committee thereof, and may be described as such in any document. An electronic signature shall have the same force and effect as a handwritten signature.

Article IV – Officers and Elections.

Section 1: The officers and Board of Directors are one and the same. A list of officers will consist of a President, a Vice President, a Secretary, a Treasurer, five (5) Members at Large, and

a Past President. The retiring President shall serve as Past President for one year to help promote a smooth transition of power. Three Members at Large shall be farm vendors, one shall be a Value-Added vendor, and one shall be a craft vendor.

Section 2: Elections shall be held each year at the Fall Membership meeting, which shall occur prior to the close of the market season.

Nominations shall be made for all positions, except for the Past President office. There will be no proxy voting or proxy write-in nominations.

Approval to serve will be granted by each nominee prior to having his or her name placed on the proposed ballot.

Only those Memberships in good standing shall be eligible to hold office.

One office will be elected at a time allowing an opportunity for more names to be added to the next office up for election.

The election of officers will begin with the office of President and continue in the order mentioned above in Section 1 of this Article.

Elections will be carried out by the current President of the JCFM. If the President is not available to run the elections, the duty will fall in succession of offices as listed in order in Section 1 of this Article.

No more than one family member shall serve on Board of Directors at one time. Family member is defined as those in the same household.

Section 3: Only the primary named individual of an Active Membership shall be eligible to hold office (other selling individuals on the membership application are not eligible to hold office).

Any individual on the membership application of the current year may cast the Membership's vote when the primary named individual of an Active Membership is not present.

All officers must be 18 years old or older.

Section 4: Only Memberships in good standing, with dues paid, shall be qualified to vote. Elected terms shall run from January through December of each calendar year.

Section 5: Any vacancies that occur in the officers of JCFM shall be filled by appointment of the Board of Directors.

Article V – Duties of Officers/Board of Directors.

Section 1: The elected officers are the Board of Directors. The Board of Directors will administer all of the affairs of the JCFM. This governing shall include dates and times for all

meetings, notification of all meetings to the membership, paid compensation to lot managers, paid compensation for supplies, travel and all other criteria as needed. All officers shall serve without compensation except for approved reimbursement of expenses.

Removal. Any or all of the Directors or Officers may be removed for cause or without cause as follows: (i) “for cause,” by vote of two-thirds of the total number of Directors; or (ii) “without cause,” by the vote of four-fifths of the total number of Directors. For purposes of this provision, “cause” shall mean final conviction of a felony, declaration of unsound mind by court order, adjudication of bankruptcy, nonacceptance of office, conduct prejudicial to the interest of JCFM, or absence from three (3) or more consecutive meetings of the Board. Removal of a director shall also constitute removal as an officer of JCFM and as a member of all committees of the Board.

Resignation. A director or officer may resign his or her membership at any time by tendering his or her resignation in writing to the Secretary (or President in the case of the Secretary’s resignation). A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by JCFM at its principal office.

Section 2: The duties of the President include presiding at all meetings of the General Membership and the Board of Directors. The President is the chief executive officer and shall be responsible for managing the affairs of the JCFM as written in these Bylaws.

Section 3: The duties of the Vice President shall be to assist the President in the performance of his duties, and in the absence of the President to assume his duties.

Section 4: The duties of the Secretary are to take minutes of all meetings, to keep records of attendance, to handle pertinent correspondence, and to perform other duties as assigned by the President.

Section 5: The duties of the Treasurer are to manage the concerns of the finances of JCFM. The Treasurer shall pay all bills and receive all monies of the JCFM. The Treasurer shall keep complete books of account which may be audited annually through the decisions of the Board of Directors. The Treasurer shall make regular reports of finance to the Board of Directors and to the General Membership. The Treasurer shall also perform other duties as assigned by the President.

Section 6: The duties of the Past President are to insure a smooth transition of power and to watch for improprieties. All misgivings shall be reported to the Board of Directors at the earliest opportunity. The Past President is an overseer and shall not be given additional duties to perform.

Section 7: The duties of the Members at Large are to vote at the Board of Directors meetings in the interest of what he/she feels is the inclination of the membership in general. While they will be considered as an overseer for the membership, they shall also perform other duties as assigned by the President.

Article VI – Committees.

Section 1: The President shall decide on what committees are required for a term of office and shall appoint all committee members. The President shall decide when to terminate a committee's function. The President is an ex-officio member of all committees. There are no standing committees from one year to the next.

Article VII – General Provisions.

Section 1: Dues and activity fees shall be set by the Board of Directors. Dues and fees cannot be changed during the market year but must be implemented prior to the Spring opening of the market by the Board of Directors. The market-selling period shall run from April through October of each year. Specific dates for the beginning and ending of the Market will be determined each Market year.

Section 2: The President may use whatever rules of order that will be appropriate for their administration. Should there become a question concerning order, then Robert's Rules of Order shall become the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

Section 3: A Lot Manager shall be assigned/released by the Board of Directors. While on the selling lot of the JCFM, the Lot Manager shall have authority for overseeing that all produce and product is being sold lawfully and for insuring that lot and Membership fees have been paid. Lot fees shall be set by the Board of Directors which is to include the amount of space to be allotted for each fee. All fees (lot and/or membership) must also be paid prior to selling. The Lot Manager shall have complete control and authority of all activities on the selling lot.

Section 4: For any questions or improprieties that may occur, the Lot Manager has the authority to find a solution for the problem immediately while on the lot. Should the problem's solution not be found, the problem would be taken to the Board of Directors at either a meeting or in private counsel between the individual giving the grievance, the Lot Manager, and at least one additional JCFM Director. The question or impropriety shall then be addressed by the Board of Directors at a suitable time in efforts to find a satisfactory solution.

Section 5: Every selling individual will fill out a membership form provided by the Lot Manager. This form will contain the applicant's particular information and the applicant's duty to the public and to the laws and regulations of The City of Johnson City, Washington County Government, the State of Tennessee, and the FDA. While on the selling market lot, the power afforded the Board of Directors shall be limited to the ability to approve or decline approval of new memberships. All decisions shall be carried out by the Lot Manager.

Section 6: JCFM shall maintain a bank account at a banking facility (FDIC and/or NCUA insured required). The Treasurer and President shall be on the bank signature card to govern and control disbursements. Any officer on the bank signature card may disburse funds for a single occurrence for up to and including \$500.00. Amounts over \$500.00 may be disbursed with the approval of the majority vote of the Board of Directors.

Section 7: There is a two (2) space maximum per vendor entity. All board members are entitled to at least one (1) permanent space under the pavilion for the duration of their time on the board or for the entirety of the season, provided that each board member will display a sign in their space identifying them as a current JCFM board member.

Section 9: Smoking by vendors and market workers shall be prohibited in the entire market. This is in accordance with the laws of the City of Johnson City prohibiting smoking on city property.

Section 10: Food vendors are required to label their food with respect to origin.

Article VIII – Trials and Penalties.

Section 1: Any Membership that is found not conforming to the requirements of these Bylaws and any other rules of the JCFM will be required to suspend their operation on the JCFM activity lot when ordered by the Lot Manager until a review has taken place. The violation shall be reviewed by the Board of Directors and the member causing the violation shall have an opportunity to be present at the hearing to defend himself or herself. Either the violation shall be dismissed, or the Membership of the violator shall be revoked. If revoked, the Member will receive a refund prorated by the number of months left on their Membership for that year. Reinstatement is left to the discretion of the Board of Directors.

Article IX – Dissolution.

Section 1: Dissolution of JCFM may be accomplished by whatever membership remains of the organization. All monies of the treasury shall be given to another non-profit organization once the corporation requirements of the State of Tennessee have been met.

Article X – Amendments to the JCFM Bylaws.

Section 1: Amendments to these Bylaws shall be proposed in writing to the President of JCFM. The President shall notify all of the officers of the proposed change(s) and a Board of Directors meeting shall be held to discuss the proposed change(s) and for the proper language of the change(s) to be decided to the agreement of the Board of Directors and the Membership holders proposing the change(s).

At the General Membership meeting the proposed change shall be presented, discussed, and voted upon. A 2/3 majority vote shall be required to decide the issue.

Adopted on: Original Document accepted by Board of Directors on June 8, 2004
Revised documents accepted by General Membership on October 25, 2004, April 2008, October 26, 2009, April 4, 2011, April 18, 2013, October 22, 2014, March ____, 2018, March 26, 2019