



BY-LAWS

ARTICLE 1

Mission Statement

The Onslow County Farmers Market, is formed to provide area farmers the opportunity to sell produce directly to the public and to provide the community with fresh, locally grown produce at a good value. It also exists to educate the public about the importance of agriculture, proper nutrition and environmental stewardship and to foster the science and art of natural resource conservation by carrying the activities of conservation science, education and public affairs.

INCUBATOR FARM

Mission Statement

To meet current and future demand for local produce in Onslow County by providing a venue in which beginning farmers can develop into profitable, sustainable business operators, providing both needed products and jobs in the community.

ARTICLE II

Membership and Dues

The membership of this organization shall be active, associate and honorary. All dues are payable to the Treasurer of the association. The Secretary shall keep a list of all members. The Board of the association or its manager shall have the power at any time to determine who is eligible for membership according to the rules of the association.

Section 1: Active Members. Any individual who has a vested interest in fruits and vegetables, according to the Market Rules and Regulations, may become an active member upon application, acceptance and payment of dues.

Section 2: Associate Members. Any individual who has a vested interest in Arts and Crafts, according to the Market Rules and Regulations, may become an associate member of the Onslow County Farmers' Market, Inc. upon application, acceptance and payment of dues.

Section 3: Sponsorship Members. Any individual, commercial firm or corporation providing financial sponsorship will be designated as a sponsoring member of the Onslow Farmers' Market, Inc. No dues shall be charged to sponsorship members.

Section 4: First-time Members. Vendors who have not registered with the Onslow County Farmer's Market at any time during the current and previous three market seasons.

ARTICLE III

Board of Directors

Section 1: Who May Hold Office. Any member of the local community who has a vested interest in and demonstrates support for the Onslow County Farmer's Market may be elected to the Board of Directors.

Section 2: Board Members. The business of this association shall be conducted by a Board of 8 to 10 directors. There will also be an extension staff representative to will serve as an advising liaison only, at the discretion of the Extension Director.

Section 3: Attendance. Regular attendance is mandatory in order to have a quorum. Members of the board who show a pattern of missing regularly scheduled meetings without notification shall be contacted by the President or their representative to determine their intent to remain on the board. Board members missing three unexcused consecutive meetings will be considered vacated unless a justified cause is presented to the executive committee. Vacant seats can be filled at the discretion of the Board of Directors.

Section 4: Vacancies. If a vacancy occurs in the Board of Directors, other than from the expiration of a term of office, the remaining directors shall appoint a temporary Board Member to fill the vacancy for the duration of the term.

Section 5: Election of Board of Directors. An election is to be held at the September Quarterly Association Meeting to fill any Board of Directors Vacancies.

Section 6: Election Process.

1. Any Association or Board of Directors member may submit nominations for the Board of Directors.
2. Nominations must be submitted to the Market Manager NLT the 15th of August.
3. A list of all nominations will be presented to the Executive Committee NLT the 20th of August.
4. The Executive Committee will contact each nominee to confirm acceptance of the nomination. A list of confirmed nominees will be provided to the Market Manager NLT the 25th of August.
5. Association Members will vote on new Board Members at the September Quarterly Association Meeting (Electronic voting may be employed).

Results of the Membership voting will be forwarded to the Board of Directors.

6. The Executive Committee will contact newly elected Board of Directors Members NLT the 20th of September.
7. New board members will be installed at the November Board of Directors Meeting. Additionally, based upon individual qualifications, the Board of Directors will elect the Executive Committee Members at that time.
8. The new Board of Directors will be presented at the December Association Holiday party meeting.

Section 7: Terms of Service. Board of Directors Members may hold office as long as they are willing to serve and support the Mission the Onslow County Farmer's Market.

Section 8: Board Meetings. Regular meetings of the Board of Directors shall be held at such time and place as the Board may determine.

Section 9: Special Meetings. A special meeting of the Board of Directors shall be held whenever called by the President or by a majority of the directors. Each call for a special meeting shall be in writing, including text and email, and shall state the business to be transacted and the time and place of such meeting.

Section 10: Notice of Board Meetings. Notice of Regular or Special meetings shall be given to each director at least 5 days prior to the time of such meeting.

Section 11: Quorum. A minimum of 2/3 the Board of Directors shall constitute a quorum at any meeting of the Board, provided 2 members of the Executive Committee are present.

ARTICLE IV

Duties of Directors

Section 1: Management of Business. The Board of Directors shall have general supervision and control of the affairs of the association and shall make all rules and regulations not inconsistent with law or with these by-laws for the management of the business and the guidance of the members, officers, employees, and agents of the association. It shall be their duty to require proper records to be kept of all business transactions.

Section 2: Employment of Manager. The Board of Directors, in conjunction with Onslow County, shall have power to employ or to authorize the employment of a manager and such other employees as may be deemed necessary, and to fix their compensation. The manager shall have charge of the business of this market under the direction of the Board of Directors as outlined in the Memorandum of Understanding.

Section 3: Board Insurance. The Board of Directors may require the manager and all other officers, agents and employees charged by the association 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; the cost thereof shall be paid by the association.

Section 4: Audits. Annually, NLT 30 November, the current year Board of Directors will perform an internal audit and render a report in writing to the members of the association at their annual meeting. The audit will be carried out by two members of the Board of Directors, in cooperation with the Treasurer.

Section 5: Agreements with Members. The Board of Directors shall have the power to carry out any and all agreements of the association with the members and others in every way advantageous to the association representing the members and others collectively.

Section 6: Depository of Funds. The Board of Directors shall designate the depositories for the funds of Onslow County Farmers' Market, Inc.

Section 7: Observance of By-Laws. The Board of Directors shall enforce the observance by all members of all provisions of the by-laws of the Onslow County Farmers' Market, Inc.

Section 8: Standards of Conduct. All Members shall adhere to the standards of conduct outlined in the Market Rules and Regulations. The market manager is charged with enforcing the standard of conduct of the vendors. Members failing to adhere will receive a verbal notification to be supported by a written notification documenting details of the unacceptable conduct. Vendors may petition the Board of Directors within 30 days of receipt of written notification for reconsideration. Failure to adhere to the Board of Directors final decision will result in the termination of the member from the association and the vendor will be prohibited from participation for the remainder of the market season. All fees will be forfeit due to non-compliance of established rules and regulations. Such termination will include the forfeiture of any annual membership dues. Egregious conduct will result in immediately removal without prior notification.

ARTICLE V

Duties of Officers

All Board Members will be sufficiently familiar with legal documents pertinent to the operation of the Onslow County Farmers' Market, Inc. i.e. Articles of incorporation, Published By-Laws, Applicable IRS Publications, Published Policies, etc.

Section 1: Duties of President. The President shall:
(1) Serves as the Chief Volunteer of the organization.

- (2) Preside over all the meetings of the Board of Directors,
- (3) Call special meetings of the Board of Directors,
- (4) Perform all acts and duties usually performed by an executive and presiding officer,
- (5) Sign all papers of the Board of Directors; provided, however, that the Board of Directors may authorize any person to sign any or all checks, contracts, and other instruments in writing on behalf of the association.
- (6) Serves *ex officio* as a member of committees and attends meetings when invited.
- (7) Monitors financial planning and financial reporting.
- (8) Plays a leading role in fundraising activities.
- (9) Informally evaluates the effectiveness of the Board Members.
- (10) Evaluates annually the performance of the organization in achieving its mission.
- (11) Performs other duties as may be prescribed by the Board of Directors.

Section 2: Duties of the Vice-President. The Vice-President shall:

- (1) Perform such duties as assigned by the President.
- (2) In the absence or disability of the President, the Vice-President shall perform the duties of the President; provided, however, that in case of death, resignation or disability of the President, the Board of Directors may declare the office vacant and elect a successor.
- (3) Work closely with the President, Market Manager and Committee Chairs.
- (4) Perform such other duties as may be prescribed by the Board of Directors.

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

- (1) Keep a complete record of all meetings of the Association and of the Board of Directors and shall have general charge and supervision of the books and records of the association.
- (2) Serve all notices required by law and by these by-laws and shall make a full report of all matters and business at the annual meeting.
- (3) Act as Secretary of the Executive Committee.
- (4) Compile and retain all reports required by law.
- (5) Ensure meeting minutes are recorded and distributed to members as soon as possible following each meeting.
- (6) Develop and distribute meeting agenda to members according to published bylaws.
- (7) Perform such other duties as may be required by the association of the Board of Directors.

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

- (1) Update the OCFM financial records as financial transactions occur, to include in-person and on-line transactions.
- (2) Present a financial status report at each scheduled meeting.
- (3) Maintain financial records in accordance with Generally Accepted Practices for accounting records.
- (4) Reconcile bank accounts monthly and research/correct inconsistencies. Immediately report un-reconcilable transactions to the Financial/Executive Committee.
- (5) Prepare and mail annual sponsor acknowledgement statements.
- (6) Ensures development and board review of financial policies and procedures

- (7) Prepare and submit quarterly and annual tax filings per IRS guidelines.
- (8) Perform such duties with respect to the finances of the association as may be prescribed by the Board of Directors.

Section 5: President Emeritus. The previous year's President of the Onslow County Farmers Market Board of Directors will serve in the position of President Emeritus, unless elected to another position on the Board. The President Emeritus serves as an advisor to the Board of Directors in a non-voting capacity for a period of 90 days.

- Section 6:** Duties of Members at Large. The Members at Large shall:
- (1) Regularly attend scheduled board meetings and important related meetings.
 - (2) Make serious commitment to participate in and actively support committee projects.
 - (3) Volunteer for and willingly accept assignments and completes them on time.
 - (4) Stay informed about committee matters.
 - (5) Prepares for meetings by reviewing reports, prior meeting minutes or other provided material
 - (6) Actively participate in the annual evaluation and planning efforts.
 - (7) Participates in fund raising for the organization.

ARTICLE VI

Market Manager

The Onslow County Farmers' Market Manager is responsible for the daily operation and management of all Market activities. The Market Manager will be sufficiently familiar with legal documents pertinent to the operation of the Onslow County Farmers' Market, Inc. i.e. Articles of incorporation, Published By-Laws, Applicable IRS Publications, Published Policies, etc.

Section 1: Duties of the Market Manager are split between the Farmers' Market and the Incubator Farm.

The Market Manager shall:

- (1) Provides oversight, guidance and coordinate activities with all standing committees.
- (2) Maintain building (cleaning, minor maintenance, coordinate major repairs with County Maintenance Department).
- (3) Prep building for weekly market and scheduled building rentals.
- (4) Establish solid vendor support through:
 - Timely responses to phone, electronic and in-person market inquiries
 - Solicitation and enrollment of new members
 - Collect member fees per published fee schedule
 - Organize and chair association Meetings
 - Keep members informed via e-mails and newsletters
 - Manage local SNAP/EBT program and provide status reports to BOD
- (5) Manage Farmers Market Nutritional Program and provide status reports to BOD

- Maintain market registration with NCDA
- Register and train produces regarding program requirements
- Process local Farmers Market Nutritional Program
- Track program usage and provides reports to BOD and NCDA
- (6) Promote the Market through public events, interviews etc.
- (7) Set-up and manage weekly off-site markets, promote market to local community.
- (8) Establish procedures for all committee purchases.
- (9) Ensure Market cleaning and office supplies are sufficiently stocked to support operations.
- (10) Maintain Free Little Library display.
- (11) Maintain schedule/calendar for building usage and rentals.
- (12) Central contact for all county agencies to schedule building use during off-market times.
- (13) Maintain electronic equipment necessary for daily market operations.

The Incubator Farm Manager shall:

- (1) Develop a farm plan in cooperation with the Incubator Farm Committee.
- (2) Ensure Incubator Farm supplies are sufficiently stocked to support operations.
- (3) Develop Incubator Farm Training curriculum training and handouts.
- (4) Coordinate and schedule in-house and off-site instructors.
- (5) Coordinate with Marketing Committee regarding promotional and informational materials.
- (6) Process student enrollment applications.
- (7) Collect and report class fees.
- (8) Conduct training classes.
- (9) Maintain cover crops for soil erosion and enrichment.
- (10) Maintain fallow fields.
- (11) Dispense herbicides and pesticides as needed for crop protection.
- (12) Maintain storage shed, production structures and equipment.
- (13) Research and complete grant applications for Incubator Farm expansion.

ARTICLE VII

Committees

All Committee Chairpersons will be sufficiently familiar with legal documents pertinent to the operation of the Onslow County Farmers' Market, Inc. i.e. Articles of incorporation, Published By-Laws, Applicable IRS Publications, Published Policies, etc.

Committees are comprised of any individual who has a vested interest in the continued success of the Onslow County Farmers Market. Board Members may serve on a committee but may not serve as the Committee Chair.

Critical Tasks assigned to any Committee which disbands prior to the market year end shall become the responsibility of the Board of Directors until such time as the

Committee is re-established.

All committees will meet monthly. An Association Member will serve as the committee chair, except that the Executive/Finance Committee will be chaired by the Board President. A Board of Directors Member may not serve as a Committee Chair. The Committee Chair will provide an update on activities at each monthly board meeting.

Each committee chair will maintain close contact with and coordinate all activities with the Market Manager.

Section 1: Executive/Finance Committee. The President, Vice President, Secretary, Treasurer, Chairman of all standing committees, and the Onslow County Extension staff member shall constitute the Executive Committee. The Executive/Finance committee shall:

- (1) Provide oversight and recommend changes regarding all financial matters.
- (2) Ensure adherence to the applicable IRS Regulations, the OCFM Articles of Incorporation and current published bylaws.
- (3) Annually, review all policies and agreements and provide recommendations to the Board of Directors regarding necessary amendments.
- (4) Ensure each Board Member represents the OCFM in a positive manner. Research reports of Board Member indiscretion and submit recommendations to the BOD.
- (5) The Executive Committee shall have such powers and duties as may be prescribed by the Board of Directors.

Section 2: Events Committee. The Events committee shall:

- (1) Develop a list of events designed to promote the Market and its importance to local producers.
- (2) Coordinate all planned activities with the Treasurer, Fund Raising Committee and Market Manager.
- (3) Coordinate all aspects of special events including guests, music, etc.

Section 3: Fund Raising Committee. The Fund Raising committee shall:

- (1) Develop a sponsorship package, benefits of sponsorship talking paper, sponsor requests and thank you response letters.
- (2) Develop a list of potential donors and coordinate solicitation efforts.
- (3) Ensure donors are recognized per established sponsorship package.
- (4) Promote Farmers Market Building as a rental location for private gatherings.
- (5) Create and implement fundraising activities (raffles, fund drives, etc.)
- (6) Develop grant and sponsorship programs for the Incubator Farm.
- (7) Develop annual fundraising goals with an action plan and schedule for implementation.
- (8) Report fund raising efforts and results to BOD

Section 4: Marketing Committee. The Marketing committee shall:

- (1) Increase Market visibility by developing strategy to increase the Market presence.

- (2) Review with the Market Manager if rebranding of the Market necessary and jointly develop strategy for implementation.
- (3) Develop educational program to promote the Market's benefits to the local community.
- (4) Reach out to other local organizations to increase public awareness of the Market's benefits.
- (5) Coordinate with the local Chamber of Commerce to promote the Market.
- (6) Develop marketing materials (rack cards, flyers, social media posts, etc.).

Section 5: Media Relations Committee. The Media Relations committee shall:

- (1) Increase Market visibility by implementing the Marketing strategy across multiple media platforms (print, radio, social media, etc.).
- (2) Manage and update social media accounts (Facebook, Twitter, Google, Instagram).
- (3) Maintain and update Farmers Market website.

Section 6: Incubator Farm Committee. The Incubator Farm committee shall:

- (1) Support the Incubator Farm Manager in the development of the farms mission, objectives and training curriculum.
- (2) Coordinate financial needs with the Fund Raising Committee.
- (3) Promote the IF within the local community and seek out venues for potential future farmers.
- (4) Coordinate grant and sponsorship activities with the Treasurer, Fund Raising Committee and Farm manager.

ARTICLE VIII

Members' Meetings

Section 1: Regular Meetings. The Regular meetings of the members of this association shall be held quarterly at such time and place as the Association shall determine.

Section 2: Special Meetings. A special meeting of the Association shall be held whenever called by the Market Manager or by a majority of the Association Members.

Section 3: Notice of Meetings. Notice of regular or special Association meetings shall be given to all members NLT 5 days prior to the date of the meeting. All meeting notifications shall be in writing, including text and email and shall state the business to be transacted and the time and place of such meeting.

Section 4: Quorum. A simple majority of association members in attendance at any scheduled meeting shall constitute a quorum for the transaction of the business except for the transaction of business concerning which a different quorum is

specifically provided by law or by these by-laws. A proxy vote may be attained from an absent member provided that provisions of Article VII Section 3 have been met.

ARTICLE IX

Order of Business

Section 1: The Onslow County Farmers Market will follow the Robert's Rules of Order to govern all business meetings. The recommended order of business for all meetings shall be:

- I. Call to order.
- II. Approval of minutes of previous meeting not yet approved.
- III. Report of officers.
- IV. Manager's Report.
- V. Committee Reports.
- VI. Unfinished business.
- VII. New business.
- VIII. Adjournment.

Section 2: The order of business may be changed subject to the discretion of the President.

Section 3: Meeting Agenda. All issues to be discussed at any OCFM Board of Directors or Association Meeting must be submitted to the Board/Association secretary NLT 7 days prior to any regular or special meeting. The Board/Association secretary will provide a complete agenda to all Board/Association members along with the notice of the meeting in accordance with Article III Section 9 and Article VII Section 3.

ARTICLE X

Miscellaneous Provisions

Section 1: By-Laws. After adoption, these by-laws, preceded by the Articles of Incorporation, will be printed and a copy thereof will be delivered to each member and to each person who may later become a member of the association.

Section 2: Seal. The seal of the Onslow County Farmers Market (OCFM) shall contain these words and figures: "Onslow County Farmers' Market, Inc., 1996, in circular form.

Section 3: Fiscal Year. The fiscal year of this association shall commence on the first day of January and end on the last day of December of each calendar year.

Section 4: Transfer of Records and Equipment: All documentation, records, books, logs, in digital and paper format, and any other property belonging to the OCFM will be transferred to the incoming Board Members at the December Christmas party/Association

Meeting.

Section 5: Property. No property rights shall accrue to any member or person. In the case of dissolution, all property or assets, after payments of debts or making provision for payment of all liabilities of the Onslow County Farmers Market, shall be disposed of in accordance with the articles of incorporation as granted by the State of North Carolina.

ARTICLE XI

Amendments to By-Laws

These By-Laws must be reviewed/revised prior to the first scheduled Association meeting of the Onslow County Farmers' Market, Inc.

Article XII

Board Member Removal

Any Member of the Onslow County Farmers Market, Inc. board of Directors may be removed for cause. Any Board or Association member may petition the Board of Directors for the removal of a Board member with sustainable justification and cause. Additionally, a Board Member may be removed for refusal to perform assigned duties or failure to attend required meetings in accordance with Article III Section 4.

Article XIII

Vendor Termination/Reinstatement

Section 1: Termination: As necessary, the Market Manager or their agent can suspend a vendor for a fixed period of time as a result of the review and resolution of a formal grievance – typically the remainder of the market season. A vendor may be expelled from the market if a resolution cannot be reached through due process. Every vendor has a right to notice before such action is taken against him or her.

Section 2: Reinstatement: Previously terminated vendors may request reinstatement by going through the formal application process for the next market season. In cases in which a grievance was filed against the Market Manager, the Board President will consult with the Board of Directors of Onslow County Farmers Market, Inc. to ensure due process and fair treatment of the former vendor's request to be reinstated.