By-Laws of Farmers of Orange NC Inc.

(Amended and Approved September 29, 2012)

Article I – Purpose and Goals

Section 1. Purpose & Goals. Farmers of Orange (FO) is a not-for-profit membership organization that operates the Chapel Hill Farmers' Market in order to:

A. create and increase opportunities for farmers to sell their products directly to consumers
B. create and increase consumers' opportunities to buy local products directly from farmers
C. bring together families, neighbors, visitors and local food producers to create a sense of community and social gathering
D. establish a vibrant market that is a destination for tourists and visitors
E. provide a vehicle to educate the community on the nutritional, environmental, and economic value of buying local, sustainably-produced farm products.

Article II - Membership and Dues

Section 1. Market Membership. Membership of FO is coterminous with membership of the Chapel Hill Farmers' Market. Any farm/business actively engaged in the production of farm products or handcrafted goods for direct sale (i.e., the original producer of all products sold) that meets the qualifications for membership as set forth below, may become a Member. The required steps are 1) application, 2) acceptance by the Board of Directors, and 3) payment of all applicable dues and fees.

A Member includes any person or group of people cooperatively producing farm products and/or handcrafted items under one farm/business name. A Member must pay applicable dues & fees, and will be allowed use of a vendor space at the Markets for which they have been approved. Only Members or designated specialty vendors are eligible to sell at the Market. Members and specialty vendors must abide by FO rules and by-laws. A copy of Market Rules will be given to each Member and specialty vendor before the start of each season.

A. Market Vendor Definitions
   A farmer vendor grows or raises products sold at the market
   A prepared foods vendor produces edible products, shelf stable and unstable food products, which follow all guidelines of Health Department and NC Department of Agriculture and Consumer Services regulations.
   A craft vendor sells non-edible hand-crafted products
   A harvester vendor sells edible products harvested or caught in the wild, such as fish and seafood and wild plants that are used for food, medicinals, or crafts.
B. A Member that meets all membership requirements in these bylaws and attends over 50% of Saturday or over 50% of Tuesday markets is entitled to vote at membership meetings and may maintain a reserved space in the upcoming year's market.
   A member that meets all membership requirements in these bylaws and attends over 25% of Saturday or over 25% of Tuesday markets may maintain a reserved space in the upcoming year's market but is not entitled to vote at membership meetings.
C. Each Member entity is allotted one vote on FO issues brought before the membership.
D. Each Member is expected to attend the Annual Membership Meeting
E. All Members agree to allow their farms/facilities to be inspected by a committee designated by the Board of Directors whenever deemed necessary.
F. A Member in good standing will have attended a minimum of 25% of either Saturday or Tuesday markets during the year. Failure to meet this requirement will require reapplication for membership.
G. The Board of Directors reserves the right to designate "specialty" vendors. These must be farms/ businesses with very specific seasonal crops, crafts or other products that are under-represented by regular members. The board reserves the right to approve or not approve specific products on a Specialty Vendor application. Specialty Vendors' farms/facilities must be inspected. Specialty Vendors may attend the market for a term during the market year set by the Board of Directors and will be

assigned a Specialty vendor stall fee. These fees will be set by the Board of Directors. If a Specialty Vendor wishes to become a member, the vendor must apply for membership and pay all appropriate dues and fees. This amendment goes into effect after March 27th, 2011, members approved before this date are grandfathered in.

Section 2. Annual Dues. Annual dues will be set by the Board of Directors and approved by the membership at the Annual Membership Meeting each year. Annual dues must be submitted along with the Returning Member application each year.

Section 3. Vendor Space Fees. Separate from the annual dues, the Board may establish additional fees as required to support the budget, goals and purposes of FO, including but not limited to a weekly vendor s space fee.

Section 4. Applying for Membership. Membership applications are to be submitted to the Market Manager according to the written form determined by the Board of Directors, and must obtain a majority vote of the Board of Directors. Applications are approved or denied based upon space availability as well as purposes and goals of the market.

A. The farm/business of anyone actively engaged in the production of products as described in Article II, Section 2A for direct sale (i.e. the original producer of all products sold) may apply to become a Member of Farmers of Orange NC, Inc.
B. Member farms/facilities must be within a 60-mile radius of the Chapel Hill Farmers' Market. The Board may approve Specialty Vendors outside this radius. This amendment goes into effect after March 27th, 2011, members approved before this date are grandfathered in.
C. Members must allow an initial farm/facilities inspection to be conducted by a committee designated by the Board of Directors to verify to FO that the Market Member is the producer of all goods being sold.

Section 5. Transfer of Membership. Membership in the FO is not transferable or assignable to another party.

Section 6. Resignation and Leave of Absence. A Member may resign at any time in writing to the Market Manager or 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 approved 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 7. Membership Termination. The Board of Directors may vote to suspend for a fixed period of time or 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 made by the Board of Directors, including the Market Rules, or to accept any ruling of the membership
B. Selling or offering for sale any product not grown or originally produced by the Member
C. Failure to pay annual dues represents voluntary resignation.

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

Section 8. Reinstatement of Former Members. Any lapse in membership for any reason requires submission of a New Member Application.

Section 9. Property. No property rights shall accrue to any Member. In case of dissolution, all property assets after payment of debts accrue to FO. No Member will be liable for FO s debts or obligations.

Section 10. Agents of Members. Any individual may perform activities on behalf of a Member, including selling at the Market, as designated by the Member.

Article III - Meetings of the FO s Membership

Section 1. Annual Membership Meeting. FO s Annual Membership Meeting will be held during the first quarter of each year 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 FO membership.

Section 3. Notice of Meetings. Notice of all annual and special meetings of Members will be prepared and communicated 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. One vote is allotted per Member entity meeting requirements stated in Article II Section1B. Membership votes may be conducted only at annual or special meetings when a quorum of Members is present. A Member with outstanding fees may not vote.

Section 5. Quorum. Members representing 51% of the Members with voting rights will constitute a quorum. In the event that a quorum is not present, a meeting may be adjourned by the Members present until a quorum can be obtained.

Section 6.Approval of annual membership meeting minutes. The draft minutes of the annual meeting will be reviewed by the BOD at the May board meeting and after revision will be adopted by the BOD at the June board meeting. Once the draft minutes have been approved by the BOD, the draft minutes will be sent to all FO members for review for one month. The Draft minutes will then be submitted for approval at the next annual membership meeting.

Section 7. Order of Business. Annual Membership Meetings will follow a standard order of business:

A. Officer roll call and quorum determination
B. Reading and 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. FO affairs will be managed by the Board of Directors. Directors must be residents of the state of North Carolina. At least four and no more than nine Directors will comprise the board, a majority of which will be farmers; up to two Directors may be community representatives. A community representative is a person not related or affiliated with any FO member. Vendor directors must be voting members when elected or appointed.

Section 2. Election of Board of Directors. The Board of Directors (vendor Members and community representatives) will be elected by FO members at the Annual Membership Meeting. Board members will be elected by majority vote of Members represented at the meeting, provided a quorum is present. The outcome of the election will result in a nine member board. Vendor Members will serve two-year terms after an initial organizational setup of one and two-year terms. Community representatives will serve one year term and are not able to serve as officers of FO. 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. After the election of the Board of Directors by the Market Members, the Board of Directors will hold the next board meeting and organize by the election of a President, Vice President, Secretary, and Treasurer, each of whom will hold office until the election and qualification of their successor. President and Vice President will be elected by the Directors continuing in office. Continuing Directors are defined as those Directors that are beginning to serve the second year of the two-year term or have prior service on the board. Each officer serves a one-year term and may be re-elected up to a maximum of four consecutive years in the same office. No Board member will hold simultaneously more than one of the following positions: President, Vice President, Secretary, or Treasurer.

Section 4. 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 5. Board Meetings. Regular meetings of the Board of Directors will be held at such time and place as the Board determines and shared with all members at the annual membership meeting. All regular Board meetings are open to all members.

Section 6. Special Board of Directors 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 time, place, and business of the meeting. Notice of special meetings of the Board of Directors must be given to each Director by standard post, e-mail, telephone, or in person at least two 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 bylaws precludes any Director or officer from serving the FO in any other capacity and receiving compensation for such services, with the exception of the Market Manager.

Section 9. Absences & Removal. If a Director, in any market 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. In a market year, if the Board determines that a vendor director can not numerically achieve voting rights as a member of FO, that director is obligated to resign immediately. 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 FO 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.

Article V - Duties of the Board of Directors

Section 1. Management of Affairs. The Board of Directors will have general supervision and control of FO s affairs and will make and revise Rules and Regulations not inconsistent with North Carolina law or with the FO by-laws for the management of the organization, guidance of agents of FO, and supervision of employees/contractors. This includes the power to levy a fee for any service provided by FO 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 of Directors may employ or authorize the employment of employees/contractors as deemed necessary and to set compensation at a fair market value for the services rendered.

Section 3. Insurance. The Board of Directors will provide for the adequate insurance of the FO s property or property stored by the FO, 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. The Treasurer or the 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 FO.

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

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

Section 7. Audits. From time to time and at least once a year, the Board of Directors will review FO s financial records. 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 FO s membership.

Section 8. Depository of Funds. The Board of Directors will use a federally insured bank to deposit FO 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 FO s meetings
C. Preside over meetings of the Market Members
D. Call special meetings of the Board of Directors
E. Supervise employees/contractors
F. 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:

A. Assist the President and will perform the duties of the President in his/her absence
B. Perform such other duties as may be prescribed by the Board of Directors.
C. Prepare Board meeting packets to include agenda, financial report, previous meeting minutes, and any relevant documents.

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

A. Be responsible for keeping the archive of FO records and documents, including a complete record of FO 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 the FO bylaws
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 FO or the Board of Directors
E. Retain a current, complete list of Market Members, agents, and employees/contractors of the FO and their contact information, as compiled by the Market Manager
F. Turn over all records and documents and other FO property in his/her possession upon election of a successor

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

A. Perform all duties with respect to FO finances as prescribed by the Board of Directors and as provided in Article V, Section 4
B. Deliver a written statement on the FO 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 FO property in his/her possession upon election of a successor.

Section 5. 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. Operational and Fiscal Year. The FO's operational year begins the first main season market (but includes the annual membership meeting prior to the first main season market). The FO s fiscal year will be January to December.

Section 2. Inspection of Records. All FO 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 3. Committees. The Board of Directors may delegate any business function of FO to a committee. Committees will investigate, plan, regulate, and oversee any function of FO within the approval of the Board of Directors. However, the Board of Directors may not avoid their responsibilities for FO business by delegating to committees. A committee may elect a committee chairperson.

Section 4. Market Manager. When the membership of the market meets or exceeds 24, the Board of Directors may employ/contract a Market Manager. The Market Manager may not be a FO member or family member of a FO member. The Board of Directors will approve in December of each year a contract delineating the responsibilities of the Market Manager for the coming year.

Section 5. Dissolution and Distribution of Assets. No profits will be distributed. The Market may be dissolved and its assets and liabilities liquidated in a manner that the Board of Directors resolves, as long as the Board of Directors pays all debts and does not distribute any remaining assets to any member of the Board of Directors. All remaining assets will be distributed to another 501(c)(3) according to the Articles of Incorporation in accordance with all applicable laws.

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 the FO membership at any regular or special meeting, provided a quorum is present. 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 the notice of the meeting has been sent to Market Members.