

**BYLAWS
WYTHEVILLE FARMERS MARKET**

ARTICLE I: IDENTIFICATION

Section 1. Name. This Non-Profit Corporation shall be known as the WYTHEVILLE FARMERS MARKET.

Section 2. Fiscal Year. The calendar year shall be the fiscal year of the Corporation

ARTICLE II: MISSION AND OBJECTIVES

Section 1. Mission. The mission of the Corporation is to provide local growers, artisans and craftsmen with an outlet for the sale of fresh produce, related agricultural products, prepared foods and hand-crafted items, as well as, stimulate public interest in the consumption of local farm and garden products. The Corporation is organized exclusively for public purposes and is a not-for-profit organization. The Corporation's activities shall be conducted in such a manner that no part of its net earnings, if any, will inure to the benefit of any member, director or individual.

Section 2. Objectives. The Corporation objectives are to engage in any activity in connection with the marketing or selling of agricultural products and hand-crafted items of the Wytheville Farmers Market vendors.

The Corporation intends to:

1. Provide an alternate marketing outlet for area produce growers and other agricultural producers, artisans, and crafters to feature their finest products.
2. Encourage the freshness of products at the Wytheville Farmers Market.
3. Increase the availability and freshness of products available to the general community of buyers.
4. Provide improved market capability for area farmers and agricultural producers, artisans, and crafters to promote their products directly to consumers.
5. Establish, maintain, and enforce basic operating standards (Rules and Regulations) that will inspire public confidence in the "Producers only" concept.
6. Publicize and provide other marketing materials and opportunities for promoting and fostering the continual sale of locally grown produce and locally made arts and crafts as defined in the Rules and Regulations.
7. Encourage the expansion of marketing opportunities and the introduction of new products to the local community.
8. Enhance the community's image and local agriculture's and arts and crafts image by providing the special opportunity for direct dialogue between area consumers and producers who themselves grow, produce, or make the products they sell.
9. Provide educational support for farmers market vendors.

As the Wytheville Farmers Market is committed to the support of local farmers and availability of local foods, vendor distribution shall be based on the following:

1. A minimum of 60% of all vendors shall be non-value-added vendors. Examples of this include, but are not limited to, meat producers or produce growers.
2. A maximum of 40% of all vendors shall be limited to value-added products. Examples of this include, but are not limited to, artisans and crafters. Resale of purchased items, without the vendor adding value, does not qualify as a value-added product.

Non-value-added vendors will take preference to value-added vendor space delegation.

ARTICLE III: BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, so long as the same are not inconsistent with the provisions of the Articles of Incorporation or the policy guidelines established by the applicable federal and state agencies. The Board of Directors shall be responsible for approving or rejecting all General Membership applications based on membership requirements.

Section 2. Number and Positions. The number of voting directors shall be at least five (5) and up to seven (7). The Board of Directors positions shall include a Chairperson, Vice Chairperson, Treasurer, Secretary, and up to four (4) "at large" positions. A maximum of two (2) members of the Board of Directors can be patrons of the market while the others will be from the General Membership of the Corporation. The Farmers Market Manager shall not be a voting member of the Board of Directors.

Section 3. Qualifications. The directors must be elected from the General Membership of the Corporation.

Section 4. Election and Terms of Office. The members of the Board of Directors shall be elected, by the General membership of the Corporation, at their annual meeting, and shall take office immediately upon their election. Directors shall serve a minimum of three (3) years and a maximum of six (6) years. A vacancy occurring during a term may be filled by the remaining Board members pursuant to Section 11 below, for the period remaining, until the next annual meeting, at which time the balance of such term shall be filled through election by the General Membership. A Vice Chair will be elected annually by the Board of Directors and will automatically rotate to position of Board Chair the following year.

Section 5. Removal. Any director may be removed with or without cause by a majority vote of the directors. If any director is absent from three consecutive regular meetings of the Board, he or she will be deemed to have resigned from the Board unless, by a majority vote, the remaining directors reinstate him or her.

Section 6. Annual Meeting. The Board of Directors shall meet at least once during the year no more than thirty (30) days after the annual fall General Membership meeting of the

Corporation.

Section 7. Regular Meetings. Regular meetings of the Board of Directors, in addition to the annual meeting stated in Section 6, may be called by the Chairperson or by a majority of the Board. All meetings of the Board are open to current members except for discussions of personnel or disciplinary matters. Notification of regular Board meetings on the Wytheville Farmers Market website will occur at least one week prior to each scheduled meeting.

Section 8. Place of meeting. The Board of Directors may designate any place as the place of meeting for any annual, regular or special meeting of the Board.

Section 9. Notice. Notice of any regular or special meeting shall be given at least five (5) days in advance, by written notification delivered personally, mailed to each director at the director's home or business address, or through electronic mail. Notice for special meetings shall state the business to be conducted. Any director may waive notice of any meeting. Attendance of a director shall constitute waiver of formal notice, except when a director attends a meeting for the express and limited purpose of objecting to the transaction of business because the meeting was not properly called or convened.

Section 10. Quorum. A majority of the members of the Board shall constitute a quorum for conducting the business of the market.

Section 11. Manner of Acting. Except as otherwise specifically provided in these Bylaws, the act of a majority of the director's present at a meeting in which there is a quorum shall be the act of the Board of Directors.

Section 12. Vacancies. Vacancies on the Board of Directors may be filled by the affirmative vote of the remaining directors although less than a quorum of the Board. A director selected to fill a vacancy shall serve until the next annual General Membership meeting, at which time the vacancy shall be filled for the unexpired portion of the term.

Section 13. Committees. The Board of Directors may create such committees as may be needed to carry out the business of the Corporation. Each committee shall be subject at all times to the control of the Board. Each committee Chairperson shall be approved by majority vote of Board of Directors.

ARTICLE IV: FARMERS MARKET MANAGER

The Board of Directors shall hire a Farmers Market Manager (Manager) to coordinate, plan and execute the program or projects of the Corporation as hereinafter provided. The Manager shall be appointed by the Board of Directors for an unspecified term of office. The Manager shall be responsible for the overall administration of the Corporation within the policy guidelines established by the Board of Directors and the applicable federal and state agencies. A three-fifths (3/5) majority of Board of Directors shall be required to appoint or remove the Manager and he/she shall be subject to removal upon failure to coordinate, plan and execute the programs or projects of the Corporation in a reasonable and satisfactory manner, provided,

however, the Manager shall be notified in writing thirty (30) days prior to the effective removal date. The Manager shall be a non-voting advisor to the Board of Directors.

ARTICLE V: GENERAL MEMBERSHIP

Section 1. Establishment of General Membership. The Board of Directors shall establish a General Membership and thereunder enroll persons as members of the Corporation with certain interests, powers and rights therein, except that they shall have no corporate property interest in the Corporation or its assets. The nature and extent of the powers, duties, rights and interests of the members which may include but are not limited to the following: (a) veto power on Board of Directors' decisions; and (b) approval of amendments to Bylaws recommended by the Board of Directors.

Section 2. Non-Discretionary Powers. The members shall be empowered and have the duty at their annual meeting to elect members to the Board of Directors to fill the vacancies of those whose terms have expired or about to expire.

Section 3. Qualifications. General Membership shall consist of all qualified full-time vendors for the year they have paid their dues. All Vendors must be documented residents conducting business within a seventy-five [75] mile radius of the Wytheville Farmers Market Building. Vendor qualifications will be reviewed and decided upon annually by the Board. Each membership will have one vote at general membership meetings. Any patron of the market presently serving on the Board will also have one vote at all meetings.

Section 4. Meetings. An annual meeting of the General Membership shall be held at a place within the general geographic area served by the Corporation as may be selected by the Board of Directors at a date and time determined by the Board of Directors. Special meetings of the members may be called at any time by the Board of Directors of the Corporation or by a majority of the members. Notices of the members' meetings can be given in writing, by phone, or by electronic mail unless waived by all of the members of the Corporation in attendance, either in writing or by unanimous vote thereof at a legal meeting and no objections being raised thereto. A quorum for the conduct of business of such meetings shall consist of 20 percent of the members. Voting shall be by voice or show of hands, at the discretion of the Board of Directors Chairperson, unless otherwise required by majority vote. A majority vote shall be required to transact business. Each member shall be entitled to one vote. Two members of the Board of Directors shall preside at all members' meetings, unless replaced for the purpose by a vote of the members in attendance.

Section 5. Removal. Members who violate General Membership requirements are subject to suspension and/or revocation of all rights and privileges, subject to a three-fifths (3/5) vote of the Board of Directors.

ARTICLE VI: COMMITTEES

Section 1. Establishment of Committees. The General Membership may appoint various committees by majority vote during any annual or special General Membership meeting.

Section 2. Membership. A Committee shall include a minimum of two [2] persons from the General Membership, one of which shall serve as the Chairperson approved by the Board of Directors.

Section 3. Meetings. Each committee is responsible for holding meetings at such regular intervals as to assure proper completion of the committee's duties. The chairperson or their delegate shall give a report to the Board of Directors or the Farmers Market Manager at regular intervals or as requested by the Board of Directors or the Farmers Market Manager regarding the progress, accomplishments and goals of the respective committee.

ARTICLE VII: RULES AND REGULATIONS

See attachment

ARICLE VIII: AMENDMENTS

These Bylaws may be amended at any regular or special General Membership meeting. Amendment of these Bylaws may be made by a two-thirds (2/3) vote of the total membership present at the meeting.

Wytheville Farmers Market Rules and Regulations

Adherence to Market Rules and Regulations:

Disputes or questions such as the provenance of items for sale, space assignment, general conduct, and enforcement of market rules will be resolved by the Market Manager and the Farmers Market Board of Directors. Violations of the rules, regulations or provisions of the Farmers Market may result in the suspension or disqualification from the market.

Vendor Eligibility:

The Wytheville Farmers Market (WFM) is a producer-only market. A producer is defined as the person who grows or makes the product and may also include the producer's immediate family, partner in producing products, or designated employees (i.e., no third-party salespeople). Vendors shall reside and/or produce their products in Wythe County or within a seventy-five (75) radius of the market building. Vendors must submit a Vendor Registration Form each year to be eligible for the upcoming market season; vendors that have already submitted a vendor registration form in the past will be required to submit a new form for each market season.

Vendor Space and Fees:

- WFM has 2 types of vendor spaces available: Single day vendor or Full season vendor
- Vendor space fees will be determined on an annual basis and published before the upcoming market season.
- All tables provided by the Farmers Market must remain in designated locations (a vendor may bring their own additional tables provided that all additional tables fit in the assigned vendor space).

Operation of Vendor Space:

- Vendors will strive to sell products of the highest freshness and quality.
- Vendors will be expected to conduct business in a professional and courteous manner.
- Vendors are not permitted to bring pets to the market.
- Market building will open 1 hour before the market to allow vendor setup.
- Each vendor is responsible for their designated area. Area must be cleaned up and common market area cleared 30 minutes after market closing. Note: Any vendor not maintaining a clean area will be charged an additional cleaning fee that must be paid the following market day.
- Vendors should plan arrive at the market by 7:30am and set up to sell by opening of the market at 8:00am if they plan to drive a vehicle into the building.
- WFM is a smoke free facility.
 1. Smoking is only allowed in areas designated by town ordinances.
- Produce sold by piece or quantity should be packaged in clean paper or plastic bags.
- Products must be clearly priced and labeled.
- All vendor products, displays and advertising materials must be inside of vendor's designated area

Artisan and Craft Vendors:

Any vendor wishing to sell hand-crafted products at the market must complete an Artisan Vendor Application. A sample of items to be sold shall be submitted for review by the Artisan Committee. Once the review process is complete, the Market Manager or representative of the Artisan Committee will notify each artisan in writing (e-mail included) stating whether they have been approved or denied. Artisan products must be the original work of the artisan and shall not be commercially made, created, or produced without value added by the artisan.

Baked Goods:

Vendors are responsible for following food preparation, processing and labeling regulations required by the Virginia Department of Agriculture and Consumer Services.

Scale Requirements:

Vendors shall comply with Virginia's Weights and Measures Law.

Sales Tax:

Vendors are responsible for their own collection, reporting, and paying of sales tax to the Commonwealth of Virginia.

Grower Certification Form:

All vendors selling produce must submit a completed and signed Grower Certification Form to the Market Manager prior to selling at the market.

Indemnification:

The vendor agrees to indemnify and hold harmless the Wythe-Bland Foundation and the Wytheville Farmers Market from any and all causes of action that may rise from the operation of the Farmers Market, not caused by negligence of the Wytheville Farmers Market. The Farmers Market will not discriminate against any applicant for vendor space because of race, color, religion, sex, national origin, age or marital status.