

Watauga County Farmers' Market
Boone, North Carolina

BY-LAWS

Of The Watauga County Farmers' Market, Inc.

Watauga County, North Carolina

ARTICLE I

Purposes and Powers

The purpose for which this association is formed and the powers which it may exercise are set forth in the Articles of Incorporation of the association.

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 Manager shall keep a list of all members and issue a membership certificate or card at the time of the acceptance and upon payment of the specified dues.

- Section 1. Active Members. Any individual, organization, partnership, firm or corporation may become an active member upon application, acceptance and payment of dues in an amount set by the Board. The Board of the association shall have the power at any time to determine who is eligible for membership according to the rules of the association.
- Section 2. Associate Members. Any individual, organization, partnership, firm or corporation may become as associate member of the association upon application, acceptance and payment of dues in an amount set by the Board.
- Section 3. Honorary members. Any person may become an honorary member of the association upon a majority vote of the Board. No dues shall be charged honorary members.
- Section 4. Property. No property rights shall accrue to any member or person and no incorporator or member shall be responsible for, or individually liable for, any debts or obligations of the corporation.

ARTICLE III

Directors and Officers

- Section 1. Who May Vote or Hold Office. Only active and associate members shall be eligible to hold elective offices, nominate or vote at meetings.
- Section 2. Members. The business of this association shall be conducted by a Board of five directors and the Officers who shall be elected by and from the active and associate members at the annual meeting.

- Section 3. Election. The first Board shall be composed of five members who will serve for one year. At annual meetings each year, five directors will be elected for a one year term.
- Section 4. Election of Officers. Immediately after each election of directors there will be an election of Officers, each of whom shall hold office until election and qualification of his/her successor.
- Section 5. Vacancies. Whenever a vacancy occurs in the Board of Directors or Officers, other than from the expiration of a term of office, the remaining directors shall appoint to fill the vacancy until the next annual meeting of the members.
- Section 6. Board Meetings. In addition to the first meeting, meetings of the Board of Directors shall be held at such time and place as the Board or President may determine.
- Section 7. 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. Any and all business may be transacted at a special meeting. Each call for a special meeting shall be in writing, or otherwise, and shall state the business to be transacted and the time and place of such meeting.
- Section 8. Notice of Board Meetings. Notice of the regular or special meetings of the directors shall be mailed to each director and officer, or board members and officers may be notified by telephone, messenger, or electronic mail.
- Section 9. Quorum. A majority, of the Board of Directors shall constitute a quorum at any meeting of the Board, provided two officers 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 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 duties of the manager shall be under the direction of the Board of Directors.
- Section 3. Bonds and 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, and the cost thereof shall be paid by the association.

- Section 4. Audits. At least once in each year the Board of Directors may secure the services of a competent and disinterested public auditor or accountant and render a report in writing thereon, which report shall be submitted to the members of the association at their annual meeting.
- 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 shall designate the depositories for the funds of Watauga County Farmers' Market, Inc.
- Section 7. Observance of Charter and By-Laws. The Board shall enforce the observance by all members of all provisions of the charter and by-laws of the Watauga County Farmers' Market, Inc.
- Section 8. Formation of Special Committees. The Board shall have the power to form special committees as needed to help carry out the business of the Watauga County Farmer's Market, Inc.

ARTICLE V

Duties of Officers

- Section 1. Duties of President. The President shall (1) preside over all the meetings of the association and of the Board of Directors, (2) call special meetings of the Board of Directors, (3) perform all sets and duties usually performed by an executive and presiding officer, and (4) 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. The President shall perform such other duties as may be prescribed by the Board of Directors.
- Section 2. Duties of the Vice-President. The Vice-President shall assist the President, and 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 his/her successor.
- Section 3. Duties of the Secretary. The Secretary shall 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. He/She shall serve all notices required by law and by these by-laws and shall make a full report of all matters and business pertaining to his/her office at the annual meeting. He/She shall act as Secretary of the Executive Committee. He/She shall make all reports required by law and shall perform such other duties as may be required of him by the association or the Board of Directors. Upon the election of his/her successor, the Secretary shall turn over to him all books and other property belonging to the association that he/she may have in his/her possession.

- Section 4. Duties of the Treasurer. The Treasurer shall perform such duties with respect to the finances of the association as may be prescribed by the Board of Directors.

ARTICLE VI

Executive Committee

- Section 1. Powers and Duties. The President, Vice-president, Secretary and Treasurer shall constitute the Executive Committee. The Board of Directors shall determine their tenure of office and then-powers and duties. The Executive Committee shall have such powers and duties as may, from time to time, be prescribed by the Board of Directors and these duties and powers may be all of the duties and powers of said Board of Directors, subject to the general direction, approval and control of the Board of Directors.

ARTICLE VII

Members' Meetings

- Section 1. 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 year.
- Section 2. Annual Meeting. The annual meeting of the members of this association shall be held on the third Monday in March of each year. Provided, however, this date may be changed by a vote of the directors.
- Section 3. Special Meetings. Special meetings of the members of the association may be called at any time by order of the Board of Directors or the Executive Committee.
- Section 4. Notice of Meeting. Notice of every regular and special meeting of members shall be prepared and mailed seven days prior to the date of the meeting to the last known post office address of each member before each meeting. Such notice shall state the object or objects thereof and the time and place of meeting and, in the discretion of the Board of Directors may be given by telephone or publishing the same seven days prior to the date of the meeting in a newspaper of general circulation published in the city where the principal place of business of the association is located.
- Section 5. Quorum. A majority of the officers and active and associate members attending meeting shall constitute a quorum for the transaction of the business at any meeting of the association except for the transaction of business concerning which a different quorum is specifically provided by law or by these by-laws; but in the event a quorum is not present, such meeting may be adjourned from time to time by those present until a quorum is obtained.

ARTICLE VIII

Order of Business

- Section 1. The order of business shall be:
 - 1. Call to order.
 - 2. Roll call of the officers and designation of a quorum.
 - 3. Reading of minutes of previous meeting not yet approved.
 - 4. Report of Officers and Board.

- 5. Report of standing committees.
- 6. Report of special committees.
- 7. Election of Officers, (every other year)
- 8. Election of Board Members.
- 9. Unfinished business.
- 10. New business.
- 11. Program.
- 12. Adjournment.

ARTICLE IX

Amendments to Charter

The charter of the Watauga County Farmers' Market, Inc. may be amended by a two-thirds majority vote of those active and associate members present at any annual meeting or special meeting. No amendments shall be voted upon, however, unless the same shall be filed in writing with Secretary at least 30 days prior to the annual meeting or a called meeting. Notices of annual meetings mailed to the address (last known) of any member appearing upon leaflets of the association, if in the mail 30 days preceding the date of the meeting, shall be regarded as due and sufficient notice.

ARTICLE X

Amendments to By-laws

- These by-laws may be amended at any members meeting by a majority vote of active and associate members present. We, the undersigned, being a majority of the incorporators of the Watauga County Farmers' Market, Inc. do hereby assent to the foregoing by-laws and do adopt the same as the by-laws of the association; and in witness whereof, we have hereunto subscribed our names, this day of 1974.
- Amended: March 20th 2000 Submitted by: Samuella B. Sigmund Voted on by the Membership at the March 20th, 2000 Annual Meeting.
- Amended: April 11th, 2005 Article VIII Order of Business: Items 7 and 8 will be switched; Officers are elected before Board Members. Voted on by the Membership at the April 11th, 2005 Annual Meeting.
- Amended: November 7th, 2009 Article V: Directors of the Corporation shall be elected in the following manner: By the regular and associate members at annual meetings for two year terms, and such terms may be staggered at the discretion of the board of directors. Voted on by the Membership at the November 7th, 2009 Annual Meeting.