

Grand Ledge Farmers Market, Inc.

Bylaws and Rules

ARTICLE I - Name

The name of this Corporation is the "Grand Ledge Farmers Market, Inc." and may be referred to in these Bylaws as the "Corporation."

ARTICLE II - Purpose & Objectives

Section 1. The Grand Ledge Farmers Market, Inc. has been formed to provide healthy, fresh foods and horticultural products to Grand Ledge and surrounding areas, and to encourage commerce, entertainment, and trade in Downtown Grand Ledge.

Section 2. To achieve its mission, the Corporation shall do the following:

- a. Establish and operate a farmers' market for the purpose of furnishing a facility for sales of Michigan grown and produced food and other locally produced goods.
- b. Work with organizations to promote the production of Michigan fresh produce, horticultural products, and other locally produced goods in the Grand Ledge Area.
- c. Organize and/or participate in educational and other activities that promote the use of Michigan fresh produce, horticultural products, and other locally produced goods.
- d. Organize and/or participate in those activities that, in conjunction with the operation of a farmers' market, will serve to encourage commerce and trade in Downtown Grand Ledge.
- e. Organize and/or participate in those activities that will serve to further the Corporation's mission.
- f. Conduct research necessary to further the development of the farmers' market.
- g. Raise funds by both donations and income activities and fund-raisers sufficient to ensure the (short and long-term) sustainability of the Market.
- h. Secure long-term site for continued operation of Market within the City Limits and Downtown Business District.

Section 3. It is hereby provided that the said purposes are not intended to limit or restrict in any manner the powers or purposes of this corporation to any extent permitted by law, nor shall the expression of one thing be deemed to exclude another although it be of like nature.

Section 4. The Corporation is organized exclusively for public purposes as a not-for-profit corporation. Its activities shall be conducted in such a manner that no part of its net earnings will inure to the benefit of any member, director, officer or individual.

Section 5. The Corporation shall be nonsectarian and nonpartisan.

ARTICLE III - Membership

Section 1. Any person interested in and who supports the purpose and objectives of the Corporation shall be eligible for membership.

Section 2. The membership of the Corporation shall be representative of a broad cross section of the community, which it serves, including but not limited to representatives from public, business, government, horticulture, and education.

Section 3. Criteria for membership may be from time-to-time established by the Corporation Board of Directors.

Section 4. Membership entitles the holder to be eligible for a position on the board of directors, as well as the ability to cast one vote.

Section 5. Membership will be determined at an annual meeting to take place with the general membership including the vendors, no later than June 1st of the corresponding Market season.

ARTICLE IV - Board of Directors

Section 1. Except as otherwise provided for by law, by the Articles of Incorporation, or these bylaws, the Board of Directors shall exercise the powers of the Corporation, conduct its business affairs, and control its property. The Board is also expressly authorized to make appropriate delegations of authority through management agreements.

Section 2: The Board of Directors shall assume responsibility for setting goals of the corporation, reviewing and approving the Corporation's operational and strategic plans, and evaluating operational and strategic performance. No acquisitions or divestitures shall occur without prior approval of the Board.

Section 3: The Corporation Board of Directors shall be composed of five (5) members.

Section 4: Five (5) members shall be elected each year to serve a three-year term.

Section 5: Officers of the board of directors include:

a. President: Schedules and chairs the meetings, serves as a contact for outside groups, appoints committees as or when required, conducts votes, serves as the principal spokesperson for the Corporation, and shall represent it at those programs and activities at which the Corporation is to have representation.

b. Vice President: Serves in the President's absence.

c. Secretary: Maintains correspondence, up-to-date bylaws, lists of members, applications, and minutes of meetings.

d. Treasurer: Collects fees, pays bills, keeps financial record, ensures tax reports are filed, and makes an annual financial report of the farmers' market organization.

e. Vendor Liason: Acts as a representative of the Vendors and a key communicator between Vendors and the Board of Directors

f. Positions may be combined.

g. By October 31 of each fiscal year, the Board of Directors will elect five (5) persons to fill the five (5) available positions.

h. Those elected will begin their service on the November 1 that immediately follows their election.

Section 5. The Board of Directors shall establish attendance, participation and/or ethical standards, and may from time-to-time amend same, by which Officers and Directors will have to adhere to maintain their membership on the board.

Section 6. The Board of Directors may fill an unexpired term of an Officer or Director by a vote of fifty (50%) percent plus one (1) of the Directors in attendance of a meeting at which a quorum is present.

Section 7. A quorum of the Board of Directors will be constituted with the presence of fifty (50%) percent plus one (1) of the Board positions that are filled at the time of a meeting for which proper notice has been served.

Section 8. Notice of a Board of Directors meeting is to occur no less than seven (7) days prior to the meeting.

ARTICLE VII - Committees

Section 1. The Corporation Board of Directors shall from time-to-time form those committees deemed to be necessary to conduct the business of the Corporation.

Section 2. Persons to serve as a Committee Chairperson shall be members of the Board of Directors. Committee Chairperson shall serve as result of an appointment by the Corporation Chairperson and approval of the Board of Directors.

Section 3. Persons interested in serving as a member of a Corporation Committee shall be eligible to serve upon meeting the membership requirements found in ARTICLE III of these bylaws. It is not necessary for such persons to be a member of the Board of Directors.

ARTICLE VIII - Staff Services

The Board of Directors may from time-to-time engage an individual or organization to provide staff services to the Corporation. The Board will provide those so engaged with a scope of work, reasonable compensation, and periodic (not to be less frequent than once every twelve (12) months) evaluation of the efforts to accomplish the scope of work.

ARTICLE IX - Finances

Section 1. The Corporation shall use its funds only to accomplish the purpose and objectives specified in these bylaws, and no part of said funds shall inure to the benefit of nor be distributed to the members of the Corporation.

Section 2. The Corporation shall have a fiscal year beginning November 1 and ending October 31 of each calendar year.

Section 3. All moneys received by the Corporation shall be deposited to the credit of the Corporation in such financial institution or institutions as may be designated by the Board of Directors.

Section 4. The solicitation of funds shall not be authorized without prior approval of the Board of Directors.

Section 5. No obligation of expenses shall be incurred and no money appropriated without prior approval of the Board of Directors.

Section 6. Upon approval of an annual budget, the Treasurer or other persons as authorized by the Board of Directors shall have the authority to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

Section 7. Disbursements shall be made by check signed by the Treasurer and/or the President.

Section 8. The Board of Directors may from time-to-time cause an audit to be conducted of the Corporation's books and accounts. Such audits are to be conducted by a certified public accountant, and upon its completion, the audit report shall be presented to the Board of Directors.

ARTICLE X - Dissolution

Upon dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization as selected by the Board of Directors.

ARTICLE XI - Indemnification

Each elected or appointed Director or Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or the settlement of any proceeding to which he/she may be a party or may be involved by reason of his/her being or having been a Director or Officer of the Corporation, whether or not he/she is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

ARTICLE XIV - Amendments

These bylaws may be amended, altered, repealed or adopted by a 2/3rd vote of the Board of Directors at a meeting for which at least ten days notice has been provided.

Rules for The Grand Ledge Farmers Market, Inc.

The Downtown Farmers' Market is intended to provide healthy, fresh produce and other assorted nutritional, non-commercial, locally produced, foods and goods to the residents of Grand Ledge, and visitors to Grand Ledge, the community and surrounding area. Vendors of produce and non-commercial, locally produced, foods and goods will find a supportive outlet for the sale of their products. The Market will encourage commerce, entertainment and trade in downtown Grand Ledge, and help display the city's history, uniqueness, charm and potential, while working to develop a progressive self-sustainable future.

MARKET RULES

(IMPORTANT: Please read and sign the Market application. Return it, with your exhibit fee, to the Market Manager. Your signature indicates that you have read, understand and agree with the rules.)

VENDOR EQUIPMENT AND SUPPLIES

Each vendor is responsible for providing and removing any and all equipment and supplies he or she requires to do business on the Market site. This includes signs, tables, chairs, products and equipment utilized for clean-up purposes.

SIGNS

All signs must remain within the allotted vendor's exhibit space and must not block traffic or pedestrian ingress or egress, or interfere with other vendors' display or views.

EXHIBIT SPACE

The Board of Directors has full authority to assign exhibit space. Requests for particular sites will be given consideration but management reserves the right to assign and locate all vendors. Those who pay the annual fee will be assigned a space at the beginning of the season and that space will be saved for them every week as long as they are at the space by 8:50 am (or notify the market that they will be late). Please call 517-643-1849 or email info@glfarm.org to request a space.

HOURS OF OPERATION

The Market shall operate every Saturday from 9:00 am - 1:00 pm. All vendors must remain at the Market site until the 1:00 pm closing, and must vacate the Market site by 2:00 pm.

SET-UP, CLEAN-UP AND BREAKDOWN

Set-up starts at 8:00 am and must be completed by 9:00 am. Vendors are responsible for removing all garbage from their stall space area. Stall spaces are to be left in the same condition as when rented. Breakdown starts at 1:00 pm and must be completed, and stalls vacated, by 2:00 pm.

LICENSES, PERMITS, AND CERTIFICATIONS DISPLAY

All vendors must acquire, maintain, and display the proper licenses, permits, and certifications as deemed necessary by local health and safety laws, and/or to support any claims and/or representations.

VEHICLES AND PRODUCT DISPLAY

Vehicles shall not be utilized as a display or dispensing area for Market goods unless it is a refrigerated unit for perishable items. No vehicle may remain running during Market hours other than for purposes of refrigeration of product. The use of canopies, awning and sun-umbrellas are encouraged.

PERMITTED MARKET ITEMS

Fresh produce, plant items, flowers, baked goods, jellies, jams, preserves, and other non-commercial food items other locally produced goods (*as deemed appropriate by membership*) may be sold. The Board of Directors will resolve any doubt as to the suitability of an item. No soliciting or political or religious activities shall be permitted within the Market area unless approved by the board of directors due to promotion of Market Purpose or Objective. Displays of public interest, such as nutritional, health or consumer information, may be displayed with the permission of the Market Manager.

FEES (*All fees are utilized for publicity and growth for the Market.*)

Ten-foot x ten-foot (10'x10') stall spaces are paid for by donation (10% of sales recommended) per Market day or \$100.00 per Market season (June through October). Payment on a seasonal fee basis must be made prior to the first Market day of the Market season, as announced by the Board of Directors. Seasonal fees may be pro-rated for vendors seeking to rent exhibit space after the Market season has commenced at the discretion of the Board of Directors. No reimbursement will be made for fees paid if a vendor decides to no longer participate at the Market. Vendors may call the Market at 517-643-1849 concerning Market closure due to inclement weather.

MISCELLANEOUS

Vendors are responsible for collecting and remitting their own sales tax. Vendors are responsible for all permits required by Michigan, Eaton County, and the City of Grand Ledge to sell their products. All rules may be revised by the decision of the Board of Directors at any time.

ENFORCEMENT OF RULES

The Market Manager is responsible for enforcing the Market rules. Possible violations will be discussed and resolution attempted. Vendors selling prohibited items will be asked to remove those items from sale or leave the Market. Unresolved problems will be referred to the Market Board of Directors. Continued violations will result in being banned from the Market with no reimbursement of fees paid. Any vendor challenging another vendor's product's legitimacy or conduct must file a written complaint with the Market Manager, giving the name of the vendor and the product or situation they feel may not be in compliance with Market policies. The complainant must date and sign their name to the complaint and the Market Manager will attempt resolution. If resolution is not possible, the complaint will be referred to the Market Board.

INSURANCE

Vendors are encouraged to consider obtaining individual liability insurance for products sold.