

NORWICH FARMERS MARKET, INC.

BY-LAWS

Article 1: NAME AND PURPOSE

The name of this non-profit corporation shall be THE NORWICH FARMERS MARKET, and the Corporation shall exist for the purpose of providing a sales outlet for local farmers, craftspeople and prepared food vendors at a market known as the Norwich Farmers Market. Under the purview of the Norwich Farmers Market are subsidiary markets including, but not limited to the Summer Farmers Market, the Winter Farmers Market, and the Sunday Crafts Fair.

Article 2: MEMBERSHIP AND MEETINGS OF MEMBERS

1. MEMBERS. Any person who wishes to sell products at the Norwich Farmers' Market shall apply to the Board of Directors for an annual membership in the Corporation on a membership application form provided by the Board of Directors. The Directors, or their appointed representative, shall evaluate each application, giving due consideration to the Corporation's market rules and the availability of spaces at the Farmers' Market. Upon approval of the application by the Board of Directors, the applicant shall be assigned vending space in the subsidiary market(s) to which the applicant has applied.

Applicants to the Summer Market, upon approval of the Board of Directors, shall be assigned a reserved space for at least one quarter. A vendor who reserves space for one or more full quarters shall become a Reserved Member of the NORWICH FARMERS MARKET. If reserved space is not available, the applicant may apply to become an Unreserved Member at the Summer Market. An Unreserved Member is eligible to be assigned an unreserved space. A vendor must be an Unreserved Member in order to be eligible to occupy unreserved space.

Any Reserved or Unreserved Member who has either attended twelve or more Summer Markets in the previous year, or a minimum of twelve Summer Markets within three consecutive years, is conveyed eligibility for one vote. Voting eligibility expires for any Member who has not been an active vendor at market for two years.

2. ANNUAL MEETING. The annual meeting of the Members shall occur each spring, with the election of Directors as needed, approval of the budget and voting on any other business.

3. SPECIAL MEETINGS. Special meetings of the Members may be called by the President and must be called by him/her on receipt of a request from a majority of the Board or from at least five Members at large.

4. NOTICE OF MEETINGS. Written notice of all regular and special meetings must be provided to all Full Members and Associate Members at least seven days prior to such meeting, and such notice must contain time, place and purpose of the meeting.

5. QUORUM. At any meeting of Members of the Corporation quorum will be defined as the Board Members in attendance plus ten additional Voting members (see Art.2, Sec 1 above).

Article 3: BOARD OF DIRECTORS.

The activities, affairs, funds, and property of the Corporation shall be directed and controlled, and its powers exercised, by the Board of Directors, except as otherwise provided by statute or by these by-laws.

1. MEMBERS. The Board of Directors shall consist of five Directors elected at the Annual Meeting. Eligibility to serve on the Board of Directors will be defined as any Norwich Farmers Market vendor who is eligible to vote (see Art.2, Sec 1 above). The Board shall be elected for three-year terms, staggered so that two Directors are elected one year, then one Director, then two more Directors.

An optional 6th seat on the Board may be occupied by a community member. The Board of Directors will solicit volunteers from the community at large. The Board of Directors will present a nominee at the Annual Meeting of the Membership. A nominee will not be a current vendor of the Norwich Farmers Market. Appointment will be made by majority approval of the voting membership present at said meeting. The Community Board Member will serve for one year from the time of appointment.

2. MEETINGS. Regular meetings shall be held by the Board of Directors to plan and conduct the business of the Corporation. Additional meetings shall be called by the President as needed during the year.

3. DUTIES. The Board shall hire on a contractual basis and shall supervise such personnel as is needed to manage and coordinate the market. The Board shall review, create, amend, and adopt the market rules. Changes to market rules will be subject to majority approval by the voting membership present at any annual or special membership meeting. The Board shall prepare an annual budget for presentation to and adoption by the membership at the annual meeting.

4. VACANCIES. A vacancy on the Board shall be filled by the Board, until election of a successor can occur at the next annual meeting to fill out the remainder of the term.

Article 4: OFFICERS

The officers of the Corporation shall be President, Vice-President, Treasurer, and Secretary.

1. ELECTION. The officers of the Corporation shall be elected annually by the Board of Directors, and the positions shall be filled from among the members of the Board. Election of officers shall take place at the first Board meeting following the annual meeting of the general membership.

2. VACANCY. In case of vacancy, the Board shall elect a replacement to hold office for the remainder of the unexpired term.

3. DUTIES. The President shall organize and run meetings of the Board and of the membership, make minor decisions that do not require Board approval, and serve as back-up to the Market Manager as needed.

The Vice-President shall assume the duties of the other officers in their absence.

The Treasurer shall be responsible for payment of taxes, fees, and bills, and for the preparation of financial reports. The Treasurer shall assist the Market Manager as necessary in the collection of fees.

The Secretary shall be responsible for the minutes of the meetings, other corporate records, and the current list of members.

Article 5: MARKET MANAGER

1. DUTIES. The Market Manager shall be responsible to the Board and shall manage and coordinate the operation of the Market according to the market rules and in conformance with the Market Manager job description as written by the Board.

2. AUTHORITY. The Market Manager shall have the authority to enforce the market rules on behalf of the Board. The Manager may be empowered by the Board of Directors to sign checks on behalf of the Corporation.

Article 6: PROCEDURE

In all matters of routine procedure not covered by these by-laws, the Members of the Corporation shall be guided by Robert's Rules of Order.

Article 7: ACCUMULATED FUNDS / DISSOLUTION

1. ACCUMULATION OF FUNDS. Consistent with the nonprofit purpose of the Corporation, every reasonable effort shall be made to charge Members and Associate Members for annual membership dues, and for periodic space and stall rental fees at the market, only so much as is necessary to meet the anticipated annual operating costs of the Corporation, including the covering of any operating loss from the prior year.

If at the end of any fiscal operating year (which shall be a calendar year), after payment of all appropriate costs, expenses, fees, and taxes, any excess of funds collected from Members and Associate Members as described above shall remain in the hands of the Corporation, the Corporation shall retain such funds to be applied to the anticipated operating budget for the following year.

2. DISSOLUTION.

A. Dissolution. The Corporation shall not be dissolved except by a two-thirds vote of those voting in any regular or special meeting of the membership, provided that the plan for proposed dissolution be among the purposes of the meeting as set forth in the notice of said meeting. Proxy votes may be allowed.

B. Distribution of Assets. After all liabilities have been met and paid, remaining assets, if any, as of the effective date of dissolution shall be distributed among the Full Members of the Corporation at the time of said dissolution on a pro rata basis. It is the intent of the Corporation, in connection with any such distribution on dissolution, that distribution in that manner comply in all respects with the provisions of 11 V.S.A. °2373. Alternatively, and as the Corporation may properly elect, distribution of assets shall be made in a manner consistent with the provisions of 11 V.S.A. °2602.

Article 8: AMENDMENT OF BY-LAWS

These by-laws may be amended by a two-thirds vote of those voting at any regular or special meeting of the membership, provided that the proposed change be set forth in the notice of the said meeting. Proxy votes are allowed.

Approved at the Annual Meeting of April 7, 1994.

Amended at the Annual Meeting of March 20, 1995.

Amended at the Special Meeting of June 2, 2007.

Amended at the Annual Meeting of March 16, 2008.