

# **Athens Farmers Market: Local and Sustainable 2018 Articles of Governance and Bylaws**

## **Articles of Governance:**

### **Article I. Introduction**

The Articles and Bylaws attached herein describe the governance of the **Athens Farmers Market: Local and Sustainable** [AFM]. Separate from these Articles and Bylaws are Operating Policies, which define the management of the Market and are included in a separate document.

### **Article II. Mission**

The Athens Farmers Market exists to foster a dynamic economic and educational connection between community members, farmers, and artisans by providing a marketplace for food grown locally using sustainable farming methods and for locally produced hand crafted goods and prepared foods.

### **Article III. Beliefs and Values**

AFM believes that sustainable agriculture is increasingly essential to providing healthy, affordable food to the community. Local and sustainable agriculture reduces the consumption of fossil fuels, provides foods free from harmful chemicals, produces foods high in nutritional value, and results in economic activity focused on the local economy.

Further objectives of the AFM mission include education about and support of local sustainable agriculture. Sustainable agriculture is a commitment to both growing and distributing food to meet the needs of current and future generations in a manner that is environmentally sound, economically viable, and socially just.

AFM is committed to making economic and educational connections between urban dwellers and sustainable farmers, by providing a market place for food grown locally using sustainable farming methods. Adjunct to this commitment is to make that marketplace appealing to the consumers and to provide a place for local artisans, crafts persons, and purveyors of prepared food to sell high quality products. For the general benefit to the community and to not-for-profit organizations, space for such organizations selected by the Board of Directors will be provided in order to educate the public about those organizations and/or their causes and for fund-raising, when explicitly permitted by the Board of Directors.

AFM management and its designated agents will implement and enforce all rules and regulations pertaining to the operation of AFM market in a fair and equitable manner as described in these Articles and Bylaws and in the separate Operating Policies.

### **Article IV – Athens Farmers Market Legal Status and Executive Management**

The AFM will operate as a Limited Liability Company (LLC) and register as a not-for-profit entity in the State of Georgia. Annual filing of the Georgia LLC documents will list two Executive Officers to function as the President and the Treasurer of the Athens Farmers Market. In addition to the fiscal oversight of and responsibility for the annual AFM budget, further responsibilities of the President and Treasurer are as listed below in the AFM Bylaws. Primarily, the President will preside over the Board of Directors meetings and will work with the Treasurer and the Market Manager to oversee AFM fiscal business, while the Treasurer will have direct responsibility for the annual AFM Budget and all related monies. Both Officers will be members of the AFM Board of Directors.

An Executive Officer will maintain their standing in the AFM, LLC, until he/she voluntarily resigns or the Board of Directors votes to replace an Officer by a unanimous vote from the 7 non-Officer Directors of the Board. In the event of a vacancy, the AFM Board of Directors shall select a new Executive Officer by a majority vote.

## **Article V - Board of Directors**

The AFM Board of Directors will manage directly the review of and decisions made regarding the Articles of Governance, Bylaws, Operating Policies and annual vendor membership of the market. The Board will advise the Executive Management of the AFM on issues of fiscal business.

The Board of Directors shall be composed of nine (9) persons. Seven (7) of the Board Members shall be vendors of AFM (as defined in Article VI) with a minimum of five (5) being farmers including Grower vendors and up to but not more than one (1) Meat, Dairy and Egg vendor plus one (1) vendor from the Arts and Crafts category and one (1) vendor from the Purveyors of Processed Food category. Two (2) additional Board members shall be non-vendors of the AFM, representing the community's interests and providing skills and experiences to assist in directing the operation of the market. No two board members may represent the same farm operation or organization. Five members of the Board shall constitute a quorum. In addition, up to three (3) ex-officio Board Members may be invited to participate as non-voting Board Members. The President of the Board shall appoint ex-Officio Board Members.

Board Members may serve for up to three (3) consecutive two-year terms, if elected to those terms, after which a Board Member shall step down for at least one year before being eligible for re-election. If any Board member vacates their seat during an AFM fiscal year, the remaining Board members may elect a new member, to maintain the defined Board makeup as described above, for the remainder of that year. To insure continuity of the AFM, the Board of Directors shall make efforts to maintain at least four (4) members who have served a previous term.

The Board will appoint a nominating committee, not later than December 31, of each year. The Nominating Committee shall be composed of three Board members. The Nominating Committee will present a slate of candidates, one for each Board seat vacant or expiring its term. The Nominating Committee's slate of candidates must be approved by a majority of the Board and then presented at the AFM Annual Membership meeting, where additional nominations made by any Full, Downtown Market or Full Plus vendor, and if seconded, shall be accepted from the floor. After nominations are closed, an election shall be held at the meeting. If the number of nominations for each board category is equal to the number of Board seats to be elected to each category, the election shall be held by acclamation. If the number of nominations for any board category is greater than the number of Board seats to be elected for that category, then election for the available board seat(s) of such category shall be held by secret ballot, with each member of AFM voting for the same number of persons as there are Board seats of each such category to be filled. Ballots with votes for a category greater than or fewer than the Board seats to be filled will be rejected. Those nominees with the highest vote counts will fill the Board seats.

## **Article VI –Vendors**

Vendors are limited to persons: a) residing in Athens-Clarke, Banks, Barrow, Dawson, Elbert, Forsyth, Franklin, Greene, Habersham, Hall, Hart, Jackson, Jasper, Lumpkin, Madison, Morgan, Newton, Oconee, Oglethorpe, Rabun, Stephens, Towns, Union, Walton, White or Wilkes or other counties in the state of Georgia that may provide products approved by the Board as desirable, b) engaged in the growing of farm products using sustainable methods meeting the standards of Certified Naturally Grown, c) selling only vendor grown produce or vendor produced arts and crafts, artisan value-added products or processed food products, and d) agreeing to abide by all policies of the AFM upon approval of a vendor's Application by the Board of Directors. Approval is based on a number of factors including available space, product mix, volume of sales, quality of goods being produced and offered by the applicant and other factors to be judged by the Board.

There are Four classes of Vendors: Full Member, Full Plus Member, Downtown Market Member and Associate Member. Full Members are those who pay the full annual fee entitling them with advanced reservation, to vend at every Saturday market during the current season. Full Plus Members are those who pay the full annual fee entitling them with advanced reservation, to vend at every Saturday market and every Downtown market during the current season. Downtown Market Members are those paying an annual fee entitling them with advanced reservation, to vend only at every downtown market. Associate Members are those who pay fees based on a weekly rate, entitling them to make advanced reservations for specified dates. As described above in Article V, Full, Full Plus and Downtown Market vendors may participate in all elections of returning or new Board of Directors

A Vendor relationship with the AFM begins upon approval by the Board of Directors of the Application, and receipt of the affirmation of compliance and payment of the vendor fees. The annual vendor relationship expires on February 1, of the following year.

## **Article VII – Vendor Participation Agreement**

All authorized vendors participating in the Athens Farmers Market are independent operators and not partners or joint ventures and shall be individually and severally liable for any loss, personal injury, deaths, and/or any other damages that may occur as a result of the vendor's negligence or that of its employees, agents and associates. All vendors agree to indemnify and save Athens Farmers Market, LLC, harmless for any loss, costs, damages and other expenses including attorney's fees, suffered or incurred by Athens Farmers Market, LLC, by reason of vendor's negligence or intentional misconduct or that of its employees, agents and associates: provided that the vendor shall not be liable for nor required to indemnify Athens Farmers Market, LLC, for the negligence of any of their agents, employees or associates. Because no insurance is provided at Athens Farmers Market concerning vendors, each vendor should carry his or her own personal and product liability insurance.

By signing the Affidavit included at the end of each Application form, authorized vendors acknowledge that they have read, understand, and agree to comply with the Athens Farmers Market 2018 Articles of Governance and Bylaws and the AFM Operating Policies for 2018.

## **Article VIII - Meetings**

Two types of meetings may be called: an open membership meeting and a Board of Directors meeting. Any vendor in good standing shall have the right to attend Board of Directors meetings and open membership meetings. With approval of any member of the Board of Directors, vendors shall have the right to make presentations of up to five (5) minutes explaining any grievance or suggestion relative to matters before the Board or relevant to the operation of the market. An open membership meeting to nominate and elect board members and to review and discuss the performance of the past market year and plans for the upcoming season shall be held in January of each year. Full and Full Plus vendors shall have the right to vote at open membership meetings on any motion put forth and in order. Associate members shall have the right to participate in discussions, but may not vote on any matter. The standing President shall conduct the January meeting, appoint an election committee to count votes and announce the results.

## **Article IX - Records**

Every Member shall have the right to examine, for any reasonable purpose, the books, records, roster of membership, and other appropriate records of AFM. The Secretary shall keep minutes of each meeting; the Treasurer shall oversee all Athens Farmers Market money. The Market Manager shall do all bookkeeping, collecting of membership fees, paying of accounts receivable and banking and report to the Board at monthly meetings.

## **Article X - Fiscal Year**

The fiscal year shall begin the first day of January in each year.

## **Article XI - Spending of Monies**

Revenues shall be used to pay payroll, operating, capital, advertising and other necessary expenditures.

## **Athens Farmers Market 2018 Bylaws:**

1. Unless conditions present a safety hazard to participants, the market will run every Saturday and on a designated week day during the defined season at hours determined by the Board of Directors and at a location in Clarke County, Georgia, beginning and ending at dates determined by the Board of Directors, but for no less than 37 consecutive Saturdays except for the Saturday following Thanksgiving.
2. Special market days in other locations in Clarke County, Georgia, may be operated with the approval of the Board of Directors.
3. Growers will be required to use sustainable farming methods demonstrated by providing a copy of their Certified Naturally Grown or Organic Certificate, agree to allow a farm inspection and by signed Affirmation attached to their Application. The guidelines for the market's requirements for sustainable farming are as described by the Certified Naturally Grown program, an alternative certification program that parallels the rules set forth by the USDA, National Organics Program. Wild foraged mushrooms gathered for sale require vendor to receive a Georgia Department of Public Health approved Wild

Mushroom Food Safety Certification provided by Mushroom Mountain, Easley, SC. Sale of live plants requires the appropriate Live Plant License from the Georgia Department of Agriculture.

Meat, Egg and Dairy farmers must demonstrate efforts toward meeting Certified Naturally Grown standards, agree to allow a farm inspection and provide signed Affirmation attached to their Application. All non-Organic or non-Certified Naturally Grown products must be listed on appropriate signage displayed at the market as defined in Section 6. Paragraph E., of the 2018 AFM Operating Policies and as posted on the AFM website Membership page.

**4.** Agricultural products sold or otherwise offered at the market must be grown on the property operated as a farm by the member, consistent with the member's application and signed affirmation. In the case of Meat, Egg and Dairy production, renting land for the purpose of pasture raising animals is permissible if the applicant affirms on the Application that; a) the land is managed with sustainable practices, b) that the stock was purchased and is owned by the vendor and c) that the vendor has first hand knowledge of and input in raising said stocks.

**5.** Crafts persons or artisans must fabricate all Arts and Crafts consistent with the vendor's Application and attached signed Affirmation.

The vendor must make perfumes, soaps, lotions and oils sold at the market. Milling of commercially purchased, pre-made soap or adding scents to any commercially purchased, pre-made products is not allowed.

All body products must be labeled with the vendor's business name, the name of the product and the names of all the ingredients. All ingredients should be organic (where possible) and free from known carcinogens.

Vendors using recycled or reused materials and/or recognizable objects must ensure they are significantly altered. The function of the "original" object / material must be changed significantly. The product must show significant artist involvement and be of high quality.

Knitted, crocheted, stitched and woven products should be the original design of the craftsperson – not made from materials purchased as a kit. If "Traditional" commercial patterns are used they must be significantly altered to reflect the unique workmanship of the craftsperson. All articles of clothing must be clearly labeled as to fabric content and care instructions. Vendors must develop products from their original design from raw materials and natural fibers (where possible).

**6.** Prepared food must be prepared by the applicant or employees of the applicant in compliance with the applicable Rules of Athens Farmers Market and consistent with the member's Application and attached signed Affirmation.

Further, Prepared Food Vendors may not use products or ingredients that contain: corn syrup (in any form), hydrogenated oils, synthetic chemical dyes or preservatives nor non-organic flour.

Prepared Food Vendors are required to source organic and grown locally ingredients whenever possible, in the following order: a) from within the Market, b) from local farms, c) from within Georgia, d) from within the Southeast region, e) from within the continental US or e) lastly from outside the continental US.

If a product requires use of ingredients sourced outside the continental US, vendors must get approval from Board of Directors. Use of internationally sourced spices, salts, olive oil, vanilla and coffee may be permitted. All non-organic or non-Certified Naturally Grown ingredients must be listed on appropriate signage displayed at the market as defined in Section 6. Paragraph E., of the 2018 AFM Operating Policies and as posted on the AFM website Membership page.

**7.** A Non-Profit Vendor, at the discretion of the Board, may sell only promotional materials that do not compete with a paying vendor's products.

**8.** Multiple vendor category applicants – If a vendor desires to sell products defined under different vendor categories, separate Application forms must be submitted. For example, vendors submitting a Grower's Application and planning to sell crafts, also, must submit an Arts & Crafts Application that will be submitted to the arts & crafts jury for approval. If the Grower and Arts & Crafts Applications both are accepted, the fee required may be that of the Grower's Application only, but on a case-by-case evaluation the Board, also, may require multiple Memberships be held and fees be paid.

**9.** Before additional produce or products that are not listed for the initial Application review may be sold at the Athens Farmers Market, an amended Application must be submitted describing the new items to be reviewed by the Board. These additional items may be sold only after approval of the Board.

10. The duties of the Board of Directors shall be: to establish the policies, rules and regulations of the AFM regarding programs of activities at the markets; to review and provide input on the business of the AFM; to review and provide input on the authorization of contracts for services and supplies; to review and provide input on a budget for each operating period including all various vendor fees per market space. Each year in February and March, the Board of Directors shall review all Applications for Vendor at the Athens Farmers Market and make decisions for approval or non-approval of applications for the market each season.

11. The President shall preside over all meetings of the AFM Board of Directors and may call a meeting of the Board at any time when, in his/her judgment, there is business to be transacted. Minimally, the President shall conduct Board of Directors meetings in the months of June, September and December to review the AFM Budget plus any other business as required. The President shall set the Board meeting agenda, appoint all committees composed of representatives from the Board of Directors, the AFM membership and the community at-large and delegate authority to the committees to assist the Board of Directors in performing any duties necessary to promote the interests of the AFM. Special meetings of the Board and of the members may be held upon the call of the President.

12. The Treasurer shall manage all Athens Farmers Market, LLC, and fiscal business and will direct the Market Manager's fiscal activities. The Treasurer shall create a Business Model every year for review and to establish the annual AFM Budget.

13. A Secretary, elected from the Board of Directors at the first meeting of the Board following the Annual AFM Vendor meeting, shall keep a record of the proceedings of the Board.

14. The Market Manager shall pay all bills upon order of the Executive Officers, and present his books and records for audit upon demand by the Board of Directors. The Market Manager's duties shall also include collecting vendor fees, banking transactions, keeping a continuing list of vendors including addresses and phone numbers, and provide the Board of Directors with a list of vendors and non-profit organizations.

15. In the event of any vacancy on the Board of Directors, the remaining members of the Board shall select any vendor of the Athens Farmers Market in good standing to serve until the following Annual Meeting at which time an election shall be held to fill the unexpired term. This process will be governed by a majority vote of the Board of Directors.

16. All Board members of the Athens Farmers Market shall hold a responsibility to promote the Athens Farmers Market, to keep good will among our vendors and the public, and exhibit a helpful attitude toward all vendors. It shall further be the duty of the Board of Directors to promote, by regulation and management, a Farmers' Market.

17. A Board member or Board members may be removed by a majority vote of two-thirds of the Board of Directors and members with voting rights at any regular meeting or special meeting called by the President for that purpose. The Board member[s] shall have the right to hear reason[s] for removal and to appeal at the next meeting, which shall occur within thirty days.

### **Approved this day, January 10, 2018 by the Board of Directors of the Athens Farmer Market, LLC**

Angel Cooper - Food Purveyor

Carter Dodd - Grower

Iwalani Farfour - Grower

Joseph Houston – Community Rep

Jan Kozak – Community Rep (Treasurer)

Sara Parker – Arts and Crafts

Jay Payne – Grower (President)

Steve O'Shea - Grower

Gary Shaw - Grower

Amanda Tedrow - Ex-Officio

Sarah Thurman - Manager