

BYLAWS/ARTICLES OF INCORPORATION
RUSSELLVILLE COMMUNITY MARKET, INC.

Article I

Name/ Identification/Mission

Section 1. This Corporation shall be known as the “Russellville Community Market, Inc.” and may be referred to in these Bylaws as the “Corporation” or “RCM”.

Section 2. The principal office and registered agent of the Corporation shall be designated by the Board of Directors, and may be changed by the Board of Directors as deemed necessary.

Section 3. The fiscal year of the Corporation shall be June 1 to May 31.

Section 4. The Mission of RCM is to connect our community to area farmers and artisans, facilitate reliable access to local, fresh, nutritious food for consumers and sustain small farms in the River Valley.

Article II

Purpose & Objectives

Section 1. The Corporation has been formed in order to provide consumers with healthy, locally-grown, farm-fresh products at a convenient location and to provide area farmers and artisans with online marketing opportunities within local communities.

Section 2. The Corporation has been formed in order to provide students and interested community members with hands-on educational experiences with regard to sustainable agriculture, cottage industry, and community-based entrepreneurship.

Section 3. The Corporation has been formed in order to provide students, community members, and qualified scholars with opportunities to conduct applied research with regard to sustainable agriculture, cottage industry, and community-based entrepreneurship.

Section 4. To achieve these objectives, the Corporation shall do the following:

- a. Organize and operate a weekly, online farmers’ market that will operate 51 weeks out of the year.
- b. Organize and/or participate in educational and other activities that promote the use of Russellville-area locally grown food and products.
- c. Organize and/or participate in those activities that will serve to further the Corporation’s mission.

d. Conduct research necessary to further the development of the farmers market and enhance its ability to achieve its objectives.

e. Maintain membership(s) in relevant state and national organizations that support the purpose and objectives of the corporation.

Section 5. 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 may be of like nature.

Section 6. 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, Board member, officer, or individual. The Corporation shall be authorized to exercise the powers permitted not-for-profit corporations under relevant Arkansas Statutes and as described in Section 501(c) 3 of the Internal Revenue Code or any amendments or additions thereto.

Section 7. The Corporation shall be nonsectarian and nonpartisan.

Article III

Membership

Section 1. Membership will consist of all active farmers and customers.

Section 2. Farmers must be Arkansas farmers or artisans located within a 150 mile radius of Russellville. Farmers may co-market with another farmer, but all farmers must agree to abide by the by-laws of the market. Co-marketing relationships need to be openly communicated to the customers.

Section 3. The term "farmer" means actively engaged in the production of fruits, vegetables, ornamental plants or livestock. The term "artisan" means producer of arts, crafts, or value-added food products. The term active farmer means a registered producer on the market who has sold products within the past six months. The term "active customer" means a registered customer of the market who has made a purchase within the past six months.

Section 4. Entrance of additional farmer will be allowed if the new farmer agrees to follow these by-laws and is approved by a vote of the Board of Directors. Reasons to disallow additional producers include but are not limited to: a. insufficient customer traffic to support additional producers, b. not agreeing to follow these by-laws, c. a history of unethical behavior, or d. any reason the Board of Directors may find to be detrimental to Corporation purposes and objectives.

Section 5. Fees will be charged to both customers and farmers as determined by the Board of Directors. These fees will cover the joint costs of the farmers' market including but not limited to: a. rent paid to the owner of market distribution space, b. advertising and promoting the market, c. charges for the online

software, a bank account and other products or services related to managing the market, d. infrastructure or equipment required to operate the market and meet objectives, e. compensation to the market director or to market managers as determined by the Board of Directors.

Section 6. If a Farmer violates these by-laws, the Market Director is authorized to take immediate action, including, but not limited to, expulsion, and shall report the violations to the Board Chair. At the earliest possible convenience the Board of Directors will discuss the violations and determine an appropriate course of action, including possible expulsion, by majority vote.

Section 7. All products displayed must be produced by the farmer who sells them. The only exception is when a farmer has agreed to co-market a product(s). The original producing farmer must agree to the rules and by-laws for this market. Farmers are expected to be transparent and truthful in their growing practices. They must also comply with local, state and federal regulations that apply to their products. Producers have the right to operate as each sees fit (pertaining to selection, quality, pricing, merchandising, etc.). However, activities that seem to exceed normal sales practices can be brought to the attention of the Market Director by other farmers, active customers, or board members. After discussion and inquiry by the board, the board will render a decision regarding the continuation of such practices. The farmer in question must comply with the board's decision. Abnormal activities may include but are not limited to: a. consistent pricing of products well below profitable levels, b. pricing collusion with another producer, c. products in a condition that detracts from the market's appearance or reputation.

Section 8. Producers are required to know and abide by applicable state and federal policies with regard to agricultural practices, health, and safety as defined by relevant state and federal agencies.

Section 9. Producers are encouraged to have a farm liability insurance coverage for products sold through the market.

Article IV

Board of Directors (Hereafter, the "Board")

Section 1. Board membership shall consist of no more than 12 individuals, and shall be representative of the following groups: Farmers, Market Managers, and Active Customers.

Section 2. Board meetings shall be open to farmers, artisans, and active customers. Meetings will be announced two weeks prior.

Section 3. The Board shall meet quarterly with additional meetings called as needed. At these meetings, a quorum shall be constituted by the presence of 50% plus 1 of the Board positions that are filled at the time of the meeting.

Section 4. Issues shall be decided on the basis of over one-half of votes cast. All board members must be given the same notice and opportunity to vote on issues. Types of issues requiring a vote include but are not limited to: a. changes to the sales times and place, b. election of officers, c. setting fees, d. major purchases or agreements for the farmers market.

Section 5. Board members are encouraged to be actively involved with RCM, including ordering and volunteering; to offer their individual knowledge, skills, and contacts on behalf of the Market; and to serve as positive advocates for RCM in the community.

Article V

Officers

Section 1. The Board officers will be the Chairperson, Vice-Chair, Secretary and Treasurer. Officers shall be elected from the membership of the Corporation for two year terms at meetings of the Board for which appropriate notice has been given.

Section 2. Any officer or agent elected or appointed by the Board may be removed by a 2/3rd majority vote of the total membership of the Board whenever in its judgment the best interests of the Corporation would be served thereby.

Section 3. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 4. It shall be the responsibility of the Chairperson to call and conduct all meetings of the Corporation Board of Directors and Executive Committee. The Chairperson will appoint, subject to the approval of the Board of Directors, the chairpersons of all Corporation committees. The Chairperson shall be the principal spokesperson for the Corporation and shall represent it at those programs and activities at which the Corporation is to have representation.

Section 5. The Vice-Chairperson shall preside at meetings upon the absence of the Chairperson and shall assume the duties of the Chairperson upon his/her inability to fulfill the duties of his/her office as determined by the Board of Directors. The Vice-Chairperson shall serve as the Corporation's parliamentarian and shall be responsible to the Corporation to insure that the Corporation's business is conducted in an orderly fashion. Unless otherwise determined, meetings of the Corporation shall be conducted in accordance with Robert's Rules of Order.

Section 6. The Treasurer shall be responsible for providing a regular accounting of the Corporation monies and financial transactions at quarterly meetings of the Board. The Treasurer shall be responsible for the prudent management of the Corporation moneys and for making the financial transactions necessary to conduct the business of the Corporation.

Section 7. The Secretary shall be responsible for notifying the Corporation membership of upcoming meetings in a timely manner (2 weeks notice). The Secretary shall be responsible for recording the minutes of all Board meetings, with a specification notation made of all decisions made and tasks assigned. The Secretary shall be responsible for distributing correspondence and other information/material as may be necessary to conduct the business of the Corporation.

Article VI

Section 1. The Market Director is selected by the Board. Duties include email communications with customers and farmers, weekly tasks associated with the RCM website, and implementing and maintaining marketing and promotion programs (including an increased social media presence) in order to recruit new customers and farmers. The Market Director shall develop and implement strategies to retain existing customers, update customers and farmers about new Market developments and encourage customers to buy from the Market consistently. The Market Director may organize an Annual Meeting in order to facilitate connections among customers, farmers and Board members and recruit volunteers. The Market Director will resolve conflicts involving Market Managers, customers or farmers according to the policies in these bylaws. If amicable resolution is not achieved after due consideration the Market Director will present the issue to the Board for resolution. The Market Director is encouraged to establish a formal grievance process that allows for documentation by all parties involved concerning disputed issues.

Section 2. The weekly market operations will be the responsibility of the Market Manager(s). The Market Director shall provide oversight to the Market Manager(s) who shall be appointed by the Board for an unspecified term of office.

Section 3. Market Director and Market Manager(s) may be removed from his/her position by a vote of the Board at a called meeting for which appropriate notice has been given.

Article VII

Committees

Section 1. The Corporation's Board shall form specific committees as deemed necessary to conduct the business of the Corporation and shall reserve the power to delegate tasks to these committees.

Article VIII

Finances

Section 1. The Corporation shall use its funds only to accomplish the purposes and objectives set forth within these bylaws, and no part of said funds shall inure to the benefit of, nor be distributed to, any member of the Corporation.

Section 2. All monies received by the Corporation shall be deposited to the credit of the Corporation in such financial institutions as may be designated by the Board.

Section 3. An audit committee may be appointed by the Chairperson to examine financial records at the end of each fiscal year.

Section 4. The Corporation shall have a fiscal year beginning June 1 and ending May 31 of year calendar year.

Section 5. All funds shall be disbursed by a properly authorized check, each of which must be properly countersigned either by the Market Director or Market Manager and any officer or by any two officers or other persons designated by the Board of Directors.

Article IX

Dissolution

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

Article X

Amendments

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