

**BYLAWS
OF THE**

Farmer's Market Management Network, Inc. (Cooperative)

The purpose of the cooperative is to have market managers, farmer-vendors, and advisor members working cooperatively to pool ideas, experiences, resources, and knowledge to improve farmers' markets throughout Ohio. The cooperative shall be made up of the following four groups: Board of Directors, market managers, farmer-vendors, and advisors.

**Article One
*Membership***

- 1.1 Qualifications. Any person, firm, partnership, limited liability partnership, limited partnership, limited liability company (LLC), corporation, who's market is located in Ohio, signs and abides by a membership agreement with the Cooperative, and meets such other conditions as may be prescribed by the board of directors, may become a member of the Cooperative. Advisors Group membership is also available to individuals interested in helping support the purpose of the cooperative.
- 1.2 Application. All applications for farmer-vendor, market manager, or advisor group membership must be approved by a majority of the board of directors. Member status is effective as of the time the board approves the application for membership.
- 1.3 Suspension or Termination. In the event the board of directors of the Cooperative shall find that any member has ceased to be an eligible member under Section 1, above, the board shall give the member written notice of the violation and allow the member thirty (30) days to cure the violation. If the violation is not cured, the board shall set a hearing date within sixty (60) days of the mailing of the notice. Following the hearing, the board shall determine whether the member is eligible to retain membership or whether a suspension or termination is required in the best interests of the Cooperative. If an affirmative vote of at least two-thirds of the directors' casting votes finds for suspension or termination by an affirmative vote of a majority of votes cast at a regular or at a special meeting held for that purpose, may suspend such member's rights as a member or terminate the membership.
- 1.4 Notice. Written notice may be given personally, by mail, or by electronic or telephonic transmittal. If mailed, the notice is given when it is deposited in the U.S. Mail, with postage prepaid, addressed to the person at the person's address as it appears on the records of the Cooperative. If notice is sent by electronic or telephonic transmittal, notice is given when an electronic or telephonic confirmation of delivery is received by the Cooperative.
- 1.5 Cessation of Rights and Privileges. A suspended or terminated member shall have no rights or privileges, nor vote or voice in the management or affairs of the Cooperative other than the right to participate in accordance with law in the event of dissolution.

Article Two
Meetings of Directors

- 2.1 Annual Meeting. The annual meeting of the directors of this Cooperative shall be during the month of January at such time and in such place as the board of directors shall designate (the meeting will be open to all group members).
- 2.2 Special Meetings. Special meetings of the directors of the Cooperative may be called at any time by order of the board of directors and shall be called by the directors upon receipt of a written petition signed by at least twenty percent (20%) of the group members. The petition must state the specific business to be brought before the Cooperative and demand a special meeting at any time for consideration of such business. The directors shall designate the time and place for a special meeting.
- 2.3 Notice of Meetings. Written notice of every regular and special meeting of directors shall be prepared and mailed/emailed to the last known address of each member at least ten (10) days before such meeting. Notice is given when it is deposited in the U.S. mail or date of sent email. Such notice shall state the nature of the business expected to be conducted and the time and place of the meeting. No business shall be transacted at any special meeting other than that referred to in the notice. All meeting will be posted on the FMMN web site.
- 2.4 Voting. Unless otherwise stated in the Articles of Incorporation, or these Bylaws, or required by applicable law, all questions shall be decided by a vote of 2/3 of votes cast of directors on the question.
- 2.4.1 Allocation. Each director shall be entitled to only one vote.
- 2.4.2 Voting Methods. Proxy voting shall be allowed. Each proxy shall be in writing, and no directors shall vote more than one proxy.
- 2.4.3 Designation of Voting Individual. Three directors shall be designated in writing by the Market Managers and Farmer-Vendors groups who shall vote on behalf of the group and the Cooperative. That designation shall remain in effect until written notice of a properly authorized change in the designated voter shall be received from the groups by the Cooperative board of directors.
- 2.5 Quorum. Eighty percent of the designated directors shall constitute a quorum at any properly called annual or special board of directors meeting.

Article Three
Directors and Officers

- 3.1 Number and Qualifications of Directors. The Cooperative shall have a board of directors of six (6) members (3 members from the Market Managers' and 3 members from the Farmer-Vendors' groups); provided, however, if the groups has fewer than three members, the number of directors shall equal the number of members. Each director shall be a member of their group and this Cooperative in good standing.

No person shall be eligible to be a director or officer if that person is in competition with, or is affiliated with any enterprise that is in competition with, the Cooperative. If a majority of the board of directors of the Cooperative finds at any time that any director or officer is so engaged or affiliated and has failed to follow the provisions set forth in Article Twelve of these Bylaws dealing with conflicts of interest, the procedure for Removal of Directors and Officers as set forth in Article Three, Section 11 shall be followed, with the board requesting removal in the place of the member petition.

3.2 Group Election and Appointment of Directors. Candidates for election as directors representing their group may be selected by any nominating procedure established by the Board that is reasonably open to group member participation.

3.3 Election of Directors. At the first annual meeting of the members of the Cooperative, directors shall be elected by each group to succeed the incorporating directors. One (1) director shall be elected for one (1) year; and one (1) director for two (2) years; and one (1) director for three (3) years from each group. At each annual meeting thereafter, new directors shall be elected, for a term of three (3) years each, to succeed those directors whose terms are expiring. However, if the number of group members of the groups are 2 or fewer, all members shall serve as directors until the next annual meeting held after membership has increased to more than 2 members. Directors will be limited to two complete terms.

All group directors shall be elected by secret ballot, and the nominee(s) receiving the greatest number of votes shall be elected.

3.4 Election of Officers. The board of directors shall meet within seven (7) days after the first election and within seven (7) days after each annual election and shall elect by ballot a president, vice president, secretary, and treasurer, each of whom shall hold office until the election and qualification of a successor, unless earlier removed by death, resignation, or for cause.

The president, vice president, secretary, and treasurer shall be members of the board of directors. The secretary and treasurer offices may be held by the same person, but no officer shall execute or acknowledge any instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or the Bylaws to be executed, acknowledged, or verified by two or more officers.

3.5 Vacancies. Whenever a vacancy occurs in the board of directors, other than from the expiration of a term of office, the remaining directors, by majority vote, shall appoint a member to fill the vacancy for the remainder of the term.

If one or more officer positions become vacant, such offices shall be filled by the board of directors, through election by ballot, at either a regular or special meeting of the board.

3.6 Regular Board Meetings. In addition to the meetings mentioned above, regular meetings of the board of directors shall be held ~~monthly~~, or at such other times and at such places as the board may determine. quarterly

- 3.7 Special Board Meetings. A special meeting of the board of directors shall be held whenever called by the president or by a majority of the directors. Only the business specified in the written notice shall be transacted at a special meeting. Each call for a special meeting shall be in writing, shall be signed by the person or persons calling the meeting, shall be addressed and delivered to the secretary, and shall state the time and place of such meeting.
- 3.8 Notice of Board Meetings. Oral or written notice of each meeting of the board of directors shall be given each director by, or under the supervision of, the secretary of the Cooperative not less than 36 hours prior to the time of meeting. But such notice may be waived by all the directors, and their appearance at a meeting shall constitute a waiver of notice.
- 3.9 Quorum. Eighty percent of the designated directors shall constitute a quorum at any meeting of the board.
- 3.10 Reimbursement and Compensation. The Cooperative may reimburse directors for all reasonable expenses incurred in carrying out their duties and responsibilities. The compensation, if any, of the members of the board of directors shall be determined by the directors of the Cooperative at any annual or special meeting of the Cooperative.

No director of the Cooperative, during the term of his office, shall be a party to a contract for profit with the Cooperative differing in any way from the business relations accorded regular members.

- 3.11 Removal of Directors and Officers. Whenever any director shall fail to meet the qualifications as described in Section 1 of this Article, or fails to attend three (3) consecutive board meetings, either regular or special, without just cause and provided that notice of such meetings has been given in accordance with these bylaws, then it shall be the duty of the board to remove said director and to fill the vacancy in accordance with Section 4 of this Article.

Any member of the Cooperative may bring charges against an officer or director of the Cooperative by filing them in writing with the secretary of the Cooperative, together with a petition, signed by twenty percent (20%) of the group members, requesting the removal of the officer or director in question. The removal shall be voted upon at the next regular or special meeting of the Cooperative and, by a vote of a majority of the directors voting, the Cooperative's directors may remove the officer or director and fill the vacancy. The director or officer against whom such charges are brought shall be informed in writing of the charges previous to the meeting and shall have an opportunity at the meeting to be heard in person or by counsel and to present witnesses and the persons bringing the charges against him shall have the same opportunity.

Article Four
Duties of Directors

- 4.1 Management of Business. The board of directors shall have general supervision and control of the business and the affairs of the Cooperative and shall make all rules and regulations not inconsistent with law, the articles of incorporation, or bylaws for the management of the business and the guidance of the members, officers, employees, and agents of the Cooperative.
- 4.2 Employment of Manager. The board of directors shall have power to employ, define duties, fix compensation, and dismiss a manager with or without cause at any time. The board shall authorize the employment of such other employees, agents, and counsel as it from time to time deems necessary or advisable in the interest of the Cooperative. The manager shall have charge of the day-to-day business of the Cooperative under the policy direction of the board of directors.
- 4.3 Bonds and Insurance. The board of directors may require the manager and all other officers, agents, and employees charged by the Cooperative with responsibility for the custody of any of its funds, negotiable instruments, or other property of or for the Cooperative 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 shall be paid by the Cooperative.

The board of directors shall provide for the adequate insurance of the property of the Cooperative, or property which may be in the possession of the Cooperative, or stored by it, and not otherwise adequately insured, and, in addition, adequate insurance covering liability for accidents to all employees and the public.

- 4.4 Accounting System and Audits. The board of directors shall have installed an accounting system which shall be adequate to meet the requirements of the business and shall require proper records to be kept of all business transactions.

At least once in each year the president of the board of directors will appoint three board members to review the books and accounts and make a report to the membership. This committee will be rotated each year. The board of directors may secure the services of a competent and disinterested certified public accountant, who shall make a full audit according to generally accepted accounting principles of the books and accounts of the Cooperative and render a report in writing, which report shall be submitted to the directors and the manager of the Cooperative and made available to the members of the Cooperative.

- 4.5 Depository. The board of directors shall select one or more banks to act as depositories of the funds of the Cooperative and determine the manner of receiving, depositing, and disbursing the funds of the Cooperative and the form of checks and the person or persons by whom they shall be signed, with the power to change such banks and the person or persons signing such checks and the form at will.

- 4.6 Committees. The board may, at its discretion, appoint a non voting committee of two (2) to five (5) members, and determine their tenure of office and their powers and duties. The board may delegate to the executive committee all or any stated portion of the functions and powers of the board, subject to the general direction, approval, and control of the board. Copies of the minutes of any meeting of the committee shall be mailed to all directors within seven (7) days following such meeting.

The board of directors may, at its discretion, appoint such other committees as it deems appropriate.

Article Five ***Duties of Officers***

- 5.1 President. The president shall (1) preside over all meetings of the board of directors; (2) call special meetings of the board of directors; (3) appoint such committees as the board of directors may deem advisable for the proper conduct of the Cooperative; and (4) perform all acts and duties usually performed by a presiding officer.
- 5.2 Vice President. 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 any eligible person president.
- 5.3 Duties of Secretary. The secretary shall keep a complete record of all meetings of the board of directors and shall have general charge and supervision of the books and records of the Cooperative. The secretary shall sign papers pertaining to the Cooperative as authorized or directed by the board of directors. The secretary shall serve all notices required by law and by these bylaws and shall make a full report of all matters and business pertaining to the office to the members at the annual meeting. The secretary shall perform such other duties as may be required by the Cooperative or the board of directors. The secretary will keep current and maintain the require records on the FMMN web site. Upon the election of a successor, the secretary shall turn over all books and other property belonging to the Cooperative to the successor.
- 5.4 Duties of Treasurer. The treasurer shall be responsible for the keeping and disbursing of all monies of the Cooperative, and shall keep accurate books of accounts of all transactions of the Cooperative. The treasurer shall perform such duties with respect to the finances of the Cooperative as may be prescribed by the board of directors. At the expiration of his term of office, the treasurer shall promptly turn over to his successor all monies, property, books, records, and documents pertaining to his office or belonging to the Cooperative.

Article Six
Patrons and Patrons' Net Margins

- 6.1 Operation at Cost. The Cooperative shall at all times be operated on a cooperative service-at-cost basis for the mutual benefit of its member patrons. The term "Patron" as used in these Bylaws and in the Articles of Incorporation shall mean members doing business with this Cooperative. Each transaction conducted on a cooperative basis between this Cooperative and each Patron shall be a "patronage transaction" and shall include as part of its terms each provision of the Articles of Incorporation and Bylaws of this Cooperative, whether or not referred to in the transaction. Each Patron shall be entitled to a portion of Patrons' Net Margins (patronage refunds), as provided in these Bylaws.
- 6.2 Computation of Net Margins. The Net Margins shall be computed on a tax basis as of the end of each fiscal year as follows:
- 6.2.1 Gross Receipts. Proceeds of sales of products marketed for Patrons, plus amounts received for supplies and services provided to Patrons, plus amounts received from any other source, shall be "gross receipts."
- 6.2.2 Net Margins. This Cooperative shall deduct from gross receipts the sum of all costs and expenses and other charges that are excludable or deductible from this Cooperative's gross income for the purpose of determining federal income or related taxes payable by this Cooperative, except the amount of such taxes, the amount of non-qualified allocations redeemed, and the amount of the Patrons' Net Margins, as defined in 6.3 of these Bylaws. The gross receipts that remain after the foregoing deductions shall be called "Net Margins."
- 6.3 Allocation.
- 6.3.1 Cooperative Net Margins. From the Net Margins, the Cooperative shall set aside "Cooperative Net Margins" to be applied to the Cooperative's federal income or related taxes. The funds to pay taxes shall first come from Net Margins attributable to sources other than patronage transactions ("non-patronage source margins") to the extent allocable under federal income tax law. Any non-patronage source margins not so applied shall be set aside in the Capital Reserve.
- 6.3.2 Patrons' Net Margins. The balance of Net Margins after deduction of the Cooperative Net Margins shall be the Patrons' Net Margins. The Patrons' Net Margins shall belong to the Patrons on the basis of their respective patronage transactions and may be allocated on the basis of their respective patronage of the Cooperative and the Net Margins that resulted from the operations of the Cooperative.

- 6.4 Distribution of Patrons' Net Margins.
- 6.4.1 Written Notice of Allocation. The Cooperative shall distribute Patrons' Net Margins within eight and one-half (8 ½) months after the end of each fiscal year by written notice of the allocation. The written notice shall show the manner and amount of distribution, and the exact amount distributed in cash, or in Capital Credits (or any combination of the two). The Board of Directors may establish a plan for financing the Cooperative that relates Patron investment to patronage transactions. Such plan may provide for the periodic adjustment of Patron investment by the application of a Patron's patronage refunds to additional investment requirements prescribed by the plan.
- 6.4.2 Events of Forfeiture of Refund. If the Cooperative distributes a patronage refund to a Patron who (a) does not consent to include the patronage refund in income as provided in the Consent Bylaw; or (b) is unable to receive distribution; or (c) cannot be located for redemption of such patronage refunds, such patronage refunds shall forfeit to this Cooperative and be added to the Capital Reserve. Patronage refunds of less than Fifty Dollars (\$50) shall be treated as non-distributable Net Margins and added to the Capital Reserve.
- 6.5 Capital Reserve. The Cooperative shall maintain a Capital Reserve for the purpose of providing a reserve against which it may charge losses and other charges that could be charged against the surplus of a business corporation for profit.
- 6.6 Loss or Losses. If the Cooperative incurs a net loss in any fiscal year, such net loss may be charged against the Capital Reserve. If the loss exceeds the Capital Reserve or, in any event, if the Board so elects, the loss may be recovered from prior or subsequent years' Net Margins. The Board shall have no authority to make assessment for net losses against Members. This section shall not be construed to deprive the Cooperative of the right to carry back or carry forward net operating losses in accordance with the Internal Revenue Code or Ohio taxing statutes.
- 6.7 Records and Documentation. The books and records of the Cooperative shall be set up and kept in such a manner that at the end of each fiscal year, the amount of capital, if any, so furnished by each member is clearly reflected and credited in an appropriate record to the capital account of each member.
- 6.8 Fiscal Year. The fiscal year of this Cooperative shall commence on the first day of February and end on the last day of January.

Article Seven ***Equity Redemption***

- 7.1 Regular Redemption. If at any time the board of directors determines that the financial condition of the Cooperative will not be impaired by redemption, capital credited to members' accounts may be redeemed in full or in part. Any such redemption of capital shall be made in order of priority according to the year in which the capital was furnished and credited, the capital first received by the Cooperative being the first redeemed.

- 7.2 Discretionary Special Redemptions. Notwithstanding any other provision of these bylaws, the board, at its absolute discretion, shall have the power to retire any capital credited to members' accounts on such terms and conditions as may be agreed upon by the parties in any instance in which the interests of the Cooperative and its members are deemed to be furthered thereby and funds are determined by the board to be available for such purposes.

Article Eight ***Nonmember Business***

This Cooperative may conduct business with nonmembers on either a patronage or non-patronage basis. However, this Cooperative may market the products of nonmembers in an amount the value of which exceeds the value of the products marketed for members. It shall purchase supplies and equipment for nonmembers in an amount the value of which exceeds the value of the supplies and equipment purchased for members.

Article Nine ***Dissolution and Property Interest of Members***

- 9.1 Voluntary Dissolution. At any member meeting held for the purpose of dissolving the Cooperative, the members may adopt a resolution of dissolution by the affirmative vote of sixty percent (60%) of the members votes cast on the proposal. Notice of the meeting shall be given to all members, whether or not entitled to vote.
- 9.2 Involuntary Dissolution. The board of directors may adopt a resolution of dissolution in the following cases:
- 9.2.1 When the Cooperative has been adjudged bankrupt or has made a general assignment for the benefit of creditors:
 - 9.2.2 By leave of the court, when a receiver has been appointed in a general creditors' suit or in any suit in which the affairs of the Cooperative are to be wound up:
 - 9.2.3 When the Articles of Incorporation have been canceled for failing to file annual franchise or excise tax returns or to pay franchise and excise taxes and the Cooperative has not been nor desires to be reinstated: or
 - 9.2.4 When substantially all of the assets have been sold at judicial sale or otherwise.

The board of directors shall be responsible for seeing the appropriate state filings are made and notices given pursuant to Chapter 1729.

- 9.3 Disbursement of Assets. Upon dissolution, the board of directors shall disburse the Cooperative's assets in the following order; first, to pay the Cooperative's debts and liabilities; second, to retire all capital furnished through patronage (member capital accounts) without priority on a pro rata basis; and third, to distribute the remaining property and assets of the Cooperative among the members and former members in the proportion in which the aggregate patronage of each member bears to the total patronage of all such members insofar as practical, unless otherwise provided by law. For the purposes of this section, "former members" shall be defined as persons who were members within the five (5) years prior to the effective date of dissolution.

Article Ten
Indemnification

The Cooperative shall indemnify its officers, directors, employees, and agents to the fullest extent possible under the provisions of the Ohio Revised Code 1729, as it may be amended from time to time. The Cooperative may purchase liability insurance coverage for any person serving as an officer, director, employee or agent to the extent permitted by applicable Ohio law. The directors of the Cooperative shall be liable only as members of the Cooperative, unless otherwise provided by law.

Article Eleven
Amendment

If notice of the character of the amendment proposed has been given in the notice of meeting, these Bylaws may be altered or amended at any regular or special meeting of the members by the affirmative vote of three quarters of the directors votes cast.

Article Twelve
Conflict of Interest

- 12.1 General policy. Recognizing that directors and officers have a duty to loyalty and fidelity to the Cooperative and must govern the Cooperative's affairs honestly and economically, while exercising their best care, skill and judgment for the benefit of the Cooperative, to avoid even the appearance of impropriety, the directors and officers of the Cooperative shall:
- 12.1.1 Disclose to the Board any situation wherein the director or officer has a conflicting or duality of interest that could possibly cause that person to act in other than the best interest of the Cooperative; and
 - 12.1.2 Follow the procedures stated in Section 2, below, governing the participation on behalf of the Cooperative in any transaction in which the person has, or may have, a conflict of interest.
- 12.2 Procedure. Any director or officer having a known duality of interest or possible conflict of interest on any matter shall make a disclosure of such conflict to the other directors. Such director shall not vote or use his or her personal influence on the matter, but such director may be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect the making of the disclosure, the abstention from voting and the quorum situation. Any officer having a known duality of interest or possible conflict of interest on any matter before such officer for administrative action shall report the conflict to the president or, in the case of the president, to the vice president. Such officer shall abstain from taking any administrative action on the matter. The requirements in this Section 2 shall not be construed as preventing any director or officer from briefly stating his or her position in the matter, nor from answering pertinent questions of the board or other officers.

Market Managers Group

Article One ***Membership***

- MM 1.1 Qualifications: Any person, firm, partnership, limited liability partnership, limited partnership, limited liability company (LLC), corporation, representing a farmers' market as manager or is that market designated representative, signs and abides by a membership agreement with the Cooperative, and meets such other conditions as may be prescribed by the board of directors, may become a member of the Market Managers Group (one farmers' market – one group member).
- MM 1.2 Applications: All applications for the farmers' market manager group membership must be approved by a majority of the board of directors. Member status is effective as of the time the board approves the application for membership. Annual membership fee is \$25.

Article Two ***Meetings of Market Manager Group Members***

- MM 2.1 Special Meetings: Special meetings of the members of the Market Managers Group may be called at any time by order of the group's chairperson. The group's chairperson shall designate the time and place for a meeting.
- MM 2.3 Notice of Meetings: Written notice of every regular and special meeting of the Market Managers Group members shall be prepared and mailed/emailed to the last known address of each member at least ten (10) days before such meeting. Notice is given when it is deposited in the U.S. mail or date of sent email. Such notice shall state the nature of the business expected to be conducted and the time and place of the meeting. No business shall be transacted at any special meeting other than that referred to in the notice.
- MM 2.4 Voting: Unless otherwise stated in the Articles of Incorporation, or these Bylaws, or required by applicable law, all questions shall be decided by a vote of a majority of votes cast on the question.
- 2.4.1 Allocation. Each the Market Managers Group member shall be entitled to only one vote.
- 2.4.2 Voting Methods. Proxy voting shall be allowed. Each proxy shall be in writing, and no member shall vote more than one proxy.
- MM 2.5 Quorum: Those members present shall constitute a quorum at any properly called group meeting.

Article Three
Chairpersons

MM 3.1 Number and Qualifications of Chairpersons: The Cooperative shall have three group leaders (past chairperson, current chairperson, and chairperson elect); provided, however, if the group membership has fewer than three members, the number of directors shall equal the number of members. Each chairperson shall be a Member of this Cooperative in good standing.

MM 3.2 Nomination of Chairperson: Candidates for election as chairperson may be selected by any nominating procedure established by the Board that is reasonably open to group Member participation.

MM 3.3 Election of chairperson: At the first annual meeting of the members of the Cooperative, chairpersons shall be elected. One (1) chairperson shall be elected for one (1) year as past chairperson; and one (1) chairperson for two (2) years as current chairperson; and one (1) chairperson for three (3) years as chairperson elect. At each annual meeting thereafter, a new chairperson shall be elected, for a term of three (3) years each, to succeed the chairperson whose terms is expiring. However, if the number of members of the Cooperative is two or fewer, all members shall serve as chairperson until the next annual meeting held after membership has increased to more than two members. Chairpersons will be limited to two complete terms.

All chairpersons shall be elected by secret ballot, and the nominee(s) receiving the greatest number of votes shall be elected.

MM 3.5 Vacancies: Whenever a vacancy occurs in the group chairpersons, other than from the expiration of a term of office, the remaining chairpersons, by majority vote, shall appoint a group member to fill the vacancy for the remainder of the term.

If one or more chairperson positions become vacant, such chairpersons shall be filled by the group members, through election by ballot, at either a regular or special meeting.

MM 3.6 Regular Group Meetings: In addition to the meetings mentioned above, regular meetings of the group shall be held, or at such other times and at such places as the chairpersons may determine.

MM 3.7 Special Group Meetings: A special meeting of the group shall be held whenever called by the chairpersons or by a majority of the group members. Only the business specified in the written notice shall be transacted at a special meeting. Each call for a special meeting shall be in writing, shall be signed by the person or persons calling the meeting, shall be addressed and delivered to the secretary, and shall state the time and place of such meeting.

MM 3.8 Notice of Group Meetings: Oral or written notice of each meeting of the group shall be given each group member by not less than 36 hours prior to the time of meeting.

MM 3.9 Quorum: A majority of the group members shall constitute a quorum at any group meeting.

MM 3.11 Removal of chairpersons: Whenever any chairperson shall fail to meet the qualifications as described in Section 1 of this Article, or fails to attend three (3) consecutive board meetings, either regular or special, without just cause and provided that notice of such meetings has been given in accordance with these bylaws, then it shall be the duty of the board to remove said chairperson and to fill the vacancy in accordance with Section 4 of this Article.

Article Four ***Duties of Chairpersons***

MM 4.1 Current Chairperson: The current chairperson shall (1) preside over all meetings of the market managers group; (2) call special meetings of the market managers' group; (3) appoint such committees as may deem advisable for the proper conduct of the group; and (4) perform all acts and duties usually performed by a presiding officer.

MM 4.2 Past Chairperson: In the absence or disability of the current chairperson, the Past Chairperson shall perform the duties of the current chairperson; provided, however, that in case of death, resignation, or disability of the current chairperson, the group chair leaders may declare the office vacant and elect any eligible person president. The past chairperson shall coordinate all sub-committee activities.

MM 4.3 Duties of Chairperson Elect: The chairperson elect shall keep a complete record of all meetings of the group. The chairperson elect shall be responsible for the keeping and disbursing of all monies of the group, and shall keep accurate books of accounts of all transactions of the group. The chairperson elect shall perform such other duties as may be required by the group. Upon the election of a successor, the chairperson elect shall turn over all books and other property belonging to the group to the successor.

Farmer-Vendor Group

Article One ***Membership***

- FV 1.1 Qualifications: Any person, firm, partnership, limited liability partnership, limited partnership, limited liability company (LLC), corporation, who is a farmer-vendor, signs and abides by a membership agreement with the Cooperative, and meets such other conditions as may be prescribed by the board of directors, may become a member of the Farmers-Vendors Group. Farmer-Vendor Group members shall have one vote per paid membership.
- FV 1.2 Applications: All applications for the farmer-vendor group membership must be approved by a majority of the board of directors. Member status is effective as of the time the board approves the application for membership. Annual membership fee is \$10.

Article Two ***Meetings of Farmers-Vendors Group Members***

- FV 2.1 Special Meetings: Special meetings of the members of the Farmers-Vendors Group may be called at any time by order of the group's chairperson. The group's chairperson shall designate the time and place for a meeting.
- FV 2.3 Notice of Meetings: Written notice of every regular and special meeting of the Farmers-Vendors Group members shall be prepared and mailed/emailed to the last known address of each member at least ten (10) days before such meeting. Notice is given when it is deposited in the U.S. mail or date of sent email. Such notice shall state the nature of the business expected to be conducted and the time and place of the meeting. No business shall be transacted at any special meeting other than that referred to in the notice.
- FV 2.4 Voting: Unless otherwise stated in the Articles of Incorporation, or these Bylaws, or required by applicable law, all questions shall be decided by a vote of a majority of votes cast on the question.
- 2.4.1 Allocation. Each the Farmers-Vendors Group member shall be entitled to only one vote.
- 2.4.2 Voting Methods. Proxy voting shall be allowed. Each proxy shall be in writing, and no member shall vote more than one proxy.
- FV 2.5 Quorum: Those members present shall constitute a quorum at any properly called group membership meeting.

Article Three
Chairpersons

FV 3.1 Number and Qualifications of Chairpersons: The Cooperative shall have three group leaders (past chairperson, current chairperson, and chairperson elect); provided, however, if the group membership has fewer than three members, the number of directors shall equal the number of members. Each chairperson shall be a Member of this Cooperative in good standing.

FV 3.2 Nomination of Chairperson: Candidates for election as chairperson may be selected by any nominating procedure established by the Board that is reasonably open to group Member participation.

FV 3.3 Election of chairperson: At the first annual meeting of the members of the Cooperative, chairpersons shall be elected. One (1) chairperson shall be elected for one (1) year as past chairperson; and one (1) chairperson for two (2) years as current chairperson; and one (1) chairperson for three (3) years as chairperson elect. At each annual meeting thereafter, a new chairperson shall be elected, for a term of three (3) years each, to succeed the chairperson whose terms is expiring. However, if the number of members of the Cooperative is two or fewer, all members shall serve as chairperson until the next annual meeting held after membership has increased to more than two members. Chairpersons will be limited to two complete terms.

All chairpersons shall be elected by secret ballot, and the nominee(s) receiving the greatest number of votes shall be elected.

FV 3.5 Vacancies: Whenever a vacancy occurs in the group chairpersons, other than from the expiration of a term of office, the remaining chairpersons, by majority vote, shall appoint a group member to fill the vacancy for the remainder of the term.

If one or more chairperson positions become vacant, such chairpersons shall be filled by the group members, through election by ballot, at either a regular or special meeting.

FV 3.6 Regular Group Meetings: In addition to the meetings mentioned above, regular meetings of the group shall be held, or at such other times and at such places as the chairpersons may determine.

FV 3.7 Special Group Meetings: A special meeting of the group shall be held whenever called by the chairpersons or by a majority of the members. Only the business specified in the written notice shall be transacted at a special meeting. Each call for a special meeting shall be in writing, shall be signed by the person or persons calling the meeting, shall be addressed and delivered to the secretary, and shall state the time and place of such meeting.

FV 3.8 Notice of Group Meetings: Oral or written notice of each meeting of the group shall be given each group member by not less than 36 hours prior to the time of meeting.

FV 3.9 Quorum: A majority of the group membership shall constitute a quorum at any group meeting.

FV 3.11 Removal of chairpersons: Whenever any chairperson shall fail to meet the qualifications as described in Section 1 of this Article, or fails to attend three (3) consecutive board meetings, either regular or special, without just cause and provided that notice of such meetings has been given in accordance with these bylaws, then it shall be the duty of the board to remove said chairperson and to fill the vacancy in accordance with Section 4 of this Article.

Article Four ***Duties of Chairpersons***

FV 4.1 Current Chairperson: The current chairperson shall (1) preside over all meetings of the Farmers-Vendors group; (2) call special meetings of the Farmers-Vendors' group; (3) appoint such committees as may deem advisable for the proper conduct of the group; and (4) perform all acts and duties usually performed by a presiding officer.

FV 4.2 Past Chairperson: In the absence or disability of the current chairperson, the Past Chairperson shall perform the duties of the current chairperson; provided, however, that in case of death, resignation, or disability of the current chairperson, the group chair leaders may declare the office vacant and elect any eligible person president. The past chairperson shall coordinate all sub-committee activities.

FV 4.3 Duties of Chairperson Elect: The chairperson elect shall keep a complete record of all meetings of the group. The chairperson elect shall be responsible for the keeping and disbursing of all monies of the group, and shall keep accurate books of accounts of all transactions of the group. The chairperson elect shall perform such other duties as may be required by the group. Upon the election of a successor, the chairperson elect shall turn over all books and other property belonging to the group to the successor.

Advisors Group

Article One *Membership*

A 1.1 Qualifications: Any person can have membership if approved by the directors and will includes individuals interested in helping support the purpose of the cooperative and meets such other conditions as may be prescribed by the board of directors, may become a member of the Advisors Group.

A 1.2 Applications: All applications for the Advisors Group membership must be approved by a majority of the board of directors. Member status is effective as of the time the board approves the application for membership. There is no membership fee.

Article Two *Meetings of Advisor Group Members*

A 2.1 Voting: Unless otherwise stated in the Articles of Incorporation, or these Bylaws, or required by applicable law, all questions shall be decided by a vote of a majority of votes cast on the question.

2.1.1 Allocation. Each the Advisors Group member shall be entitled to only one vote.

2.1.2 Voting Methods. Proxy voting shall be allowed. Each proxy shall be in writing, and no member shall vote more than one proxy.

A 2.2 Quorum: Those members present shall constitute a quorum at any properly called group meeting.

Article Three *Duties of Chairpersons*

A 3.1 Chairperson: The chairperson shall (1) preside over all meetings of the advisor group; (2) call special meetings of the advisor group; (3) appoint such committees as may deem advisable for the proper conduct of the group; and (4) perform all acts and duties usually performed by a presiding officer.

A 3.2 Election of Chairperson: At the first annual meeting of the members of the Group, chairpersons shall be elected. One (1) chairperson shall be elected for one (1) year as past chairperson; and one (1) chairperson for two (2) years as current chairperson; and one (1) chairperson for three (3) years as chairperson elect.