

West Broad Farmers Market

Articles of Governance and Bylaws

Articles of Governance:

Article I. Introduction

The Bylaws attached below describe the governance of the West Broad Farmers Market [WBFM]. Separate from these Bylaws are Operating Policies, which define the management of the Market and are included in a separate document.

Article II. Mission

The West Broad Farmers Market (WBFM) is a community-driven, education-oriented market operated by the Athens Land Trust (ALT). This market develops new food-based entrepreneurs, contributes to community health and wellness and builds a neighborhood-based economy in the Hancock Corridor community.

Article III. Beliefs and Values

The WBFM believes local, sustainably produced food should be accessible to all communities. Local, sustainably produced food provides superior nutrition, nourishes the land on which it is grown and builds a stronger local economy. The WBFM is committed to developing food-based entrepreneurs and building a neighborhood-based economy for the Hancock Corridor and other low-income, low access communities in the Athens area. Incubating food based businesses is vital to the health of low-income communities for food security as well as financial stability.

More objectives of the WBFM mission include education about healthy living and local sustainable agriculture. Sharing knowledge about preparing fresh food, practicing healthy habits, participating in local initiatives and programs, and cultivating a personal relationship to land and its benefits to community development is a commitment to empowering the communities the market serves.

Article IV. Vision

The WBFM is a multicultural and inclusive market that seeks to create a market space for everyone in the surrounding Hancock Corridor community as well as the greater Athens area. By serving as a resource and gathering space, the market's activities seek to support, conserve, and sustain community relationships and local economic development. This market will serve as an incubator and give priority membership to beginning and limited resource individuals of the Hancock Corridor community, particularly for historically marginalized youth and low-income community members.

Article V. Advisory Council – Executive Officers and Membership

The West Broad Farmers Market Advisory Council will assume responsibility for general management and administrative matters, including, but not limited to, managing WBFM, interacting with site providers, and supporting the Market Manager.

The governance of the AFM shall be vested in the Advisory Council. No two council members may represent the same farm operation or organization. Four members of the Council shall constitute a quorum.

The WBFM will have two (2) Executive Officers: the Chairperson and the Secretary. Primarily, the Chairperson will and work with the Secretary and Market Manager to oversee WBFM business and operations. The

Chairperson will be a vendor. The Secretary will take minutes of the Advisory Council and open membership meetings. Both Officers will be members of the Advisory Council. An Executive Officer will maintain their standing until s/he voluntarily resigns or the Advisory Council votes to replace an Executive Officer by unanimous vote from the 5 non-Officer Council members. In the event of a vacancy, the WBFM Advisory Council shall elect a new Executive Officer by a majority vote.

The Advisory Council shall be composed of no more than ten (10) persons. Four (4) of the Council Members shall be vendors of WBFM with a preference of having one (1) vendor from Farmers/Growers category, one (1) Vendor from the Arts and Crafts category, one (1) vendor from the Value-Added Foods category, and one (1) from the Services category; three (3) additional Council members shall be non-vendors of the WBFM, representing the Hancock Corridor community's interests and providing skills and experiences in operating the market; and two (2) additional Council members will be a student of the Young Urban Farmers program and a WBFM Market Ambassador. In addition, up to four (4) persons may participate as non-voting Council Members. These persons include Athens Land Trust and WBFM support staff, including the Market Manager. The four permanent non-voting Council members are the Market Manager, the Athens Land Trust Community Agriculture Program Director, a representative of the Athens Land Trust Board of Directors, and the Clarke County Agriculture Extension Agent.

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

The Council will nominate potential Council members, and will include any vendor or community member who volunteers to join the Council, no later than November 31 of each year, one for each Council seat vacant or expiring its term. Potential Council members may come from vendors or community members.

At the January Council meeting, the Council will hold a voice vote for each Council seat. Council members can only vote for one nominee per each open Council seat. Those nominees with the highest vote counts will fill the Council seats.

Article VI. Vendors

Vendors are limited to persons a) residing and/or licensed in the state of Georgia and b) engaged in the growing of farm products using sustainable methods meeting the standards of Certified Naturally Grown, or USDA organic, making arts and crafts or artisan value-added products, and c) agreeing to abide by the policies of the WBFM upon approval of the Advisory Council. 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 Council.

Vendors who are not Certified Naturally Grown may be admitted to the market as "in transition" and must apply to Certified Naturally Grown within two (2) years of application to the WBFM.

There are two types of Vendors: Senior Vendors and Associate Vendors. Senior Vendors are those who have been a vendor at the market for 2 or more seasons, entitling them to voting rights and presentations at Advisory

Council meetings. Associate Vendors are those who have been a vendor for less than 2 seasons.

Vendor relationship begins upon approval by the Advisory Council of the application, and receipt of the affidavit of compliance and payment of the vendor fees. The annual vendor relationship expires in January of the following year. At its January meeting, the Advisory Council will review each vendor to approve their continued participation in the WBFM. Only those denied will have to reapply. Vendors voted to probation will have one market season to rectify any outstanding issues.

Article VII. Vendor Participation Agreement

All authorized vendors participating in the WBFM 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 WBFM and Athens Land Trust harmless for any loss, costs, damages and other expenses including attorney's fees, suffered or incurred by Athens land Trust 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 Land Trust, for the negligence of any of their agents, employees or associates. Because no insurance is provided at WBFM 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 New Vendor Orientation Manual, authorized vendors acknowledge that they have read, understand, and agree to comply with the WBFM Articles of Governance and Bylaws and the WBFM Operating Policies.

Article VIII. Meetings

Two types of meetings may be called: an open membership meeting or an Advisory Council meeting. All members shall have the right to attend Advisory Council meetings and open membership meetings. With approval of any member of the Advisory Council, any vendor shall have the right to make presentations of up to five (5) minutes explaining any grievance or suggestion relative to matters before the Council or relevant to the operation of the market. Senior Vendors shall have the right to vote at open membership meetings on any motion put forth and in order. Associate Vendors shall have the right to participate in discussions, but may not vote on any matter. An open membership meeting to review and discuss the performance of the past market year and plans for the upcoming season shall be held in December of each year. The Market Manager shall conduct the December meeting.

The Market Manager and ALT Community Agriculture Program Director will represent the Advisory Council at the ALT Community Agriculture Board Committee meetings.

Article IX. Records

Every council member and vendor shall have the right to examine, for any reasonable purpose, the books, records, roster of membership, and other appropriate records of WBFM. The Secretary shall keep minutes of each meeting. The Market Manager, Community Agriculture Program Director, and Athens Land Trust Director of Operations shall manage all bookkeeping, collecting of membership fees, paying of accounts receivable and banking. With coordination between the Market Manager and the ALT Director of Operations, both shall preside over a mid-season meeting to report of the finances of the WBFM. At its discretion, the Council shall hold meetings to review and discuss the budget for WBFM.

Article X. Fiscal Year

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

West Broad Farmers Market 2017 Bylaws:

1. The West Broad Farmers Market will be opened as a weekly Saturday market, during a defined market season and at hours determined by Advisory Council, beginning and ending at dates determined by the Advisory Council, for no less than 32 markets except for the weekend nearest to July 4th and the weekend after Thanksgiving.
2. With feedback from the Market Manager, any special market days held outside of designated market hours will be held with the approval of the Advisory Council.
3. The growers will be required to use sustainable farming methods or in transition and/or have a sustainable agriculture best practices plan and agree to a farm inspection by ALT Farm Staff. The guidelines for the market's requirements for sustainable farming are as described by "Certified Naturally Grown", and/or rules set forth by the USDA, National Organics Program.
4. Agricultural products sold or otherwise offered at the market will be grown on the property operated as a farm by the member, consistent with the member's application.
5. Grower/Crafters - Vendors submitting a grower's application and planning to sell crafts as well are required to submit a crafter's application in addition to the grower's application, which will be reviewed by the Advisory Council. If both Grower and Crafter applications are accepted, the applicant will pay only one fee and have one booth.
6. Arts and crafts must be crafted by the craftsperson or artisan, consistent with the vendor's application. If the crafts are not made by the vendor, then they must be sold for charitable purposes and approved by a vote from the Advisory Council.
7. Prepared food shall be prepared by the food artisan in compliance with the applicable Rules of West Broad Farmers Market and consistent with the member's application.
8. Service vendors (including non-profit organizations), at the discretion of the Council, may sell only promotional materials that do not compete with a paying vendor's products.
9. Multiple vendor category applicants: if a prospective vendor applies to multiple categories, separate application forms must be submitted. The Advisory Council, with feedback from Council members from the relevant vendor categories, will decide the category (or, on a case-by-case basis, which categories) under which the applicant become a vendor.
10. Before additional produce or products that do not fit into the vendor's current category, or could duplicate another vendor's products, may be sold at the WBFM, an amended application must be submitted describing the new items to be reviewed by the Council. These additional items may be sold only after approval of the Council.
11. The duties of the Advisory Council shall be: advise in establishing the policies, rules and regulations of the WBFM regarding program of activities, logistics, and marketing; to review and provide input on special events involving vendors and community organizations at the market space; review vendor applications; to set vendor fees per market season. Each year in March, the Advisory Council shall review all applications for vendors and make decision for approval or non-approval for the market each season.
12. The Market Manager shall preside over all meetings of the WBFM Advisory Council. The Chairperson may call a meeting of the Council at any time when, in his/her judgment, there is business to be transacted. Minimally, the Market Manager shall conduct Advisory Council meetings in the months of June, September and December to review the WBFM budget plus any other business as required. The Chairperson and Market Manager shall set the Council meeting agenda, the WBFM membership and the

community at large meeting agendas. Special meetings of the Council and of the members may be held upon the call of the Chairperson.

13. A Secretary, elected from the Advisory Council at the first meeting of the Advisory Council following the Annual WBFM open membership meeting, shall keep a record of the proceedings of the Council.
14. The Market Manager, with support from the Athens Land Trust Director of Operations, shall manage all WBFM fiscal business and direct the market's fiscal activities.
15. 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 Advisory Council with a list of vendors and non-profit organizations.
16. In the event of any vacancy on the Advisory Council, the remaining members of the Council shall select any vendor of the West Broad 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 voice vote of the Advisory Council.
17. All Council members of the West Broad Farmers Market shall hold a responsibility to promote West Broad Farmers Market, to keep good will among our vendors and the public, and exhibit a helpful attitude toward all Vendors.
18. A council member or council members may be removed by a majority vote of two-thirds of the Advisory Council and members with voting rights at any regular meeting or special meeting.
19. Any changes made to these Articles and Bylaws shall be made by a motion at an Advisory Council meeting and will be approved by a two-thirds vote of the Council.

Approved this day, March 6th, in the year 2017 by the Advisory Council of the West Broad Farmers Market.