

# VISALIA FARMERS MARKET ASSOCIATION

## BYLAWS

### ARTICLE 1. NAME

- 1.1 The name of this corporation is VISALIA FARMERS MARKET ASSOCIATION (hereinafter “Corporation.”)

### ARTICLE 2. OFFICES

- 2.1 The principal office for the transaction of the activities and affairs of this corporation is located at, 1325 W. Main St., Visalia, in Tulare County, California (hereinafter “Home Office”). The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.
- 2.2 The board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

### ARTICLE 3. PURPOSE

1. The purpose of this corporation is to:
- A. Promote a viable food system.
  - B. Maintain the agricultural traditions of the Central Valley.
  - C. Operate regular certified farmers market events in accordance with State, county, and city laws for the benefit of both producers and consumers.
  - D. Educate consumers and promote public awareness about food buying alternatives.
  - E. Support access to fresh fruits and vegetables for WIC and EBT/CalFresh recipient populations.

### ARTICLE 4. CONSTRUCTION AND DEFINITION

- 4.1 Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Non Profit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

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## ARTICLE 5. DEDICATION OF ASSETS

- 5.1 This corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

## ARTICLE 6. MEMBERS

### 6.1 Classification and Qualification of Members.

The corporation shall have three classes of members; Certified Members, Auxiliary Members, and Per Diem Members. Certified and Auxiliary Members shall have one vote per membership in VFMA proceedings. Per Diem members shall participate in VFMA's certified farmers market on a per day basis as approved by the Board of Directors.

Certified Members of the Corporation are those persons as defined in Corporations Code §5065 who possess a Certified Producers Certificate issued by the Agricultural Commissioner in the county of origin of their agricultural production. Each qualifying person is entitled to one voting Certified Membership.

Auxiliary Members of the Corporation are those persons as defined in Corporations Code §5065 who are not Certified Members or Per Diem Members or otherwise eligible to be members of the corporation but who, in the opinion of the Board of Directors, have or will perform services for the Corporation and are interested in the goals and purposes of the Corporation. Each qualifying person is entitled to one voting Auxiliary Membership.

Per Diem members of the Corporation are those persons as defined in Corporations Code §5065 who are not Certified Members or Auxiliary Members or otherwise eligible to be members of the corporation but who, in the opinion of the Board of Directors, have or will perform services and are interested in the goals and purposes of the Corporation. Each qualifying person is entitled to one non-voting Per Diem Membership.

Any subsidiary of the Corporation may not be admitted to membership of the Corporation. A person, as defined in Corporations Code Section §5065 may hold a membership in any class of the members choosing but may not hold a membership in more than one class.

If annual dues are not paid within 1 month of the due date, Nov. 1<sup>st</sup>, membership benefits shall be suspended until the current year's dues are paid.

### 6.2 Eligibility for Membership.

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Any person, as defined in Corporations Code §5065, is eligible to be a member of the Corporation, except that in the case of a natural person, the person will not be eligible for membership unless over the age of eighteen years.

## 6.3 Admission to Membership.

Any person eligible for membership under Section 6.2 of these Bylaws and qualified for membership under 6.1 and 6.2 of these Bylaws, will be admitted to membership only on the approval of the Board of Directors of an application submitted by that person in the form and manner as prescribed by the Board of Directors.

## 6.4 Fees, Dues and Assessments.

There are no application fees for applying for membership in the Corporation.

The annual dues payable to the Corporation by Certified and Auxiliary members will be in the amounts determined by resolution of the Board of Directors. The annual dues maximum will be \$100.00. Dues are payable for the first year on admission to membership and annually thereafter at the time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except if the member is, by contract or otherwise, liable for the dues. There are no dues payable to the Corporation by members and memberships are non-assessable. Per Diem members will pay a flat fee per market day as determined by the Board of Directors.

## 6.5 Number of Members.

There is no limit on the number of members that the Corporation may admit. However, the number of Auxiliary Members of Corporation may not exceed 30% of the total Certified or Auxiliary membership of the Corporation.

## 6.6 Membership Book.

The Corporation shall keep a membership book containing the name, address, and class of each member in any form capable of being converted into written form. The book must also note if a membership has terminated and the date on which that membership ceased. The book will be kept at the principal office of the Corporation and is subject to the rights of inspection required by law and as set forth in Section 6.7 of these Bylaws.

## 6.7 Inspection Rights of Members.

Subject to the Corporation's right to set aside a demand for inspection pursuant to Corporations Code § 8331 and the authority of the court to limit inspection rights pursuant to Corporations Code § 8332, and unless the Corporation provides a reasonable alternative as permitted by Section 6.9 of these Bylaws, a member satisfying the qualifications set forth may inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on ten business days prior written demand on

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the Corporation, which must state the purpose for which the inspection rights are requested. The VFMA has the right to set aside a demand for inspection or to obtain a court order limiting inspection rights.

## 6.8 Members Permitted to Exercise Rights of Inspection.

The rights of inspection set forth in Section 6.7 of these Bylaws may be exercised by the authorized number of members for a purpose reasonably related to the members' interest as members.

## 6.9 Alternative Method of Achieving Purpose.

The Corporation, within 10 business days after receiving a demand pursuant to Section 6.7 of these Bylaws, may deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 6.7 of these Bylaws will be deemed reasonable, unless within five business days after acceptance of the offer, the Corporation fails to affect the alternative method. Any rejection of the offer must be in writing and indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 6.7 of these Bylaws.

## 6.10 Certificates of Membership.

The Corporation will not issue membership certificates.

## 6.11 Non-liability of Members.

A member of the Corporation is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Corporation.

## 6.12 Transferability of Membership.

Neither membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

## 6.13 Termination of Membership.

The membership and all rights of membership automatically terminate on the occurrence of any of the following causes:

- (a) The failure to pay membership fees;
- (b) The voluntary resignation of a member;
- (c) The death of a member;
- (d) The dissolution of corporate members;
- (e) The failure to attend membership meetings as set forth in any rules established or adopted by the members;

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- (f) Upon vote by the officers provided that the member was given 15 days prior written notice of the termination and the reasons stating the termination, and a timely opportunity to be heard on the matter of termination. The notice will be mailed by registered mail to the last address of the member as shown on the records of the Corporation. The opportunity date to be heard shall be determined by the officers of the Corporation and must occur five days before the effective date of the termination. The hearing shall be conducted in the City of Visalia by a committee composed of the President, Vice President, Secretary, and one Certified member and one Non-Certified Member who are not officers or on the Board of Directors. The hearing will be presided over by the President who will perform the following duties:
1. Read the charges against the subject member;
  2. Hear any testimony from the subject member or any witnesses against the subject member;
  3. Allow subject member to cross-examine any witnesses following the testimony of that witness;
  4. Allow the subject member to present any witnesses in his or her own behalf.
  5. Allow the members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject member.

The committee conducting the hearing will conduct the hearing in good faith and in a fair and reasonable manner. The committee has the exclusive power and authority to decide that the proposed termination either be made effective or not take place.

## ARTICLE 7. MEETING AND VOTING

### 7.1 Annual Meetings of Members.

The members will meet annually at a location in Tulare County, California as determined by resolution of the Board of Directors. Written notice of the time and place of the annual meeting shall be mailed to the last known member address or personally delivered to each member at least 14 days before the date of the meeting.

The directors will be elected at the annual meeting on the second Monday of November in each year, beginning in 2009, at 6:00 p.m., for the purpose of conducting proper business as may come before the meeting, including the election of Directors for the terms fixed in section 8.3., of these Bylaws. If the election of the Directors does not occur at the annual meeting of the members or without a meeting by ballot pursuant to section 7.8., of these Bylaws, the Board will cause the election of the Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of members.

### 7.2 Special Meetings.

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Special meetings of members will be called by the Board of Directors of the Corporation and held at the place within the County of Tulare as may be ordered by resolution of the Board of Directors. Twenty percent or more of the members of the Corporation may call special meetings for any lawful purpose. Written notice of the time and place of the annual meeting shall be mailed to the last known member address or personally delivered to each member at least 7 days before the date of the meeting unless the special meeting is called for the purposes of the election of a Director wherein 14 days notice is required.

## 7.3 Contents of Notice.

Any notice of a meeting required in these Bylaws shall be delivered in the time and manner set forth in these Bylaws and shall state the place, date, and time of the meeting. In the case of regular meetings, the notice will state those matters that the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall state that nominations for Directors will be taken at the noticed meeting and voting on said nominated Directors shall follow the nominations.

## 7.4 Waivers, Consents, and Approvals.

The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals will be included in the minutes of the meeting.

## 7.5 Quorum.

A quorum at any meeting of members consists of 25 percent of the voting power, represented in person. For purposes of this Bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

## 7.6 Loss of Quorum.

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

## 7.7 Voting of Membership.

Each Certified and Auxiliary member is entitled to one vote on each matter submitted to a vote of the members. Per Diem members are not entitled to a vote. Voting shall be executed by the designated "active participant" as granted such in writing from the member entity.

Payment of current dues is required to vote.

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The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members. The record date for the purpose of determining the members entitled to notice of any meeting of members is 30 days before the date of the meeting of members. The Board will also fix, in advance, the record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action. This date may not be more than 30 days before that other action.

## 7.8. Action without Meeting by Written Ballot--Ballot Requirements.

- (a) Any action that may be taken at any regular or special meeting of members may be taken without a meeting, provided that the following ballot requirements are satisfied:
  - (1) The Corporation distributes a written ballot to every member entitled to vote on the matter;
  - (2) The ballot states the proposed action, provides an opportunity to specify approval or disapproval of any proposal, and provides a reasonable time within which to return the ballot to the corporation;
  - (3) The number of votes cast by ballot with the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action.
  - (4) The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- (b) Directors may be elected by written ballot, as authorized in this section and it is consistent with the Articles of the Corporation.
- (c) Ballots will be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in these Bylaws and of voting by written ballot of these Bylaws. All solicitations must indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.
- (d) The form of written ballots distributed to 10 or more members must afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by that written ballot. The form must also provide, subject to reasonable specified conditions that if the person solicited specifies a choice with respect to any matter the vote must be cast in accordance with that choice. In any election of Directors, any form of written ballot in which the Directors to be voted on are named as candidates and that is marked by a member "withhold" or otherwise marked in a manner

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indicating that the authority to vote for the election of Directors is withheld may not be voted either for or against the election of a Director.

- (e) Unless otherwise provided in the Articles of Incorporation of the Corporation or these Bylaws, a written ballot may not be revoked.

## 7.9. Conduct of Meetings.

- (a) The President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person, will be Chairman of and preside over the meetings of the members.
- (b) The Secretary of the Corporation will act as the secretary of all meetings of members. However, in his or her absence, the Chairman of the meetings of members will appoint another person to act as secretary of the meetings.
- (c) The Robert's Rules of Order, as amended from time to time, governs the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the rules governing agenda, motions, and related matters.

## 7.10. Election Inspectors.

- (a) Before any meeting of the members or any action by written ballot, the Board may appoint any persons other than candidates for office as inspectors of election to act at the meeting. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chairman of the meeting may, and on request of any member or member's proxy must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any person so appointed refuses to act, the President of the Corporation must appoint inspectors of election for that written ballot on request of any member. The number of inspectors will be either one or three. If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy must determine whether one or three inspectors are to be appointed.
- (b) The inspectors of election must perform the following duties:
  - (1) Determine the number of outstanding voting memberships and the existence of a quorum;
  - (2) Receive votes, ballots, or consents.
  - (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote.
  - (4) Count and tabulate all votes and consents.
  - (5) Determine when the polls shall close.
  - (6) Determine the result.

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- (7) Do any other acts that may be proper to conduct the election or vote with fairness to all members.

The Inspectors must perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

- (c) If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.
- (d) On request of the Chairman or any member or member's proxy, the inspectors of election must make a written report concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors is prima facie evidence of the facts stated.

## ARTICLE 8. DIRECTORS

### 8.1. Number.

The corporation will have five Directors. Collectively, the Directors will be known as the Board of Directors. In addition, the board may appoint two non-voting Associate board members to serve for one year.

### 8.2. Qualifications.

The Directors of the Corporation must be residents of the State of California and must also be members of the Corporation. Of the 5 Directors, 4 must hold a valid Certified Producer Certificate from the state of California and must be VFMA members. At least one Director must be a member at large who is not an officer of the corporation. Associate board members need not be VFMA members.

### 8.3. Terms of Office.

Each Director holds office for a period of one year until the next annual meeting of members as prescribed by Section 7.1., of these Bylaws, and until the Director's successor is elected and qualifies as required under these Bylaws. If a Director is removed at a special meeting of the members that Director will hold office until his or her removal and his or her successor is elected and qualifies.

### 4. Power of the Directors.

Subject to the limitation of the Bylaws and of California law, all powers of the VFMA shall be exercised by or under the authority of the Board of Directors and the business and affairs of this Association shall be controlled by them. Without limiting the general powers, the Board of Directors shall have the power and duty to conduct business that is necessary or desirable for the accomplishment of the VFMA's purposes.

### 5. Nomination.

Any person qualified to be a Director under these Bylaws may be nominated by the method of

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nomination authorized by the Board or by any other method authorized by law. The nominations for the board will occur on the date of the meeting as provided in these Bylaws.

## 8.6. Election of Directors.

(a) The Directors will be elected at each annual meeting as prescribed by section 7.1., of these Bylaws or by written ballot as prescribed by section 7.8., of these Bylaws.

(b) The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors are eligible for reelection, provided they continue to meet the qualifications required by these Bylaws without limitation on the number of terms they may serve.

## 6. Compensation.

The Directors shall serve without compensation.

## 7. Meetings.

Meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two Directors.

## 8. Place of Meetings.

All meetings of the Board will be held at the location of the Visalia Farmers Market wherever it may be held on Saturday on the date of the meetings.

## 9. Regular Meetings.

Regular meetings of the Board will be held, without call or notice, location of the Visalia Farmers Market office the second Monday of each month at 6pm. Meetings shall be open to the public except executive sessions of the Board of Directors concerning personnel matters or litigation.

## 10. Special Meetings.

Special meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two Directors. Special meetings may be held on four days notice by first class mail, postage prepaid, or on 48 hours notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.

Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

## 11. Quorum.

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A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

12. Transactions of Board.

Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

13. Conduct of Meetings.

The Chairman of the Board or, in his or her absence, any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, as long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

14. Adjournment.

A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

15. Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

16. Removal of Directors.

(a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court;
- (2) The Director has been convicted of a felony;
- (3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Corporations Code Section 7230 et seq. on directors who perform functions with respect to assets held in charitable trust;

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(4) The Director has failed to attend 3 meetings of the Board;

Removal Without Cause. (a) Any or all of the Directors may be removed without cause if removal is approved by a majority of all members pursuant to Corporations Code Sections 5033 and 5034.

17. Resignation of Director.

Any Director may resign effective on written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

18. Vacancies in the Board.

- (a) Vacancies on the Board of Directors occur (1) on the death, resignation, or removal of any Director; (2) whenever the number of authorized Directors is increased; and (3) on the failure of the members in any election to elect the full number of authorized Directors.
- (b) Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 8.16(a) of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 4.07(d) of these Bylaws; or (3) a sole remaining Director.
- (c) Vacancies created by removal of Directors may only be filled by the approval of the members within the meaning of Corporations Code Section 5034. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

19. Non-liability of Directors.

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the VFMA.

20. Indemnification by VFMA of Directors, Officers, employees and other agents.

To the extent that a person, who is, or was, a Director, officer, employee or other agent of the VFMA has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the VFMA, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the corporation and, in the case of criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by the VFMA but only to the extent allowed by, and in accordance with, the requirements of Section 7237 of the California Mutual Benefit Corporation.

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## ARTICLE 9. OFFICERS

### 1. Number and Titles.

The officers of the Corporation shall be a President, a Vice-President, a Secretary, and Treasurer. The President is the general manager and chief executive officer of the Corporation. No person may hold more than one office. Each officer shall have, in addition to the duties and powers hereinafter set forth, such additional duties and powers as may be prescribed by law, by the Articles of Incorporation, or by these bylaws, or from time to time, by the Board of Directors.

### 9.2. Appointment and Resignation.

The officers will be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

## ARTICLE 10. CORPORATE RECORDS, REPORTS, AND SEAL

### 1. Keeping Records.

The Corporation must keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation must also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

### 2. Annual Report.

The Corporation will notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321(a). Except when the Corporation does not have more than 100 members or more than \$10,000 in assets at any time during the fiscal year, on the written request of a member, the board must promptly cause the most recent annual report to be sent to the requesting member. The annual report will be prepared not later than 120 days after the close of the Corporation's fiscal year. The annual report must contain in appropriate detail all the information required by Corporations Code Section 8321(a), specifically,

- (1) A balance sheet as of the end of the fiscal year and an income statement and statement of changes in financial position for the fiscal year;
- (2) A statement of the place where the names and addresses of the current members are located; and
- (3) Any information concerning certain transactions and indemnifications required by Corporations Code Section 8322.

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The annual report must be accompanied by any report of independent accountants. However, if there is no report by independent accountants, the certificate of any authorized officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation.

3. Annual Statement of Certain Transactions and Indemnifications.

The Corporation must furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and (e), if that transaction or indemnification took place. The annual statement must be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

4. Corporate Seal.

The Board of Directors will adopt a corporate seal in the following form and design:

5. Custody of the Seal.

The Secretary of the Corporation will maintain custody of the seal and affix it in all appropriate cases to all corporate documents. However, the failure to affix the seal does not affect the validity of any instrument.

## **ARTICLE 11. MARKET MANAGER**

The Board of Directors shall annually select and contract with a Market Manager who shall carry out the policies, directives, and other duties as assigned by the Board of Directors.

## **ARTICLE 12. AMENDMENT OF BYLAWS**

The Bylaws may be amended or repealed and new Bylaws adopted by a 2/3rds vote at a VFMA Annual Meeting or Special Meeting with prior notification being given as outlined in section 7.1 and 7.2.

## **ARTICLE 13. RULES AND REGULATIONS FOR THE OPERATION OF VISALIA FARMERS MARKETS**

The Board shall adopt rules and regulations for the operation of the VFMA certified farmers' markets including the issuing of permits, assigning spaces for selling at the market and collecting reasonable fees from sellers and shall take any other action reasonably necessary for the efficient management and operation of the certified farmers markets.

## **ARTICLE 14: EXECUTION OF INSTRUMENTS**

The board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the VFMA to enter onto any contract or execute and deliver any instrument in the name of and on behalf of the VFMA, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the VFMA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purposes or in any amount.

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CERTIFICATE OF SECRETARY of Visalia Farmers Market Association, a California Non Profit Corporation

I hereby certify that I am the duly elected and acting Secretary of Visalia Farmers Market Association, a non profit organization, and that the foregoing Bylaws, comprising 15 pages, constitute the Bylaws of this corporation as duly adopted at a meeting of the Board of Directors held on \_\_\_\_\_, 2015

Dated: \_\_\_\_\_.

\_\_\_\_\_  
Secretary