

Fortville Farmers' Market By-Laws

The name of the organization is Fortville Farmers Market ("Organization"). The Organization is organized in accordance with the Indiana Nonprofit Corporation Act of 1991, as amended. The Organization has not been formed for the making of any profit or personal financial gain. The assets and income of the Organization shall not be distributable to or benefit the officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the Organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The Organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

Registered Office. The registered office of Fortville Farmers Market will be in Indiana.

Purpose and Authority

The Fortville Farmers Market exists to provide a community-centered venue for local farmer, food producers, and artisans to sell directly to the public, while promoting access to locally grown and produced goods.

The Market operates under the authority of the Fortville Farmers Market Board, which retains final governing authority and may delegate responsibilities to committees as defined in these by-laws.

I. Farmers' Market Board

The Fortville Farmers' Market Board serves as the governing authority of the Market and retains final decision-making power over all Market matters.

The Board shall consist of 5 officers:

- **President:** The President shall be the chief of executive officer and shall preside at all meetings of the Board and its executive committee if such a committee is created by the board.
- **First Vice President:** The 1st Vice President shall perform the duties of the President in the absence of the President and shall assist that the office in the discharge of its leadership.
- **Second Vice President:** The 2nd Vice President shall perform the duties of the President in the absence of the President and 1st Vice President and shall assist that the office in the discharge of its leadership.

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- **Treasurer:** The Treasurer shall be responsible for conducting the financial affairs of the Organization as directed and authorized by the Board and Executive Committee, if an, and shall make reports of the Organization's finances as required, but no less often than at each meeting of the Board and Executive Committee.
- **Secretary:** The Secretary shall give Notice of all meetings of the Board and Executive Committee, if any, shall keep an accurate list of the officers, and shall have the authority to certify any records, or copies of records, as the official records of the Organization. The Secretary shall maintain the minutes of the Board meetings.

Board responsibilities include adopting and amending by-laws and policies; appointing committee members and chairs; overseeing finances, insurance, and contracts; and serving as the final authority on disputes, appeals, and vendor removals.

Meetings:

1. Regular Meetings

The Fortville Farmers Market Board shall hold regular meetings once per month. The specific date, time, and location will be determined by the Board and communicated to all members in advance.

If there is no business requiring discussion or action, the President may cancel the scheduled meeting, provided that notice of cancellation is given to all Board members in advance.

2. Special Meetings

Special meetings may be called by the President or by a majority of the Board members as needed. Notice of special meetings shall be provided to all Board members at least 48 hours in advance, unless urgent circumstances require shorter notice.

3. Attendance

Board members are expected to attend all scheduled meetings. If a member is unable to attend, they must notify the President or designated Board member in advance.

4. Quorum

A majority of the Board members shall constitute a quorum for the purpose of conducting official business.

5. Voting

Each Board member shall have one vote. Decisions shall be made by a simple majority vote of members present, unless otherwise specified in these bylaws.

6. Meeting Format

Meetings may be held person or virtually (e.g., via video conferencing platforms), as determined by the Board.

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7. Minutes

Accurate minutes of each meeting shall be recorded and maintained. Meeting minutes will be made available to Board members and stored in the organization's shared records.

Board Appointment and Terms

1. Board Composition

The Board shall consist of individuals committed to supporting and operating the Fortville Farmers Market. The number of Board members may be adjusted as needed by a majority vote of the Board.

2. Appointment of Board Members

All board members and vendors can vote, but they must be a vendor in at least one season. One vote per vendor business.

3. Terms of Service

Board members shall serve on an open-ended term and may continue to serve as long as they remain active and in good standing with the organization.

4. Good Standing & Participation

Board members are expected to actively participate in meetings, planning, and market operations. A Board member may be reviewed for continued service if they are consistently inactive or fail to fulfill responsibilities.

5. Removal of Board Members

A Board member may be removed by a majority vote of the Board for reasons including, but not limited to, inactivity, failure to meet responsibilities, or conduct not in the best interest of the market.

I. Vendor Management Committee

The Vendor Management Committee is responsible for vendor-related operations and enforcement of vendor rules, subject to oversight by the Farmers' Market Board.

Responsibilities include:

- Reviewing and approving vendor applications
 - Enforcing the seventy-five percent (75%) farm production requirement
 - Enforcing that labeling requirements are being met.
 - Assigning booth locations and managing market layout
 - Addressing vendor complaints and conduct issues
 - Issuing warnings and recommending suspension or removal of vendors
- When necessary, the Vendor Management Committee may document products offered for sale at the Market and conduct farm site visits to verify compliance with the seventy-five percent (75%) farm production requirement.

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To the extent permitted by law, the Board may appoint from its members a committee or committees, temporary or permanent, and designated duties, powers, and authorities of such committees.

III. Marketing Committee

The Marketing Committee is responsible for promotion, public relations, and community engagement for the Market and holds no authority over vendor enforcement or governance decisions.

To the extent permitted by law, the Board may appoint from its members a committee or committees, temporary or permanent, and designated duties, powers, and authorities of such committees.

IV. Vendor Eligibility and Approval

Any person who regularly and directly works in all stages of the cultivation, production, and harvesting of quality produce or other eligible goods may apply to become a market vendor. Prior to participating in the markets, vendors must provide the Farmers Market Vendor Committee with copies of all State and local permits and licenses required for the operation of their vending business (if applicable) and a copy of their certificate of liability (See Insurance Section)

Farmer vendors must grow or produce at least seventy-five percent (75%) of the products offered for sale over the course of the market season.

We welcome food trucks, craft items (soaps, handmade products, etc.) No direct sales vendors (Tupperware, Scentsy, etc.).

All vendors must be approved by the Vendor Management Committee.

V. Vendor Rules and Regulations

The Fortville Farmers Market Board shall establish and maintain a Vendor Handbook and Market Rules outlining all requirements for participation in the market.

2. Authority to Modify

The Board reserves the right to modify, update, or revise vendor rules and requirements at any time as needed to support the operation, safety, and integrity of the market.

3. Compliance

All vendors are required to review and comply with the current Vendor Handbook and Market Rules as a condition of participation.

4. Enforcement

Failure to comply with market rules may result in warnings, suspension, or removal from the market, as determined by the Board or Vendor Committee.

VI. Financials

All expenditures of nonprofit funds must be approved according to Fortville Farmers Market Nonprofit Purchasing Policy on spending thresholds and documented with receipts and financial records.

VII. Resignation

Any director may resign effective upon giving a written notice to the chairperson of the Board, the President, or the Secretary of the corporation unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

VII. Removal/Vacancies

An officer shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board, whether by death, resignation, removal, or any other cause, may be filled by the remaining directors. An officer elected to fill a vacancy shall serve the remaining term of the predecessor or until a successor has been elected and qualified.

IX. Amendments

These by-laws may be amended at any time through majority vote by Fortville Farmers Market Board. Continued participation in the Market constitutes acceptance of all current and amended by-laws.

X. Dissolution

The Organization may be dissolved only with authorization of its Board given at a special meeting called for that purpose, and with the subsequent approval by majority vote of the members.

In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be disturbed, transferred, or conveyed, in trust or otherwise, to charitable and education organization organized under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board.

Amended April 22, 2026.

Adopted by the Board on [April 24th, 2026].

X *Kelly Morgan*

President

Amended April 22, 2026.