**By-laws of the  
GOSHEN FARMERS MARKET**

Article I

GENERAL

**I.1 Name.** The name of the corporation, organized in the state of CONNECTICUT shall be the GOSHEN FARMERS MARKET. The business of the corporation shall be conducted as GOSHEN FARMERS MARKET (Hereinafter “Corporation.”)

**1.2 General Purpose.** The Corporation is organized and operatedfor the following general purposes:

a) exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future United States Internal Revenue Law.

b) to exercise such rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of CONNECTICUT which is consistent with the preceding paragraph.

**1.3 Specific Purpose.** The specific purpose of the Corporation includes, without limitation, the following:

a**)** to provide area consumers with locally-grown or raised, farm-fresh products and homemade goods throughout the summer and fall season and educate the community in the benefits of eating fresh and locally grown food.

b) to create an opportunity for a small-town social involvement and foster a sense of unity in town.

c) to support the local nonprofit organizations dealing with educating and supporting the community, support through donations and fundraising, and raising community awareness for such charities.

d) provide area farmers and artisans with opportunities for community exposure and participation.

e) to stimulate the local economy by providing the community with a venue to purchase locally produced items and, by promoting green economical practices and educate with regards to the benefits of buying products locally.

ARTICLE II

DIRECTORS

**2.1. Powers.** The care, control and disposition of the property and funds of the Corporation and the management of its affairs shall be vested in a Board of Directors.

**2.2. Number, Election and Term of Office:** The number of directors constituting the entire Board shall be a minimum of 3 and a maximum of 12, as fixed by resolution of the Board. No change in the number of directors shall shorten the term of any director then in office. Directors shall be elected in accordance with Article III, Section 2. Each Director shall continue in office for one year and/or until the earlier of such Director’s resignation, death, or removal, or, the due election and

qualification of such Director’s successor. No more than fifty percent of the Board of Directors may change in any fiscal year.

**2.3. Qualifications for Office:** Every director must be a member in good standing with this Corporation. No person who is holding public office is eligible to be a director.

**2.4. Removal.** A Director may be removed from office at any time by concurrent vote of not less than two-thirds of the Directors entitled to vote, at any meeting of the Directors called for that purpose. A trial period of 1 month will be provided for any Director who has a complaint lodged against him/her.

**2.5. Vacancies**: Vacancies in the number of Directorships shall be filled for the unexpired term by a concurring vote of a majority of the Directors remaining in office, even though such remaining Directors may be less than a majority of the Directorships (as fixed for the current year in accordance with Article III, Section 2).

**2.6. No Compensation**: No Director shall receive any compensation for such Director’s services as a Director of the Corporation. The Corporation may reimburse any Director for any reasonable expenses incurred in the performance of his services as a Director of the Corporation.

**2.7.** **Honorary and Ex Officio Directors**. The Board of Directors may appoint honorary and ex officio Directors; such Directors shall not be members of the Board, and shall therefore have no voting rights.

Article III

MEETINGS OF DIRECTORS

**3.1** **Place of Meeting.** Meetings of the Board of Directors may be held at such place as the Board may designate.

**3.2** **Annual Meeting**. The Annual Meeting of the Directors shall be held in March of each year at the place, on the day and at the hour designated in the call there for. At such meeting, the Directors shall fix the number of and elect the Board of Directors and elect the Officers of the Corporation for the ensuing year, each of whom shall hold his or her position, subject to prior removal by the Board of Directors, until the next annual meeting and until their successors are chosen and qualified. The Directors shall also transact such other business as shall properly come before them.

**3.3 Regular Meeting**. All other regular meetings of the Board of Directors may be held at such date, time and place as the Board of Directors may determine and fix by resolution.

**3.4 Special Meetings.** Special meetings of the Board of Directors may be held at any date, time and place upon call of the Chairman of the Board (if any), President, or upon call of any two or more Directors.

**3.5 Notice.** Written notice of the Annual Meeting and each regular meeting of the Board of Directors, unless oral notice is reasonable under the circumstances, shall be given to each Director at least four (4) days but no more that twenty (20) days prior to the time of the meeting. Written notice of each special meeting of the Board of Directors shall be given to each Director at least two (2) days but no more than seven (7) days prior to the time of the meeting, stating the purposes for which the meeting is being called. Such notice shall be given in person, by mail or private carrier, by facsimile or electronic transmission, by or at the direction of the Secretary to each Director entitled to vote at such meeting.

**3.6** **Quorum.** A majority of the number of directorships at the time present in person shall constitute a quorum, provided that if the number of directorships is less than 6, then a minimum of three Directors will be required to constitute a quorum. If such number of Directors shall not be so present, those Directors so present shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present, at which time any business may be transacted which might have been transacted at the meeting originally noticed.

**3.7 Actions.** Except as otherwise provided by law or these By-laws, the affirmative vote of a majority of the Directors represented at any meeting at which a quorum is present at the time of the vote shall be the act of the Board of Directors.

**3.8** **Director Participation in Meeting by Telephone or Proxy.** A Director may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting. A Director unable to attend any meeting of the Board may appoint another Director as his or her proxy to vote in such Director’s name and place at a meeting of the Board.

**3.9** **Directors' Action Without Meeting**. If all of the Directors severally or collectively consent in writing to any action required or permitted to be taken at a meeting, such action shall be as valid as though it had been authorized at a meeting of the Board of Directors. The Secretary of the Corporation shall file such consent or consents with the minutes of the meetings of the Board of Directors. Any such written consent shall have the same force and effect as a vote of the Directors at a meeting duly held, and may be stated as such in any certificate or document filed pursuant to law.

Article IV

OFFICERS

**4.1 Titles, Election and Duties**. The Directors shall elect a President, a Secretary and a Treasurer who are members of the Board of Directors and such other Officers of the Corporation as the Directors from time to time deem appropriate. The Board of Directors may appoint one of its members to the office of Chairman of the Board and from time to time define the powers of this office notwithstanding any other provisions of these By-laws. The duties of the Officers shall be such as are specified below and such as usually pertain to such offices, as well as such as may be prescribed from time to time by the Board of Directors. The Officers shall serve without salary but may receive reimbursement for their reasonable expenses.

**4.2 President**. Under the direction of the Board of Directors and the Chairman of the Board, the President shall serve as the chief executive officer of this Corporation. The President shall have the general powers of supervision and management of this Corporation and shall cause all orders and resolutions of the Board of Directors to be executed.

**4.3 Chairman of the Board**. The Directors may elect a Chairman of the Board. The Chairman of the Board or, in his or her absence, the President, the Secretary or the Treasurer, in that order, shall preside at all meetings of the Board of Directors and shall perform the duties usually performed by a presiding officer. The Chairman of the Board shall exercise overall supervision of Board affairs; provide leadership to the Board of Directors in formulating, developing and evaluating the policies and goals of this Corporation; represent this Corporation to the community and promote its interests as actively as possible; and, except for the Executive Committee, shall appoint the members and Chairs of the committees, pursuant to Article V of these By-laws.

**4.4 Vice President.** The Vice President (if applicable) shall have such power and perform such duties as the President or the Board may from time to time prescribe and shall perform such other duties as may be prescribed by these By-laws. At the request of the President, or in the case of the President’s absence or inability to act, the Vice President shall perform the duties of the President and, when so acting, shall have the powers of, and be subject to all the restrictions upon, the President.

**4.5 Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors and shall give notice of all such meetings as required by these By-laws. The Secretary shall have custody of such minutes, the seal of the Corporation and the records of the Corporation, except to the extent some other person is authorized to have custody and possession thereof by a resolution of the Board of Directors.

**4.6 Treasurer.** The Treasurer shall oversee the custody of all funds of the Corporation, supervise the keeping of full and accurate accounts of receipts and disbursements of all funds of the Corporation, oversee the maintenance of the accounting books and records of the Corporation and supervise the deposit of all monies and valuable effects in the name and to the credit of the Corporation in depositories designated by the Board. The Treasurer shall ensure that accurate accountings of the financial transactions of the Corporation are made and reports of the same are presented at regular meetings of the Board of Directors. He or she shall present financial information to the Board to enable it to periodically evaluate the financial affairs of the Corporation. All checks, drafts or other orders for the payments of money and all notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

**4.7 Removal.** All Officers shall be elected or appointed by the Board of Directors to hold office at the pleasure of the Board and subject to its order, and any Officer may be removed at any time by the Board in its discretion.

Article V

COMMITTEES

The Board of Directors, by resolution adopted by the affirmative vote of Directors holding a majority of the number of directorships, may appoint from the Directors, members and/or officers such committees as it may deem judicious and may, to the extent permitted by law, delegate to such committees any of the powers of the Board. Each Committee so appointed shall be chaired by a Director. A majority of any committee shall have the power to act. Committees shall keep full records of their proceedings and shall report the same to the Board of Directors.

Article VI

MEMBERS

**6.1 Qualification for Membership**. The membership of the Corporationshall consist of such persons as 1) apply for membership on a form approved by the Directors; 2) subscribe to the purposes and goals of the organization; 3) agree to abide by the By-laws of the Corporation as amended from time to time.

All members shall pay annual membership dues to the Corporation in such amounts and in such a manner as the Board of Directors determines from time to time. Each year the Board of Directors shall specify a date, and give all members prior written notice thereof, when membership dues are due, and permit members to pay their dues within sixty-one (61) days thereafter. Members shall have no vote or voice in the care, control or disposition of the property or funds of the Corporation; the management of the Corporation’s affairs shall be vested in the Board of Directors.

The Directors reserves the right to limit membership for reasons of necessity, including but not limited to 1) insufficient room at the market venue, or, 2) excess commodities of that type in current membership.

**6.2 Classes of Members**. The membership of the Corporation shall be divided into classes as deemed fit by the Board, and will pay dues set by the Directors.

1. Full Members: those members of the Corporation who pay full dues for the market season.
2. Associate Members: those members of the Corporation who pay partial dues for the market season.

The directors will define requirements on an annual basis as the needs of the market changes to include:

* 1. production in the northwest region of CONNECTICUT.
  2. file a Specialty Crop Application approved by State of CONNECTICUT Department of Agriculture, as described by the Directors.
  3. abide by all requirements of the State of CONNECTICUT laws for their particular category of product, if applicable.
  4. be provided with a space at the farmers market as defined by the Directors on an annual basis.

Article VII

COMPENSATION FOR SERVICES

Anything in these By-laws to the contrary notwithstanding, the Corporation may pay compensation to any person (except a government official), even if such person is also a Director or Officer of the Corporation, for personal services (including, but not limited to, legal, clerical, and investment management services) that are reasonable and necessary to carry out the purposes of the Corporation, and may reimburse any such person for expenses incurred in connection with the rendition of such services, provided that the amount of such compensation or reimbursement is not excessive. The Board of Directors shall determine the amount of compensation or reimbursement that shall be paid.

Article VIII

CORPORATE SEAL

The corporate seal of the Corporation shall be circular in form with the name of the Corporation and the words "Connecticut" and "Seal" thereon.

ARTICLE IX

AMENDMENTS

These By-laws may be altered, amended, added to or replaced by the affirmative vote of Directors holding two-thirds (2/3) of the directorships. Any notice of a meeting of the Board of Directors at which these By-laws are proposed to be altered, amended, added to or repealed shall include notice of such action.

ARTICLE X

FISCAL YEAR

The fiscal year shall be March 1- the end of February.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify any Director, officer, employee or agent of the Corporation who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in accordance with the Connecticut General Statutes. The Board of Directors may authorize the President of the Corporation to obtain insurance coverage related to the foregoing as the same may be deemed to be in the best interest of the Corporation.

ARTICLE XII

CONFLICT OF INTEREST

If any Director has a personal or financial interest in the outcome of any matter before the Board, it is the affirmative duty of such Director to disclose to the Board when and if any such interest exists. When any such interest becomes a matter of Board action, such Director shall not vote or use personal influence on the matter and shall not be counted in the quorum for a meeting at which Board action is to be taken. The minutes of all actions taken on such matters shall clearly reflect that the requirements of this By-law have been met.