

**BYLAWS OF**  
**CHESTERTOWN FARMERS MARKET, INC.**  
**(A MARYLAND NON-STOCK CORPORATION)**

1. **NAME AND PURPOSES:** The name of the Corporation shall be “Chestertown Farmers Market, Inc.” and is formerly known as “Friends of the Chestertown Farmers Market, Inc.” the purpose shall be to operate a weekly farmers market in Chestertown, Maryland for the purpose of assisting small businesses, farmers, making local sources of food accessible to all, and continually educate and promote healthy living within the community.

2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation shall be at 200 High Street, Chestertown, Maryland 21620.

3. **MEMBERS OF THE CORPORATION:** The Members of the Friends of the Chestertown Farmers Market, Inc. whose annual subscription is paid in full, and abides by the rules and regulations outlined, as of the fourth (4<sup>th</sup>) Saturday in March of the year shall constitute the Members of the Corporation (the “Members”).

4. **MEETINGS OF THE COMPANY:**

(a) **Annual Meeting.** The Board shall set the date and time for the annual meeting and shall provide the Members of the Company notice by electronic mail not less than twenty (20) days prior to the meeting stating the time and place of the meeting and any business to be brought before the Membership. In lieu of attendance, a member may vote on any resolution by proxy on a form provided prior the meeting and must be received by the President prior to the start of the meeting.

(b) **Special Meeting.** The Board may call a special meeting at any time on its one volition or after considering a request from an individual member of the Company and shall provide the Members of the Company notice by electronic mail not less than ten (10) days prior to the meeting stating the time and place of the meeting and any business to be brought before the Membership.

5. **BOARD OF DIRECTORS:**

(a) **Classes:** There shall be only one class of Directors.

(b) **Role/Number:** The business and affairs of the Corporation shall be governed by a Board of Directors (hereinafter the “Board”) which shall be composed of no more than seven (7) persons and no fewer than five (5) persons. The initial board shall consist of five (5) directors.

(c) **Composition:** The Board shall be composed of persons representing the diversity of farmers market participants, promoting the diversity of the farmers market and who are transparent about their business and growing practices.

(d) **Election/Vacancies:** At each annual meeting of the Company, Directors to serve for

the ensuing year shall be elected. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining Directors.

(e) Term: Each Director shall hold office for a term of three years. The initial Directors shall be divided into two (2) groups, three (3) of them to serve for an initial term of three (3) years, and two (2) of them to serve for an initial term of two (2) years. No person shall serve more than two (2) consecutive full terms on the Board. Persons serving an initial term of less than three (3) year may serve for two (2) additional three-year terms. After serving the maximum time allowed, a person may serve again after being off the Board for one year.

(f) Removal: Any Director may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Directors in office at any meeting of the Board convened in compliance with these by-laws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

(g) Resignation: A Director may resign by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President. Failure to attend three (3) consecutive Board meetings without excuse shall constitute a resignation from the Board.

(h) Employment by the Corporation. Employees and family members of employees of the Corporation shall not be eligible to serve on the Board of Directors

## 6. OFFICERS OF THE BOARD:

(a) Election/Vacancies: The officers shall consist of President, Vice-President, Secretary, and Treasurer and such additional vice presidents or assistant secretaries or assistant treasurers as the Board may from time to time appoint. The officers shall be elected by the Board, from among the Directors, at the first meeting of the Board following the annual meeting of the Corporation. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board and any Director so elected shall fulfill the term of his/her predecessor.

(b) Term: Officers shall serve a term of one (1) year, until their successors are elected. No officer shall serve more than three (3) consecutive terms in the same office.

(c) Removal: An officer may be removed from office, with or without cause, as determined by a majority vote of the Board present at any meeting at which there is a quorum.

(d) Resignation: An officer may resign by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning officer is the President.

(e) Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board as follows:

(1) The President shall preside at and conduct all meetings of the Board and of the

Executive Committee. The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board.

(2) The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President.

(3) The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the minutes and a current listing, with contact information, of the Directors at the office of the Corporation.

(4) The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. If required, the Treasurer shall ensure that the board engages a qualified auditor for an annual examination of the financial statements. The Treasurer shall serve as a member of the Finance Committee and may serve as the chair of the Finance Committee.

(5) Other officers appointed by the Board shall perform such duties as may be specified by the Board or by officers given authority over them.

## 7. BOARD MEETINGS:

(a) Annual Meeting: The Annual Meeting of the Board shall be held at such date and time as is determined by the President.

(b) Regular Board Meetings: Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President.

(c) Special Meetings: Special meetings of the Board shall be held at any time and at any place when called by the President or by at least three (3) Directors or twenty-five percent (25%) of the Directors, whichever is greater. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

(d) Notice of Meetings: Notice of regular Board meetings, including the annual meeting, shall be in writing and delivered at least 10 days and no more than 30 days before the day of the meeting. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least 48 hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.

(e) Executive Session: At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter an executive session in which only voting Directors may be present. The decision to enter executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes. Executive session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.

(f) Quorum: At meetings of the Board, a quorum shall consist of a simple majority or fifty percent (50%) plus one (1) of the Directors then serving, present in person.

(g) Voting: Except as otherwise provided in these bylaws, decisions of the Board shall be by vote of a majority (fifty percent (50%) plus one (1)) of those present assuming a quorum, but not less than one-third (1/3) of the Directors then serving. Each Director shall have one vote. Directors may vote only in person. There shall be no proxy voting. The Board may vote by electronic mail ballot or by facsimile ballot.

(h) Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

8. COMMITTEES: The Board may create such committees with such powers as it deems wise to have. However, the Board may not delegate to committees the following powers: the power to amend the bylaws; the power to hire or fire chief executives; the power to amend articles of incorporation; the power to approve dissolution, merger, or transfer of assets of the corporation; and the power to take any action that requires approval of the Board by law. Committee minutes must reflect any action taken by the committee on behalf of the Board, must be shared with the Board, and must become part of the corporate record. The President may appoint persons to chair and serve on those committees and may appoint persons who are not Directors of the Corporation to those committees. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting.

There shall be the following committees:

(a) Executive Committee. The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board for action. In instances where special circumstances require expeditious action between meetings of the Board, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board.

(b) Board Development Committee. The Board Development Committee shall be appointed by the President and approved by the Board. The Board Development Committee shall consist of at least two (2) Directors, one of whom shall serve as Chairperson of the committee.

The Board Development Committee shall be responsible for nominating persons to serve as Directors. No person shall serve on the Board Development Committee for more than three (3) consecutive years.

(c) Finance Committee. The Finance Committee shall be responsible for oversight of the financial operations of the Corporation. While serving on the Finance Committee, a member of the Committee shall not: accept any consulting fee, advisory fee, or other compensation or benefits from the Corporation; or have participated in any other transactions with the Corporation in which he or she has a financial interest within the previous year. The Committee shall be responsible for the following actions:

i. Review, discuss and recommend changes to the proposed annual Corporation budget and submit for approval to the Board of Directors;

ii. Review, discuss and present the financial statements to the Board of the Corporation for approval, at least quarterly;

iii. Oversee the agency audit if required, including appointing the auditor and receiving the auditor's report directly. The Committee shall recommend and review policy and procedures for: (a) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting, auditing or other financial matters. A separate committee or a subcommittee of the Finance Committee may be appointed to oversee the audit.

iv. Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary; and

v. Monitor the investments of the Corporation and develop and recommend to the Board changes to the Corporation's investment and endowment policies as appropriate.

(c) Standing Committees. The President may establish such standing committees as the President determines are appropriate for the conduct of the business of the corporation. Each committee shall include at least two (2) Directors and may include persons who are not Directors. Members of the Standing Committees shall be appointed by the President.

(d) Special Committees. The President of the Corporation or the Board may establish such special committees as they shall determine are necessary for the functioning of the Corporation. Each such committee shall be given a specific charge and term. No special committee shall have a term extending beyond one (1) year unless reappointed. The members of special committees established by the Board shall be named by the Board. The members of special committees established by the President shall be named by the President.

9. APPOINTED OFFICERS AND STAFF:

(a) The Board may appoint a chief executive officer, with a title appropriate to the functions of the officer. Other staff shall be appointed by the chief executive officer.

(b) The Board may delegate duties and customary authority to the chief executive officer and staff of the Corporation. The duties and authority delegated shall be memorialized in written job descriptions.

10. CONFLICT OF INTEREST: The board shall adopt a conflict-of-interest policy that covers board members, staff members, and volunteers with significant decision-making authority with respect to the resources of the organization. The conflict-of-interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

11. INDEMNIFICATION: The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland and federal law including the payment of related legal expenses.

12. EXONERATION: To the fullest extent permitted by Maryland or federal law, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages. Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

13. INSURANCE: The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and directors and officers' liability insurance.

14. COMPENSATION: The Directors of the Corporation shall serve without compensation. Directors may be reimbursed for expenses reasonably incurred on behalf of the corporation. Nothing in this paragraph is intended to preclude a director from receiving compensation for his/her service to the Corporation in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy.

15. CORPORATE RECORDS: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of the Corporation a record of the names and addresses of the Directors as well as its articles of incorporation, current bylaws, and board approved policies. The corporation shall make available to the public its application to the IRS for

tax exempt status, its IRS determination letter, and its most recently filed IRS form 990. All books and records of the Corporation may be inspected by any Director within three (3) business days of written request.

16. **SIGNATURE AUTHORITY:** All checks, notes, acceptances, and orders for payment of money shall be signed by the President or Treasurer. All contracts, leases and deeds of any kind shall be signed by the President, Vice President or any other agent of the Corporation designated by the Board.

17. **FISCAL YEAR:** The fiscal year of the Corporation shall be from January 1st to December 31st.

18. **ACTION WITHOUT MEETING:** Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

19. **AMENDMENTS:** These bylaws may be amended by a simple majority vote of the Directors present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

20. **NON-DISCRIMINATION:** The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, ethnicity, sexual orientation, gender identity, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.

21. **DISSOLUTION:** The Corporation may be dissolved by a two-thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

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**SIGNATURES FOLLOW ON NEXT PAGE**

Adopted by the organizers and Initial Board of Directors this \_\_\_\_\_ day of February, 2024.

\_\_\_\_\_  
Julia K. Medrano, President

\_\_\_\_\_  
Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board.

\_\_\_\_\_  
, Secretary

\_\_\_\_\_  
Dated