

# **By-Laws of The Kershaw County Farmers' Market**

## **ARTICLE I NAME AND ADDRESS**

### *Section 1.*

#### *Name of the Organization.*

The name of the corporation shall be the Kershaw County Farmers' Market, Inc., ("KCFM" or "Corporation"). The KCFM is organized and exists under the South Carolina Nonprofit Corporations Act, Section 33-31-101, *et. seq.* of the South Carolina Code ("The Act").

### *Section 2.*

#### *Location and Address.*

The location of KCFM is at 906 Broad Street with the mailing address being:

Kershaw County Farmers' Market  
Post Office Box 42  
Camden, SC 29021.

### *Section 3.*

#### *Registered Agent.*

The KCFM shall maintain a Registered Agent as required by the Act who shall have a business office at the KCFM Registered Office. The Registered Agent shall be designated by the Board of Directors from time to time to serve at its pleasure. In the absence of such designation, the Registered Agent shall be the Corporation's Secretary.

### *Section 4.*

#### *Filings.*

In the absence of directions from the Board of Directors to the contrary, the Secretary of the KCFM shall cause the KCFM to maintain current all filings in respect of the Registered Office and Registered Agent with all governmental officials as required by the Act or otherwise by law.

## **ARTICLE II**

### **PURPOSE**

KCFM shall be organized and operated for the purpose of: (1) Providing fresh, local, in-season South Carolina grown products to consumers; (2) Directly serve consumers in areas of high need with limited access to proper nutrition by providing a central location for Kershaw County and South Carolina growers and producers; (3) Improving the health of our community by delivering healthy food options; (4) Support existing, and encourage new, small independent South Carolina growers and producers; (5) To promote healthy food choices by educating the community about the importance of a balanced nutrition; (6) To provide a community gathering space for residents and visitors of Kershaw County; and (7) To collaborate with other organizations providing complimentary services, by accepting donations to further the goals of KCFM and promote its public, charitable and educational activities, which shall include the publication of works, documents, and photographs or any combination thereof by print, audio, or video.

The KCFM shall do all things necessary or convenient, and not inconsistent with law, to further these goals. The purpose of the KCFM is exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code. No part of the net earnings of the KCFM shall inure to the benefit of, or be distributed to its trustees, directors, officers or other private persons, except that the KCFM shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the KCFM shall be the carrying on of propaganda, and the KCFM shall not otherwise attempt to influence legislation. The KCFM shall not participate in, or otherwise intervene in, political campaigns on behalf of any candidate for public office. The KCFM shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

In addition, the corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the KCFM to tax under § 4942 of the Code, or any corresponding provision of any later federal tax law. The KCFM may not engage in any act of self-dealing as defined in § 4941(d) of the Code, or any corresponding provision of any later federal tax law. The KCFM may not retain any excess business holdings as defined in § 4843 (c) of the Code, or any corresponding provision of any later federal tax law. The KCFM may not make any taxable expenditures as defined in either § 4944 or § 4945(d) of the Code, or any corresponding provision of any later federal tax law..

## **ARTICLE III**

### **BOARD OF DIRECTORS**

#### *Section 1.*

*Authority.*

The Board of Directors shall have ultimate authority over the conduct and management of the business and affairs of the KCFM.

*Section 2.*

*Number and Composition.*

The KCFM shall be managed by not less than seven (7) and not more than eleven (11) member Board of Directors (individually a “Director”; collectively a “Board”), as described herein. The Board should be members of the community whose views are in agreement with the purpose of the KCFM. The Board shall be comprised of members from four groups:

● **Grower/ Producer/ Vendor**

KCFM grower/producer/vendors are those who directly market their products to consumers at the market. Direct market grower/producer/vendors members total two.

● **Grower**

KCFM market growers who directly market their products they grow to consumers. Direct Growers members total three.

● **Market Sponsors**

Organizations who lend financial and/or other material support to the market. Substitutions from the community will be allowed to fill open memberships planned for the market sponsors (i.e. City of Camden, Kershaw County Council and Clemson Extension). Market Sponsors members should total no more than three.

● **Consumers**

Consumers who regularly purchase products at the market and should total three members.

*Section 3.*

*Term Limits & Succession of Board:*

All Board members shall serve a three-year term, but are eligible to serve up to two consecutive terms if re-elected.

*Section 4.*

*Board elections:*

During the last quarter of each year, the Board shall elect Directors to replace those whose terms will expire at the end of the year. This election shall take place during a regular meeting of the Directors.

*Section 5.*

Election procedures:

Nominations for new members shall be presented to Board members from the nominating committee two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. New Directors shall be elected by a majority of the setting Directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next year.

*Section 6.*

Duties & Responsibilities of Board Members:

The affairs and property of the corporation shall be directed and controlled by the Board except as otherwise provided in these By-Laws. Beyond the individual responsibilities and authorities of individual officers specified in the Job Description. The Board votes on the following general activities, but not limited to:

- Approves annual operating budget.
- Market Rules.
- Sets the season amount of Vendor Membership fees.
- Appoints a Market Manager to oversee daily market activities and enforce Vendor Regulations as described in the Job Description included below.
- Negotiates the salary of the Market Manager.
- Arbitrates disputes between Market Manager and vendors.

*Section 7.*

Vacancies:

*Vacancies:* When a vacancy on the Board exists mid-term, the present members shall receive nominations for new members from the nominating committee two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

*Section 8.*

Resignation, absences, and termination:

Resignation from the Board must be in writing and received by the secretary. A Board member shall be terminated, at the discretion of the Board, due to excess absences of regularly scheduled meeting. Excessive absences is defined as three or more absences from Board meetings in a year.

A Board member may be removed for other reasons by a three-fourths vote of the remaining Directors.

## **Article IV**

### **OFFICERS OF THE BOARD**

There shall be four officers of the Board, consisting of a chair, vice-chair, secretary and treasurer. These officers will be elected at the first meeting of the year. Their duties are as follows:

*The chair* shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

*The vice-chair* shall chair committees on special subjects as designated by the Board.

*The secretary* shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

*The treasurer* shall make a report at each Board meeting. The treasurer shall make deposits, write checks and keep all bank records, assist in the preparation of the budget, and make financial information available to Board members and the public. Normal operating expenses shall be paid by the Treasurer. Any expenditure of over One Thousand Dollars and No Cents (\$1,000.00) shall require the signature of two corporate officers, one of whom shall be the Treasurer.

## **Article V**

### **BOARD MEETINGS:**

All meetings of the Board shall be conducted in accordance with acceptable parliamentary procedure, which unless otherwise determined by the Chair of the meeting, shall be as follows:

1. Determination of a quorum
2. Reading and disposal of all unapproved minutes
3. Reports of Officers and committees, if applicable
4. Change in established number of Directors, if applicable
5. Appointment of Officers and committees, if applicable
6. Unfinished business, if applicable
7. New business
8. Adjournment

The Board will meet at a minimum of once a quarter no later than the second Monday of the second month of the quarter.

Special meetings. shall be held at any time when called by order of the chair of the Board or by any three Board members. The person calling a special meeting shall give, or cause to be given, to each Director at his/her business address, notice of the date, time and place of the meeting by any means of communication acceptable under the Act not less than two (2) days prior thereto. An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner. The notice of the special meeting shall describe the purpose of such special meeting. Any time or place fixed for a special meeting must permit participation in the meeting by means of telecommunications as authorized below.

Notice. Notice of each meeting of the Board must be given to each member not less than seven (7) nor more than twenty (20) days prior to the day on which a meeting is to be held.

Waiver of Notice of Meetings. Notice of a meeting need not be given to any Director who signs a waiver of notice either before or after the meeting. To be effective the waiver shall contain recitals sufficient to identify beyond reasonable doubt the meeting to which it applies. The recitals may, but need not necessarily, include reference to the date and purpose of the meeting and the business transacted thereat. Recital of the proper date of a meeting shall be conclusive identification of the meeting to which a waiver of notice applies unless the waiver contains additional recitals creating a patent ambiguity as to its proper application. The attendance of a Director at a Director's meeting shall constitute a waiver of notice of that meeting, except where the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, these Bylaws, or the Articles, objects to lack of notice and does not thereafter vote or assent to the objected action.

Quorum. The presence at any meeting of a majority of the current serving Board shall be necessary and sufficient to constitute a quorum for the transaction of business. Proxy voting is prohibited.

Participation by Telecommunications. Any Director may participate in, and be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

Action Without Meeting. To the fullest extent permitted by the Act, the Board of Directors may take action pursuant to resolutions without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act, to include making decisions by electronic ballot. Unless otherwise permitted by the act, such written consent must be approved by all Directors and included in the minutes filed with the corporate records reflecting the action taken.

## ARTICLE VI

## **COMMITTEES**

The Board of Directors may from time to time by resolution, adopted in accordance with the Bylaws and the Act, designate and delegate authority to one or more committees. Any such committee may be designated as a standing committee appointed annually or as a special committee for specific circumstances or transactions with a limited duration. The chair shall establish all committees and shall appoint all committee chairpersons and members of each committee with Board approval for terms not to exceed 2 years. Vacancies on committees shall be filled by appointment by the chair of the Board and may be subject to the approval of the committee chair. A committee may not authorize distributions; approve dissolution, merger, or the sale, pledge, or transfer of all, or substantially all, of the Corporation's assets; decrease the number of Directors or fill vacancies on any committee; or adopt, repeal, or amend the Articles or these Bylaws.

## **ARTICLE VII**

### **INDEMNIFICATION**

#### *Section 1.*

##### *Scope.*

The KCFM shall indemnify, defend, and hold harmless the KCFM's Officers and Directors to the fullest extent permitted by, and in accordance with the provisions of the Act. This plan of indemnification shall constitute a binding agreement of the KCFM for the benefit of the Officers and Directors as consideration for their services to the Corporation, and may be modified or terminated by the Board of Directors only prospectively. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, insurance, provision of law, or otherwise, as well as their rights under this Article VII.

#### *Section 2.*

##### *Insurance.*

The Board may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

## **ARTICLE VIII**

### **RECORDS**

*Section 1.*

*Forms of Record.*

When consistent with good business practices, any record of the Corporation may be maintained in other than written form if such other form is capable of reasonable preservation and conversion into written form within a reasonable time.

*Section 2.*

*Corporate Records.*

The Corporation shall keep as permanent written records a copy of the minutes of all meetings of the Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Corporation shall maintain appropriate accounting records. The Corporation shall keep a copy of the following records with the KCFM's Secretary:

- its articles or restated articles of incorporation and all amendments thereto currently in effect;
- its bylaws or restated bylaws and all amendments thereto currently in effect;
- a list of the names and business or home address of its current Directors and Officers; and
- the Corporation's most recent report of each type required to be filed by the Corporation with the South Carolina Secretary of State.

**ARTICLE IX**

*Section 1.*

*Fiscal Year.*

The fiscal year of the KCFM shall end on December 31. The fiscal year may be altered by resolution of the Board from time to time as the Board deems advisable.

*Section 2.*

*Amendments to By-Laws.*

These By-Laws may be amended, altered, changed, added to or repealed by the affirmative vote of a two-thirds (2/3) majority of the members of the Board at any regular or special meeting of the Board if the notice of the proposed change, amendment, alteration, addition or repeal is contained in the notice of the meeting at least five (5) days prior to such meeting.

*Section 3.*

*Amendments to Articles.*



Subject to the Act, the Articles may be altered, amended or restated by a majority vote of the Board of Directors then in office; provided that the notice of such meeting at which the Articles are to be altered, amended or restated is in accordance with the provisions contained herein and that such notice shall state that the purpose or one of the purposes of the meeting is to consider an amendment to the Articles and shall be accompanied by a copy or summary of the proposed change or state the general nature of the change.

*Section 4.*

*Conflict between Bylaws, Articles, and the Act.*

The Articles and the Act (as either may be amended from time to time) are incorporated herein by reference. Any conflict between the terms of these Bylaws, the Articles, or the Act shall be resolved in the following order: (1) these Bylaws; (2) the Articles; and (3) the Act.

CERTIFICATION

These By-Laws were approved at a meeting of the Board of Directors by a two-thirds majority vote on May 20, 2019.

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Secretary

Date

Board of Directors

Matthew Watson, Board Chair

Kathy McCaskills, Vice Chair

Betty Smith, Secretary/Treasurer

Brianna Grant, Secretary

Tom Brown

Mark Burns

Rob Brown

Donna Rudd